

For Immediate Release

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To whom it may concern:

***Sumitomo Corporation***

Kuniharu Nakamura, President and Chief Executive Officer

Code No: 8053 Tokyo Stock Exchange (TSE), 1st Section

Contact: Kenji Shinmori,

Corporate Communications Dept.

Tel. +81-3-5166-3100

**Sumitomo Corporation Announces Grant of Stock Options  
(New Share Acquisition Rights)**

Sumitomo Corporation (the “Company”) hereby announces that at a meeting held today, the Board of Directors resolved the terms regarding the distribution of new share acquisition rights in the form of stock options to the Company’s Directors, Executive Officers and Corporate Officers who qualify under the qualification system of the Company, in accordance with the provisions of Articles 236, 238 and 240 of the Company Law of Japan.

**1. The reason for the need to recruit persons to accept New Share Acquisition Rights**

So as to increase the motivation and morale of the Company’s Directors, Executive Officers and employees and further expand our profit base and strengthen our corporate constitution, the Company wishes to be able to issue new share acquisition rights.

**2. Name of the New Share Acquisition Rights**

Sumitomo Corporation, the Sixteenth Stock Acquisition Rights

**3. Total number of New Share Acquisition Rights to be issued**

The maximum total number of new share acquisition rights to be issued shall be 2,050. The maximum total number of rights to be allocated to the Directors shall be 320. (100 common shares for every new share acquisition right shall be issued. However, if adjustments are made to the number of shares as described in item 4. below, the same adjustments shall also be made here.)

The above total is the number of new share acquisition rights to be allotted. Where

there is a decrease in the total number of new share acquisition rights to be allotted, such as when there are no subscriptions for some of the rights, the total number of new share acquisition rights to be issued shall be the total number of stock acquisition rights allotted.

#### **4. Type and number of shares subject to New Share Acquisition Rights**

The maximum number of shares subject to new share acquisition rights shall be 205,000 of the Company's common shares, of which new share acquisition rights covering of 32,000 shares shall be allocated to the Company's Directors.

If the Company conducts a stock split or reverse stock split, the number of shares shall be adjusted using the following calculation formula. This adjustment, however, shall only be conducted for the number of shares subject to the new share acquisition rights that have not been exercised at that time. Fractional shares resulting from the adjustment shall be rounded down.

NUMBER OF SHARES AFTER ADJUSTMENT =

NUMBER OF SHARES BEFORE ADJUSTMENT × SPLIT OR REVERSE SPLIT RATIO

#### **5. The need for payment in consideration of New Share Acquisition Rights**

The new share acquisition rights will be issued without consideration.

#### **6. Issue date of New Share Acquisition Rights**

July 31, 2017

#### **7. Persons to whom New Share Acquisition Rights may be allocated**

Directors (except Chairman and Outside Directors), Executive Officers and Corporate Officers under the Company's qualification system, 101 persons in total

#### **8. Value of the assets to be contributed upon exercise of the New Share Acquisition Rights**

The value of the assets to be contributed upon exercise of the new share acquisition rights shall be determined by multiplying the price paid per share issuable upon the exercise of the new share acquisition rights (hereinafter "Exercise Price") by the number of shares subject to such new share acquisition rights.

The Exercise Price shall be the price, rounded up to eliminate any fraction of a yen, that is the average of the closing price for transactions in the Company's common shares on the Tokyo Stock Exchange on each day (excluding days on which there were no transactions) of the month immediately prior to the month in which the new share acquisition rights are allocated, multiplied by 1.05; provided, however, that if

the Exercise Price as so computed would be less than the closing price for transactions in the Company's common shares on the Tokyo Stock Exchange on the day on which the new share acquisition rights are allocated (or the closing price on the day immediately preceding such date, if it is a holiday or there are no transactions on such date), the Exercise Price shall be such closing price.

When the Company issues new shares at a price below the market price following the issuance of new share acquisition rights, the Exercise Price shall be adjusted using the following formula, rounding up fractions of less than ¥1 resulting from the adjustment. However, this shall not apply to the issuance of new shares by the Company in cases of the exercise of new share acquisition rights or public offerings at fair value.

$$\begin{aligned} \text{Post-adjustment Exercise Price} = & \frac{\text{number of shares newly issued} \times \text{pre-adjustment Exercise Price}}{\text{number of shares already issued} + \frac{\text{share price before new issuance}}{\text{pre-adjustment Exercise Price} \times \text{number of shares already issued}} + \text{increase in number of shares resulting from new issuance}} \end{aligned}$$

Moreover, if the Company implements a stock split or a reverse split following the issuance of new share acquisition rights, the Exercise Price shall be adjusted in proportion to the ratio of the stock split or reverse split, rounding up fractions of less than ¥1 resulting from the adjustment.

In addition to the above, if an adjustment of the Exercise Price is necessary, for example if the Company merges with another company, or merges or absorbs by spin-off another company following the issuance of new share acquisition rights, it shall be appropriately adjusted within reasonable limits.

