

[Translation]  
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To whom it may concern:

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**Renewal of Countermeasures to Large-Scale Acquisitions of  
Sumitomo Metal Mining Co., Ltd. Shares (Takeover Defense Measures)**

The board of directors of Sumitomo Metal Mining Co., Ltd. (the “Company” or “SMM”) resolved at its meeting held on February 15, 2010 to renew a plan for countermeasures to large-scale acquisitions of the shares in the Company (the “Former Plan”) and obtained the shareholders’ approval at the ordinary general meeting of shareholders held on June 25, 2010 for the 85th fiscal year. The effective period of the Former Plan is until the conclusion of the ordinary general meeting of shareholders for the 88th fiscal year to be held at the end of June 2013 (the “Ordinary General Meeting of Shareholders”).

The Company announces that the Company’s board of directors determined at its meeting held on February 7, 2013 to partially revise the basic policy regarding the persons who control decisions on the Company’s financial and business policies (as provided in Article 118, Item 3 of the Enforcement Regulations of the Companies Act; the “Basic Policy”) and to partially revise the Former Plan and introduce a renewed plan (the introduction is to be referred to as the “Renewal,” and the renewed plan is to be referred to as the “Plan”) as a measure to prevent decisions on the Company’s financial and business policies from being controlled by persons deemed inappropriate (Article 118, Item 3(b)(ii) of the Enforcement Regulations of the Companies Act) under the Basic Policy after the revision. The Renewal will be subject to the approval of shareholders at the Ordinary General Meeting of Shareholders. At the board of directors meeting described above, the Company directors who attended unanimously approved the Renewal and none of the Company’s corporate auditors who attended raised any objections in respect of the Renewal. The members of the

Company's Independent Committee unanimously approved the Renewal.

Major amendments to the Former Plan are as follows:(i) revisions of the details of the Acquirer's Statement (as defined below) ;(ii) revisions of the Essential Information (as defined below); (iii) clarification of the provisions regarding the Independent Committee Consideration Period (as defined below) and its extension; and (iv) revisions of the requirements for convening the Shareholders Meeting (as defined below).

## **I. Basic Policy Regarding the Persons Who Control Decisions on the Company's Financial and Business Policies**

The Company develops its business in mineral resources such as non-ferrous metals (mainly copper, nickel and gold), and engages in smelting & refining of those mineral resources for its customers under its principal operations, Mineral Resources and Smelting & Refining. The Company continues to promote its growth strategy with its three core businesses, namely, Mineral Resources and Smelting & Refining described above as well as Materials, which is a business in the downstream sector, and consequently has become one of the few Japanese companies to hold a position as a non-ferrous metal company that owns and operates multiple mines and refineries both in Japan and overseas while continuing to increase interests in mineral resources overseas.

Japan is one of the major producers and consumers of non-ferrous metals in the world. However, it is difficult to domestically procure metal resources and the Company believes that the Company's social responsibility is to secure interests in non-ferrous metal resources overseas and continue to supply non-ferrous metals both domestically and internationally.

On the other hand, in the worldwide non-ferrous metal business, super major resource companies have emerged due to large-scale mergers and acquisitions so that global resources have been in an oligopoly. Moreover, emerging countries are rather remarkably actively obtaining resources, and the so-called "competition for securing mineral resources" has intensified. The rise of resource nationalism in countries that possess resources has also driven up competition, and it is conceivable that these trends will also continue in the future. Taking into consideration these worldwide trends and activities involving "resources," we cannot deny that there is a possibility that unilateral large-scale acquisitions of shares in the Company will be implemented.

The Company believes that the persons who control decisions on the Company's financial and business policies need to be persons who understand the source of the Company's corporate value and who will make it possible to continually and steadily ensure

and enhance the Company's corporate value and, in turn, the common interests of its shareholders.

The Company will not unconditionally reject a large-scale acquisition of the shares from the outset if it will contribute to the corporate value of the Company and, in turn, the common interests of its shareholders. The Company also believes that any decision on a proposed acquisition that would involve a change of control of the Company must ultimately be made by its shareholders as a whole.

