

May 14, 2010

To Whom It May Concern:

Chuo Mitsui Trust Holdings, Inc.

Code No.: 8309

Partial Amendments to the Articles of Incorporation

Chuo Mitsui Trust Holdings, Inc. (the “Company”) hereby announces that, at its Board of Directors Meeting held on May 14, 2010, it resolved to submit a proposal concerning partial amendments of the Articles of Incorporation to the Ninth Ordinary General Meeting of Shareholders scheduled for June 29, 2010.

1. Reason for Amendments to the Articles of Incorporation

Since the Company acquired and cancelled all shares of Class II and Class III preferred stock on August 1, 2009, the Company will delete from the Articles of Incorporation provisions regarding Class II and Class III preferred stock and will make other necessary changes to the Articles of Incorporation such as revising the numbering of the articles.

2. Details of Amendments to the Articles of Incorporation

See the attached exhibit.

3. Schedule

Shareholders’ meeting for Amendment to the Articles of Incorporation:

Tuesday, June 29, 2010

Proposed effective date:

Tuesday, June 29, 2010

(Underlined parts are to be amended.)

Current Articles of Incorporation	Proposed Amendment
Articles 1~5 <Provisions omitted>	Articles 1~5 <No Changes>
<p>Article 6 (Total number of Shares Authorized to be Issued)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>four billion four hundred and forty-three million four hundred and eighty-eight thousand six hundred and eighty-six (4,443,488,686)</u> shares, the detail of which shall be as set forth below.</p> <p>Common stock: 4,068,332,436 shares</p> <p><u>Class II preferred stock: 93,750,000 shares</u></p> <p><u>Class III preferred stock: 156,406,250 shares</u></p> <p>Class V preferred stock: 62,500,000 shares</p> <p>Class VI preferred stock: 62,500,000 shares</p>	<p>Article 6 (Total number of Shares Authorized to be Issued)</p> <p>The total number of shares authorized to be issued by the Company shall be <u>four billion one hundred and ninety-three million three hundred and thirty-two thousand four hundred and thirty-six (4,193,332,436)</u> shares, the detail of which shall be as set forth below.</p> <p>Common stock: 4,068,332,436 shares</p> <p><u><Deleted></u></p> <p><u><Deleted></u></p> <p>Class V preferred stock: 62,500,000 shares</p> <p>Class VI preferred stock: 62,500,000 shares</p>
Articles 7~11 <Provisions omitted>	Articles 7~11 <No Changes>
<p>Article 12 (Preferred Dividends)</p> <p>1. In the case of payment of dividends from surplus as provided for in Article <u>51</u>, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the “Preferred Shareholders”) or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in preference to the holders of shares of common stock (hereinafter referred to as the “Common Shareholders”) or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”) cash dividends from surplus in an amount as provided below (hereinafter referred to as the “Preferred</p>	<p>Article 12 (Preferred Dividends)</p> <p>1. In the case of payment of dividends from surplus as provided for in Article <u>49</u>, Paragraph 1 hereof, the Company shall pay to the holders of shares of preferred stock (hereinafter referred to as the “Preferred Shareholders”) or registered stock pledgees with respect to shares of preferred stock (hereinafter referred to as the “Registered Preferred Stock Pledgees”), in preference to the holders of shares of common stock (hereinafter referred to as the “Common Shareholders”) or registered stock pledgees with respect to shares of common stock (hereinafter referred to as the “Registered Common Stock Pledgees”) cash dividends from surplus in an amount as provided below</p>

<p>Dividends”); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or preferred dividends paid from surplus as provided for in Article <u>51</u>, Paragraph 2 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be subtracted from the Preferred Dividends:</p> <p><u>Class II preferred stock: ¥14.40 per share</u></p> <p><u>Class III preferred stock: ¥20 per share</u></p> <p><Provisions thereafter omitted></p>	<p>(hereinafter referred to as the “Preferred Dividends”); provided, however, that if all or part of the Preferred Interim Dividends as provided for in the next Article or preferred dividends paid from surplus as provided for in Article <u>49</u>, Paragraph 2 have been paid at the record date belonging to the fiscal year which includes the dividend record date, the amount so paid shall be subtracted from the Preferred Dividends:</p> <p><Deleted></p> <p><Deleted></p> <p><Provisions thereafter omitted></p>
<p>Article 13 (Preferred Interim Dividends)</p> <p>In the case of payment of interim dividends as provided for in Article <u>52</u> hereof, the Company shall pay to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees, one-half of the amount of the Preferred Dividends (hereinafter referred to as the “Preferred Interim Dividends”); provided, however, that if preferred dividends paid from surplus as provided for in Article <u>51</u>, Paragraph 2 have been paid prior to the record date for the interim dividend, to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from the Preferred Interim Dividends.</p>	<p>Article 13 (Preferred Interim Dividends)</p> <p>In the case of payment of interim dividends as provided for in Article <u>50</u> hereof, the Company shall pay to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common Stock Pledgees, one-half of the amount of the Preferred Dividends (hereinafter referred to as the “Preferred Interim Dividends”); provided, however, that if preferred dividends paid from surplus as provided for in Article <u>49</u>, Paragraph 2 have been paid prior to the record date for the interim dividend, to the Preferred Shareholders of record as of the record date belonging to the same fiscal year, the amount so paid shall be subtracted from the Preferred Interim Dividends.</p>
<p>Article 14 (Distribution of Residual Assets)</p> <p>1. In the case of distribution of residual assets, the Company shall pay the following amounts to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered Common</p>	<p>Article 14 (Distribution of Residual Assets)</p> <p>1. In the case of distribution of residual assets, the Company shall pay the following amounts to the Preferred Shareholders or Registered Preferred Stock Pledgees, in preference to the Common Shareholders or Registered</p>