#### **9. Term during which the New Share Acquisition Rights can be exercised**

From April 1, 2018 to June 30, 2022

#### **10. Conditions on exercise of New Share Acquisition Rights**

- (1) A person that has been allocated new share acquisition rights (the "Grantee") of must also be, at the time of exercise thereof, a Director, Executive Officer or Corporate Officer of the Company.

- (2) Even before expiration of the exercise period, under the following circumstances of i, ii or iii, grantees of the new share acquisition rights must forfeit new share acquisition rights and the rights in question shall cease to exist.
- i. When the Grantee has been sentenced to imprisonment or severer penalty.
  - ii. When the grantee of the new share acquisition rights passes away.
  - iii. When the Grantee has offered to abandon all or part of the new share acquisition rights in a document in the form specified by the Company.
- (3) Transfer, pledge, any other encumbrance or inheritance of new share acquisition rights shall not be permitted.
- (4) When the Grantee exercises the new share acquisition, it should be permitted to exercise integral rights for the minimum unit.

**11. Matters concerning increase in capital and capital reserve in case of issuance of shares through exercise of New Share Acquisition Rights**

- (1) When shares are issued through the exercise of new share acquisition rights, the amount of capital increase shall be one-half of the maximum limit for increases in capital, etc., calculated in accordance with Article 17, Paragraph 1 of the Corporate Accounting Rules. Fractions of less than ¥1 shall be rounded up in calculations.
- (2) When shares are issued through the exercise of new share acquisition rights, the amount of capital reserve to be added shall be determined by subtracting the amount of capital increase as stipulated in (1) above from the maximum limit for increases in capital, etc. indicated in (1) above.

**12. Limitation on the acquisition of New Share Acquisition Rights by assignment**

Approval of the Board of Directors is required for the acquisition of new share acquisition rights by assignment.

**13. Provisions governing the redemption of New Share Acquisition Rights by the company**

When the Grantee has not met the conditions of item 10.(1) above, falls under the each conditions of item 10.(2) above, or cannot exercise such rights for other reason, the Company may redeem such new share acquisition rights without compensation.

**14. Reorganization**

If the Company is subject to a merger (limited to the case where the Company ceases to exist after to the merger), merger or absorption by spin-off, demerger, stock swap or stock transfer (hereinafter “Reorganization”), it shall, pursuant to the provisions below, deliver new share acquisition rights covering shares in the reorganized company as indicated in Article 236, Paragraph 1, Items 8a through e of the Company Law for the respective cases (hereinafter “Reorganized Company”), to the Grantee of the Company’s existing new share acquisition rights (hereinafter “Existing New Share Acquisition Rights”) when the Reorganization becomes effective. In this case, the Existing New Share Acquisition Rights will cease to exist and the Reorganized Company will issue new share acquisition rights. However, this shall be limited to the case whereby the delivery of new share acquisition rights for the Reorganized Company is stipulated in the take-over or merger agreements, merger or absorption by spin-off plans, demerger plans, stock swap agreements or stock transfer plans in accordance with the conditions below.

- (1) Number of new share acquisition rights of the Reorganized Company to be delivered:

The same number as the number of new share acquisition rights held, respectively, by the Grantee of the Existing New Share Acquisition Rights shall be delivered.

- (2) Types of shares of the Reorganized Company subject to new share acquisition rights:

The common shares of the Reorganized Company

- (3) Number of shares of the Reorganized Company subject to new share acquisition rights:

To be determined in accordance with item 4. above upon consideration of such factors as the conditions of the Reorganizations.

- (4) Value of the assets to be contributed upon exercise of the new share acquisition rights:

To be determined in accordance with item 8. above upon consideration of such factors as the conditions of the Reorganizations.

- (5) Term during which the new share acquisition rights can be exercised:  
From the later of either the starting date of the term in which the Existing New Share Acquisition Rights stipulated in item 9. above can be exercised or the date on which the Reorganization takes effect, through the last date on which the Existing New Share Acquisition Rights stipulated in item 9. above could have been exercised.
- (6) Matters concerning increase in capital and capital reserve in case of issuance of shares through exercise of new share acquisition rights:  
To be determined in accordance with item 11. above.
- (7) Limitation on the acquisition of new share acquisition rights by assignment:  
The acquisition of new share acquisition rights by assignment shall require the approval of the Reorganized Company.
- (8) Provisions governing the redemption of new share acquisition rights by the Reorganized Company:  
To be determined in accordance with item 13. above.
- (9) Other conditions on exercise of new share acquisition rights:  
To be determined in accordance with item 10. above.

**15. New Share Acquisition Right securities**

When requested by Company's directors and others, the Company will issue new share acquisition right securities to the person in question.

**16. Payment handling Bank for exercising New Share Acquisition Rights**

Sumitomo Mitsui Banking Corporation, Tokyo Main Office  
1-1-2, Marunouchi, Chiyoda-Ku, Tokyo, Japan

**17. Location to request exercise of New Share Acquisition Rights**

Sumitomo Corporation  
1-8-11, Harumi, Chuo-Ku, Tokyo, Japan

**18. Number of shares in one voting unit**

100 shares