Nonetheless, there are some forms of corporate acquisition that benefit neither the corporate value of the target company nor the common interests of its shareholders including those with a purpose that would obviously harm the corporate value of the target company and the common interests of its shareholders, those with the potential to substantially coerce shareholders into selling their shares, those that do not provide sufficient time or information for the target company's board of directors and shareholders to consider the details of the large-scale acquisition or for the target company's board of directors to make an alternative proposal, and those that require the target company to negotiate with the acquirer in order to procure more favorable terms for shareholders than those presented by the acquirer.

The Company believes that, in order to ensure and enhance the corporate value of the Company and, in turn, the common interests of its shareholders, it is necessary to ensure and enhance the source of the corporate value of the Company, mainly including those matters described below, over the medium to long term.

- (i) The business model under which the Company consistently conducts smelting & refining and then supplies downstream materials, while owning non-ferrous mineral resources;
- (ii) The capacity for mine development and mineral resource interests on a global scale;
- (iii) Original and advanced creative smelting & refining technology and know-how;
- (iv) The business model under which the Company applies its technological capabilities developed in the Mineral Resources and Smelting & Refining business to the downstream Materials Business;
- (v) Sound financial position such as a high level of equity ratio; and
- (vi) The relationship of trust with shareholders as well as employees, business partners and stakeholders in the local communities of the production base where mineral resources are located and smelter & refineries take place.

Unless an acquirer who makes a large-scale acquisition of the shares in the Company ensures and enhances the source of the corporate value of the Company over the medium to long term, the corporate value of the Company and, in turn, the common interests of its shareholders would be harmed.

The Company believes that persons who would make a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its shareholders would be inappropriate to become a person who would control decisions on the Company’s financial and business policies. The Company also believes that it is necessary to ensure the corporate value of the Company and, in turn, the common interests of its shareholders by taking the necessary and reasonable countermeasures against a large-scale acquisition by such persons.

**II. The Source of the Company’s Corporate Value and Special Measures to Realize the Basic Policy**

**1. Corporate Philosophy and Management Vision**

Sumitomo Group has been developing its business for over 400 years by carrying out its operations based on the Sumitomo Business Spirit. Acknowledging the importance of the values and ethics our forerunners built into the Sumitomo Business Spirit, we have made every effort to strengthen the business and consolidate society’s trust in us. We have formulated the “SMM Group Corporate Philosophy” and the “SMM Group Management Vision” below based on the Sumitomo Business Spirit.

SMM Group Corporate Philosophy

- SMM, in accordance with the Sumitomo Business Spirit, shall, through the performance of sound corporate activities and the promotion of sustainable co-existence with the global environment, seek to make positive contributions to society and to fulfill its responsibilities to its stakeholders, in order to win ever greater trust.
- SMM shall, based on respect for all individuals and recognizing each person’s dignity and value, seek to be a forward-minded and vibrant company.

SMM Group Management Vision

- By developing and employing innovative technology, we shall fulfill our social responsibilities as a manufacturing enterprise.
- Based on the principles of compliance, environmental protection and

operational safety, SMM Group shall pursue maximum corporate value through the provision, via its global network, of high-quality materials such as non-ferrous metals and electronics and advanced materials.

## **2. Source of Corporate Value**

The Company has accumulated original and advanced technology and know-how in the field of mineral resources and the smelting & refining business for no less than 400 years. This allows us to discover and develop mines, and stably operate those mines in the long-term, to establish our original processing technology in metal smelting & refining and to provide a steady supply of products. These strengths of the Company are based on the source of the corporate value of the Company as described below.

- (i) The business model under which the Company consistently conducts smelting & refining and then supplies downstream materials, while owning non-ferrous mineral resources

The Company has not only been engaged in the procurement of non-ferrous metal resources and the smelting & refining of non-ferrous metals but also has accumulated advanced technology and extensive knowledge and know-how related to materials and processing of metal materials that have been cultivated through these businesses. The Company is developing a cutting-edge materials business in the electronic devices and electronic parts industries by using such advanced technology and extensive knowledge and know-how, thereby providing world class products.

