

## **Cover Sheet**

*Type of Document*

Extraordinary Report

*Filing Authority*

Director of Kanto Local Finance Bureau

*Filing Date*

July 3, 2017

*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 92nd Ordinary General Shareholders Meeting conducted on June 27, 2017, 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, 2017

(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

6 yen per share of the Company's common stock

Total amount: 3,309,587,670yen

(3) Date on which appropriation of surplus took effect

June 28, 2017

2. Other matters pertaining to appropriation of surplus

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

General reserve : 3,000,000,000 yen

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

Retained earnings brought forward: 3,000,000,000 yen

**Resolution No.2: Consolidation of Shares**

Effective as of October 1, 2017, shares are consolidated as every two shares into one share, and the total number of shares authorized to be issued is decreased from the current one billion shares to 500 million shares.

**Resolution No.3: Election of Eight (8) Directors**

The following eight individuals were elected to serve as directors: Yoshiaki Nakazato, Takeshi Kubota, Harumasa Kurokawa, Akira Nozaki, Hiroshi Asahi, Tsutomu Ushijima, Hitoshi Taimatsu and Kazuhisa Nakano.

**Resolution No.4: Election of Two (2) Audit & Supervisory Board members**

Kazushi Ino and Yuichi Yamada were elected to serve as Audit & Supervisory Board member.

**Resolution No.5: Election of One (1) substitute Audit & Supervisory Board member**

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

(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	409,158	5,569	2	98.08	Passed
No.2	413,529	1,197	2	99.13	Passed
No.3					
Yoshiaki Nakazato	406,681	8,047	2	97.49	Passed
Takeshi Kubota	410,842	3,886	2	98.49	Passed
Harumasa Kurokawa	410,845	3,883	2	98.49	Passed
Akira Nozaki	408,922	5,806	2	98.03	Passed
Hiroshi Asahi	410,633	4,095	2	98.44	Passed
Tsutomu Ushijima	396,958	17,770	2	95.16	Passed
Hitoshi Taimatsu	409,490	5,238	2	98.16	Passed
Kazuhisa Nakano	409,466	5,262	2	98.16	Passed
No.4					
Kazushi Ino	402,467	12,259	2	96.48	Passed
Yuichi Yamada	284,058	130,669	2	68.09	Passed
No.5					
Kazuhiro Mishina	413,792	936	2	99.20	Passed

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

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