

Cover Sheet

Type of Document

Extraordinary Report

Filing Authority

Director of Kanto Local Finance Bureau

Filing Date

June 28, 2019

Company Name

Sumitomo Metal Mining Co., Ltd.

Name and Title of Representative

Akira Nozaki, President and Representative Director

Location of Head Office

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1 Reason for Filing

At its 94th Ordinary General Shareholders Meeting conducted on June 25, 2019, 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 25, 2019

(2) Description of resolutions passed

Resolution No.1: Appropriation of surplus

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

22 yen per share of the Company's common stock

Total amount: 6,045,330,390 yen

3. Date on which distribution of surplus took effect

June 26, 2019

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

The following eight individuals were elected to serve as directors: Yoshiaki Nakazato, Akira Nozaki, Hiroyuki Asai, Hiroshi Asahi, Nobuhiro Matsumoto, Hitoshi Taimatsu, Kazuhisa Nakano and Taeko Ishii.

Resolution No.3: Election of One (1) Audit & Supervisory Board member

Yuichi Yamada was elected to serve as an 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: Payment of bonuses to Directors

A total of 50 million yen is to be paid to Five (5) Directors, excluding Outside Directors among the Eight (8) Directors who were in office as of the end of the 94th business year (year ended March 31, 2019).

Proposal No.6: Renewal of countermeasures to large-scale acquisitions of Company shares (takeover defense 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)	Requisites for passage	Approval rate (%)	Result
No.1	2,253,211	13,471	176	Notes 1	99.17	Passed
No.2						
Yoshiaki Nakazato	2,181,156	83,106	2,592	Notes 2	95.99	Passed
Akira Nozaki	2,182,399	82,197	2,258		96.05	Passed
Hiroyuki Asai	2,190,949	73,648	2,258		96.43	Passed
Hiroshi Asahi	2,190,299	74,298	2,258		96.40	Passed
Nobuhiro Matsumoto	2,190,756	73,841	2,258		96.42	Passed
Hitoshi Taimatsu	2,261,615	5,070	176		99.54	Passed
Kazuhisa Nakano	2,262,286	4,399	176		99.56	Passed
Taeko Ishii	2,262,622	4,363	176		99.57	Passed
No.3						
Yuichi Yamada	1,676,077	590,600	176	Notes 2	73.76	Passed
No.4						
Kazuhiro Mishina	2,263,316	3,406	176	Notes 2	99.61	Passed
No.5	2,256,820	9,901	176	Notes 1	99.32	Passed
No.6	1,374,372	892,486	29	Notes 1	60.48	Passed

(Notes)

1. Required a majority vote of approval, in terms of number of voting rights, by the shareholders in attendance.
2. 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.