- (ii) The capacity for mine development and mineral resource interests on a global scale

The Company owns Hishikari Mine in Japan and Pogo Gold Mine in Alaska, U.S., where mining and smelter & refineries take place. The Company will strive to secure human resources to operate overseas mines and train them at Hishikari and Pogo, and to secure a steady supply of resources by actively participating in overseas resources projects.

- (iii) Original and advanced creative smelting & refining technology and know-how

In the nickel business, the Company is the only company in the world that operates a plant according to plan that commercially produces nickel and

cobalt from low-grade nickel oxide ore (which was previously not considered a useful resource) through the HPAL process.

- (iv) The business model under which the Company applies its technological capabilities developed in the Mineral Resources and Smelting & Refining business to the downstream Material Business

The Company produces a unique synergy not seen in other companies by realizing the business model in conjunction with the metal smelting & refining business and recycling business, in the environment and energy related material businesses where nickel is used.

- (v) Sound financial position such as high level of equity ratio

It is necessary to maintain sound financial position in order to realize our growth strategy over the medium to long term. While the Company remains to be in sound financial position as seen from a high level of a equity ratio of over 50% for example, the Company will strive to maintain and strengthen its financial position in the future.

- (vi) The relationship of trust with shareholders as well as employees and business stakeholders such as business partners

For the steady and continuous development of the diverse business of the Company, it is essential to keep strong relationships with shareholders, as well as employees, business partners, and stakeholders in the local communities of the production base where mineral resources are located and smelter & refineries take place based on the Company's corporate culture based on the Sumitomo Business Spirit. In addition, the development and operation, etc. of mines usually requires a long period of time in the order of several decades, so it is essential to establish a strong relationship of trust with the local communities. The Company continues its efforts to preserve the environment to secure a livable environment for the coming generations so that it can win the trust of society.

The Company's policy is to own multiple non-ferrous metal resources both in Japan, where resources are scarce, and overseas, and to develop and increase interests it procures in overseas resources in the future, while utilizing its strengths based on the source of the corporate value of the Company described above, and the Company is determined to continue

to promote its growth strategy.

### **3. Medium-Term Management Plan and Policy for Profit Return to Shareholders**

#### **(1) Reflection on 2009 3-Year Business Plan**

In February 2010, the Company released its “2009 3-Year Business Plan” related to fiscal years 2010 through 2012 and set a financial target of an equity ratio of 50% or more, and a consolidated dividend payout ratio of 20% or more. We calculate the consolidated recurring profit related to fiscal year 2012 will be 110 billion yen as a result of the implementation of this strategy, based on the assumption that prices for non-ferrous metals for fiscal year 2012 would be US\$6,000/T (Copper), US\$8.00/lb (Nickel), and US\$1,000/TOZ (Gold), where 90 yen per US dollar is the exchange rate. Although it is anticipated that the consolidated recurring profit for fiscal year 2012 will not reach the amount due to the appreciation of the yen and other effects, it is likely that the Company will achieve its financial target this year.

#### **(2) 2012 3-Year Business Plan**

The Company today released its “2012 3-Year Business Plan” related to fiscal years 2013 through 2015 to strive for further growth based on its visions over the long term while standing by the “2009 3-Year Business Plan.”

The fundamental strategy declared in the plan is to aim to become “the World Leader in the Non-Ferrous Metal Industry” and “an Excellent Company of Japan.” Specifically, the Company aims to (i) extend its business toward a production structure under which it will produce 150,000 T/year (Nickel), and, as the equity interest production, 300,000 T/year (Copper) and 30 T/year (Gold) by 2021, in the field of Mineral Resources and Smelting & Refining for non-ferrous metals, and (ii) in the field of Materials Business, achieve a recurring profit of 5 billion yen from new materials by 2021, and strive to proceed with the development of the business by, for example, concentrating its managerial resources on the environment and energy areas, which are expected to continue to grow.

The Company originally started business in the smelting & refining of copper, and we believe that we are able to contribute to society and enhance the corporate value of the Company by not only procuring interests in superior resources but also by smelting & refining and processing those resources, and then by supplying high quality metals and materials. The Company’s recognition is that this is what it means to become “the World Leader in the Non-Ferrous Metal Industry” in a true sense and we aim to achieve further growth toward this objective.

