

## **Cover Sheet**

*Type of Document*

Extraordinary Report

*Filing Authority*

Director of Kanto Local Finance Bureau

*Filing Date*

July 1, 2016

*Company Name*

Sumitomo Metal Mining Co., Ltd.

*Name and Title of Representative*

Yoshiaki Nakazato, President and Representative Director

*Location of Head Office*

11-3, Shimbashi 5-chome, Minato-ku, Tokyo 105-8716, Japan

*Contact Telephone Number*

03-3436-7704

*Name of Contact*

Susumu Endo, Deputy General Manager of

Legal & General Affairs Department

*Closest Place of Contact*

11-3, Shimbashi 5-chome, Minato-ku, Tokyo 105-8716, Japan

*Telephone Number*

03-3436-7704

*Name of Contact*

Susumu Endo, Deputy General Manager of

Legal & General Affairs Department

*Places of Public Inspection*

Tokyo Stock Exchange Group, Inc.

2-1, Nihombashi-Kabutocho, Chuo-ku, Tokyo 103-8224

Sumitomo Metal Mining Co., Ltd., Osaka Branch

5-33, Kitahama 4-chome, Chuo-ku, Osaka 541-0041

## *1 Reason for Filing*

At its 91th Ordinary General Shareholders Meeting conducted on June 27, 2016, Sumitomo Metal Mining Co., Ltd. passed a number of resolutions. Accordingly, the Company files this Extraordinary Report in compliance with Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Information.

## *2 Report*

(1) Date of General Shareholders Meeting

June 27, 2016

(2) Description of resolutions passed

### **Resolution No.1: Appropriation of surplus**

1. Matters pertaining to year-end dividend

(1) Type of dividend property

Cash

(2) Matters pertaining to allotment of dividend property to shareholders and total amount thereof

10 yen per share of the Company's common stock

Total amount: 5,516,319,760yen

(3) Date on which appropriation of surplus took effect

June 28, 2016

2. Other matters pertaining to appropriation of surplus

(1) Item of surplus showing a decrease, and the amount thereof

Retained earnings brought forward: 5,000,000,000 yen

(2) Item of surplus showing an increase, and the amount thereof

General reserve: 5,000,000,000 yen

**Resolution No.2: Election of Eight (8) Directors**

The following eight individuals were elected to serve as directors: Nobumasa Kemori, Yoshiaki Nakazato, Naoyuki Tsuchida, Mikinobu Ogata, Akira Nozaki, Tsutomu Ushijima, Hitoshi Taimatsu and Kazuhisa Nakano.

**Resolution No.3: Election of One (3) Audit & Supervisory Board members**

Hajime Sato, Yasuyuki Nakayama and Junichi Kondo were elected to serve as Audit & Supervisory Board member.

**Resolution No.4: Election of One (1) substitute Audit & Supervisory Board member**

Kazuhiro Mishina was elected to serve as a substitute Audit & Supervisory Board member.

**Resolution No.5: Renewal of countermeasures to large-scale acquisitions of Company shares (takeoverdefense measures)**

Countermeasures to protect the Company against large-scale acquisitions of its shares (takeover defense measures) were renewed, with partial revisions.

(3) Number of voting rights for declaration of intent to express approval, disapproval or abstention pertaining to proposals at the General Shareholders Meeting; conditions required for passage of proposed matters; and voting results

Proposal	For (votes)	Against (votes)	Abstention (votes)	Approval rate (%)	Result
No.1	424,508	1,093	112	99.55	Passed
No.2					
Nobumasa Kemori	421,794	3,207	711	98.91	Passed
Yoshiaki Nakazato	421,224	3,774	711	98.78	Passed
Naoyuki Tsuchida	422,040	2,960	711	98.97	Passed
Mikinobu Ogata	422,035	2,965	711	98.97	Passed
Akira Nozaki	422,151	2,849	711	99.00	Passed
Tsutomu Ushijima	414,164	11,394	155	97.12	Passed
Hitoshi Taimatsu	423,882	1,676	155	99.40	Passed
Kazuhisa Nakano	424,502	1,057	155	99.55	Passed
No.3					
Hajime Sato	415,553	10,037	112	97.45	Passed
Yasuyuki Nakayama	408,145	17,438	112	95.72	Passed
Junichi Kondo	360,712	64,870	112	84.59	Passed
No.4					
Kazuhiro Mishina	424,956	649	112	99.65	Passed
No.5	282,088	143,517	112	66.15	Passed

Notes: Requisites for passage of the cited proposals were as follows:

1. Resolutions No.1 and No.5 required a majority vote of approval, in terms of number of voting rights, by the shareholders in attendance.
2. Resolutions No.2, No.3 and No.4 required attendance by shareholders representing more than one-third of all eligible voting rights and a majority vote of approval by those shareholders in attendance.

(4) Reason for not including part of the number of voting rights of shareholders in attendance at the General Shareholders Meeting into the number of voting rights

Because the total numbers for which approval or disapproval of each proposal by those who exercised their voting rights prior to the Meeting or by part of those in attendance excluding those who were not in the Meeting at the time of voting (they must be exercised by a proxy of shareholder who has submitted the power of attorney or confirmed by a notice of acting representative submitted from an institutional shareholder) satisfied the requisite for passage, thereby resulting in passage of said proposals under application of the Company Law of Japan, the figures shown do not include the voting rights of some shareholders in attendance at the General Shareholders Meeting for whom approval, disapproval or abstention could not be confirmed. In calculating approval percentages, the number of voting rights of shareholders who were in attendance at the General Shareholders Meetings but whose approval, disapproval or abstention could not be confirmed was included in the denominator.