<p>Stock Pledgeses; <u>Class II preferred stock: ¥1,600 per share</u> <u>Class III preferred stock: ¥1,600 per share</u> <Provisions thereafter omitted></p>	<p>Common Stock Pledgeses; <u><Deleted></u> <u><Deleted></u> <Provisions thereafter omitted></p>
<p>Articles 15~16 <Provisions omitted></p>	<p>Articles 15~16 <No Changes></p>
<p><u>Article 17 (Conversion into Shares of Common Stock)</u> <u>Shareholders of Class II and III preferred stock may request the conversion of their shares of preferred stock into shares of common stock at the conversion price (hereinafter referred to as the “Conversion Price”) and other terms of conversion, during such period for making requests for conversion, as determined by resolution of an Extraordinary General Meeting of Shareholders of The Chuo Mitsui Trust and Banking Co., Ltd. regarding the establishment of wholly owning parent company through share transfer, as provided under the Article 365 of the Commercial Code prior to the enactment of the Companies Act.</u></p>	<p><u><Deleted></u></p>
<p>Article <u>18</u> <Provisions omitted></p>	<p>Article <u>17</u> <No Changes></p>
<p><u>Article 19 (Mandatory Conversion into Shares of Common Stock)</u> 1. <u>Shares of Class II and III preferred stock with respect to which no request for acquisition as set forth in Article 17 is made during the period for making requests for conversion, shall be mandatorily acquired, as of the date immediately following the last day of such period for making requests for conversion (hereinafter referred to as the “Mandatory Conversion Date”), and in consideration of acquisition, the Company shall deliver its</u></p>	<p><u><Deleted></u></p>

<p><u>own common stock to shareholders in the number obtained by dividing ¥1,600 by the average of closing prices (regular way) (including the closing bid or offered price) of the Company's shares of common stock on the Tokyo Stock Exchange on each of the 30 trading days (disregarding any trading days on which no such closing price or closing bid or offered price is reported) commencing on the 45th trading day prior to the Mandatory Conversion Date; provided, however, that such average price shall be obtained by calculating down to the hundredth of ¥1, and thereafter rounding to the nearest tenth of ¥1 with ¥0.05 being rounded upward. In this case, if such average falls below ¥400, the number of shares of common stock to be delivered in exchange for the acquisition of preferred stock shall be obtained by dividing ¥1,600 by ¥400.</u></p> <p>2. <u>Fractions of one share obtained as a result of calculating the number of shares of common stock as set forth in the above paragraph, if any, shall be treated as provided for in Article 234 of the Companies Act.</u></p>	
<p>Article <u>20</u> (Order of Priority)</p> <p>All classes of preferred shares issued by the Company shall rank <i>pari passu</i> with each other with respect to the payment of Preferred Dividends, Preferred Interim Dividends, Dividends of Surplus pursuant to Article <u>51</u>, Paragraph 2 there of, and residual assets.</p>	<p>Article <u>18</u> (Order of Priority)</p> <p>All classes of preferred shares issued by the Company shall rank <i>pari passu</i> with each other with respect to the payment of Preferred Dividends, Preferred Interim Dividends, Dividends of Surplus pursuant to Article <u>49</u>, Paragraph 2 there of, and residual assets.</p>
<p>Articles <u>21~27</u></p> <p><Provisions omitted></p>	<p>Articles <u>19~25</u></p> <p><No changes></p>
<p>Article <u>28</u> (Class Shareholders Meetings)</p> <p>The provisions of Article <u>21</u>, Paragraph 2 and</p>	<p>Article <u>26</u> (Class Shareholders Meetings)</p> <p>The provisions of Article <u>19</u>, Paragraph 2, and</p>

Articles <u>23</u> , <u>25</u> and <u>26</u> and previous Article shall apply <i>mutatis mutandis</i> to the general meetings of holders of classes of stock.	Articles <u>21</u> , <u>23</u> and <u>24</u> and previous Article shall apply <i>mutatis mutandis</i> to the general meetings of holders of classes of stock.
Articles <u>29~53</u> <Provisions omitted>	Articles <u>27~51</u> <No Changes>