In addition, in order to become “an Excellent Company of Japan,” the Company aims to evolve into a company that continuously lays out and realizes growth strategy under strong management bases, such as firmly-established corporate philosophy and management vision as well as efforts for thorough implementation of corporate governance and fulfillment of CSR (corporate social responsibility) activities based thereon, while achieving scale and profitability in the order of consolidated net sales of 1,000 billion yen and consolidated net profit of 100 billion yen.

In implementing large-scale projects that function as the core of our growth strategy, each project has been divided into four different stages: Seeding, Transplanting, Nurturing and Harvesting. The Company will work on its objective to carry out continuous growth strategy based on a fundamental business model, in which large-scale projects of the three core businesses are situated at either of the stages of Seeding, Transplanting, Nurturing or Harvesting and the PDCA management of these projects is thoroughly implemented, not only during the period subject to the “2012 3-Year Business Plan” but also during any later periods subject to future medium-term business plans.

We calculate the consolidated current net profit for fiscal year 2015 will be 100 billion yen as a result of implementing the strategy, assuming prices of non-ferrous metals for fiscal year 2015 are US\$7,500/T (Copper), US\$9.00/lb (Nickel) and US\$1,550/TOZ (Gold) and, where 80 yen per US dollar is the exchange rate.

Although the Company will continue to carry out a high level of investment in plant and equipment, including large scale projects, in the 2012 3-Year Business Plan, it is also striving to maintain and strengthen its rigid financial position by maintaining an equity ratio of 50% or more for the end of fiscal year 2015.

As for dividend policy, the Company decided to raise the consolidated dividend payout ratio from 20% or more aimed for under the “2009 3-Year Business Plan” to 25% or more under the “2012 3-Year Business Plan” based on our determination that higher profit returns to shareholders is necessary, taking into consideration the high level of funding requirements necessary for continued foreign mine projects and other circumstances while continuously implementing performance-based dividends.

The Company aims to enhance the corporate value of the Company and the common interests of its shareholders by implementing these measures.



#### **4. Strengthening of Corporate Governance**

The Company views corporate governance as one of the most important management issues, providing a disciplinary framework both for maximizing the corporate value of the SMM Group and for ensuring sound management practices. The Company has adopted executive officer and corporate auditor systems to ensure effective execution, monitoring and control functions within management. The Company is managed by three organs, namely (i) the board of directors, in charge of major decisions and supervision, (ii) executive officers, in charge of the execution of business, and (iii) the board of company auditors and accounting auditors, in charge of auditing. The term of office for directors of the Company is currently one year, and the Company has eight directors, including one outside director, and four corporate auditors including two outside corporate auditors. The outside director and outside corporate auditors are independent from the Company.

Corporate auditors including outside corporate auditors attend, in addition to the board of directors meetings, important meetings such as management meetings chaired by the President, and they actively raise questions and state opinions in those meetings. Practical functions of corporate governance of the Company are strengthened in this way.

Further, the executive officers carry out their role by seeking a “harmonious coexistence with the earth and society,” considering business activities and social responsibility activities (including CSR activities, risk management activities, compliance activities, and internal control inherent to the Company) as two wheels of one cart.

The Company will pursue the transparency and effectiveness of management and strive to maintain and establish the most appropriate management system so that the Company wins the trust of all the stakeholders including its shareholders and meets their expectations.

### **III. Purpose of the Plan and Plan Outline**

#### **1. Purpose of the Plan**

The Plan is in line with the Basic Policy set out in Section I above for the purpose of ensuring and enhancing the corporate value of the Company and, in turn, the common interests of its shareholders.

As set out in the Basic Policy, the Company’s board of directors believes that persons who would propose a large-scale acquisition of the shares in the Company in a manner that does not contribute to the corporate value of the Company or the common interests of its

shareholders would be inappropriate to become persons who control decisions on the Company's financial and business policies. The purpose of the Plan is to prevent decisions on the Company's financial and business policies from being controlled by persons deemed inappropriate, to deter large-scale acquisitions that are detrimental to the corporate value of the Company and the common interests of its shareholders, and on the occasion that it receives a large-scale acquisition proposal from an acquirer, to enable the Company's board of directors to present an alternative proposal to the shareholders or ensure necessary time and information for the shareholders to decide whether or not to accept the large-scale acquisition proposal, and to enable the board of directors to negotiate for the benefit of the shareholders.

The major shareholders of the Company as of December 31, 2012 are set out in Attachment 1. The Company has not received any specific proposal of a large-scale acquisition of the shares in the Company as of the date of this press release.

## **2. Plan Outline**

The Plan sets out procedures necessary to achieve the purpose stated above, including requirements for acquirers to provide information in advance in the case that the acquirer intends to make an acquisition of 20% or more of the Company's share certificates or other equity securities.

The acquirer must not effect a large-scale acquisition of the shares in the Company until and unless the Company's board of directors determines not to trigger the Plan in accordance with the procedures for the Plan.

In the event that an acquirer does not follow the procedures set out in the Plan, or a large-scale acquisition of shares in the Company could harm the corporate value of the Company and the common interests of its shareholders, and if the acquisition satisfies the triggering requirements set out in the Plan, the Company will allot stock acquisition rights (*shinkabu yoyakuken mushou wariate*) with (a) an exercise condition that does not allow the acquirer to exercise the rights as a general rule, and (b) an acquisition provision to the effect that the Company may acquire the stock acquisition rights in exchange for shares in the Company from persons other than the acquirer, by means of a gratis allotment of stock acquisition rights to all shareholders, except the Company, at that time. If a gratis allotment of stock acquisition rights were to take place in accordance with the Plan and all shareholders other than the acquirer received shares in the Company as a result of those shareholders exercising or the Company acquiring those stock acquisition rights, shares in the Company will be issued in the range of one-half to one share per stock acquisition right, as a general rule. Therefore, the ratio of voting rights in the Company held by the acquirer may be

diluted by up to a maximum of approximately 50%.

In order to eliminate arbitrary decisions by directors, the Company will, in accordance with the Rules of the Independent Committee (outlined in Attachment 2), establish the Independent Committee, which is solely composed of members who are independent from the management of the Company such as outside directors of the Company (the expected members of the Independent Committee at the time of the Renewal are as described in Attachment 3 ‘Profiles of the Members of the Independent Committee’) to make objective decisions with respect to matters such as the implementation or non-implementation of the gratis allotment of stock acquisition rights or the acquisition of stock acquisition rights under the Plan. In addition, the Company’s board of directors may, if set out in the Plan, convene a meeting of shareholders and confirm the intent of the Company’s shareholders.

Transparency with respect to the course of those procedures will be ensured by timely disclosure to all of the Company’s shareholders.

### **3. Plan Details (Measures to Prevent Decisions on the Company’s Financial and Business Policies from being Controlled by Persons Deemed Inappropriate Under the Basic Policy)**

#### 3.1 Procedures for Triggering the Plan

##### (a) Targeted Acquisitions

The Plan will be applied in cases where any purchase or other acquisition of share certificates, etc. of the Company that falls under (i) or (ii) below or any similar action, or a proposal<sup>1</sup> for such action (except for such action as the Company’s board of directors separately determines not to be subject to the Plan; the “Acquisition”) takes place.

- (i) A purchase or other acquisition that would result in the holding ratio of share certificates, etc. (*kabuken tou hoyuu wariiai*)<sup>2</sup> of a holder (*hoyuusha*)<sup>3</sup> totaling at least 20% of the share certificates, etc. (*kabuken tou*)<sup>4</sup> issued by the Company; or

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<sup>1</sup> “Proposal” includes solicitation of a third party.

<sup>2</sup> Defined in Article 27-23(4) of the Financial Instruments and Exchange Act. This definition is applied throughout this document.

<sup>3</sup> Including persons described as a holder under Article 27-23(3) of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the board of directors of the Company). The same is applied throughout this document.

<sup>4</sup> Defined in Article 27-23(1) of the Financial Instruments and Exchange Act. The same is applied throughout this document unless otherwise provided for.

- (ii) A tender offer (*koukai kaitsume*)<sup>5</sup> that would result in the party conducting the tender offer's ownership ratio of share certificates, etc. (*kabuken tou shoyuu wariai*)<sup>6</sup> and the ownership ratio of share certificates, etc. of a person having a special relationship (*tokubetsu kankei-sha*)<sup>7</sup> totaling at least 20% of the share certificates, etc. (*kabuken tou*)<sup>8</sup> issued by the Company.

The party intending to make the Acquisition (the "Acquirer") shall comply with the procedures prescribed in the Plan, and the Acquirer must not effect the Acquisition until and unless the Company's board of directors resolves not to implement the gratis allotment of Stock Acquisition Rights in accordance with the Plan.

(b) Submission of Acquirer's Statement

The Company will request the Acquirer to submit to the Company in the form separately prescribed by the Company a legally binding document that includes an undertaking that the Acquirer will comply with the procedures set out in the Plan (signed by or affixed with the name and seal of the representative of the Acquirer and to which no conditions or reservations are attached) and a qualification certificate of the person who signed or affixed its name and seal to that document (collectively, "Acquirer's Statement") before commencing or effecting the Acquisition. The Acquirer's Statement must include the name, address or location of headquarters, location of offices, the governing law for establishment, name of the representative, contact information in Japan for the Acquirer and an outline of the intended Acquisition. The Acquirer's Statement and the Acquisition Document set out in (c) below and other materials submitted by the Acquirer to the Company or the Independent Committee must be written in Japanese.

(c) Request to the Acquirer for the Provision of Information

The Company will provide the Acquirer the format for the Acquisition Document (defined below), including a list of information that the Acquirer should provide to the Company, no later than 10 business days after receiving the Acquirer's Statement. The Acquirer must provide the Company's board of directors with the document in the form provided by the Company (the "Acquisition Document"), which includes the information

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<sup>5</sup> Defined in Article 27-2(6) of the Financial Instruments and Exchange Act. The same is applied throughout this document.

<sup>6</sup> Defined in Article 27-2(8) of the Financial Instruments and Exchange Act. The same is applied throughout this document.

<sup>7</sup> Defined in Article 27-2(7) of the Financial Instruments and Exchange Act (including persons who are deemed to fall under the above by the board of directors of the Company); provided, however, that persons provided for in Article 3(2) of the Cabinet Office Regulations concerning Disclosure of a Tender Offer by an Acquirer other than the Issuing Company are excluded from the persons described in Article 27-2(7)(i) of the Financial Instruments and Exchange Act. The same is applied throughout this document.

<sup>8</sup> Defined in Article 27-2(1) of the Financial Instruments and Exchange Act.

described in each item of the list below (“Essential Information”).

If the Company’s board of directors receives the Acquisition Document, it will promptly send it to the Independent Committee (standards for appointing members, requirements for resolutions, resolution matters, and other matters concerning the Independent Committee are as described in Attachment 2 ‘Outline of the Rules of the Independent Committee’ and business backgrounds and other matters of members of the Independent Committee at the time of the Renewal will be as described in Attachment 3 ‘Profiles of the Members of the Independent Committee’). If the Company’s board of directors and the Independent Committee determine that the Acquisition Document does not contain sufficient Essential Information, it may set a reply period and request that the Acquirer provide additional information. In such case, the Acquirer should provide the additional information within the set time limit. The Company’s board of directors and the Independent Committee may repeatedly request the Acquirer provide additional Essential Information until the Acquirer provides the necessary and sufficient Essential Information; however, such information should be provided, as a general rule, no later than 60 days from the receipt of the Acquisition Document (the “Final Response Deadline”) even if it is not determined that necessary and sufficient information has been provided. (The Final Response Deadline may be extended to the extent necessary, if the Acquirer so requests.)

- (i) Details (including name, capital relationship, financial position, operation results, details of violation of laws or ordinances in the past (if any), and terms of previous transactions by the Acquirer similar to the Acquisition) of the Acquirer and its group (including joint holders,<sup>9</sup> persons having a special relationship and persons having a special relationship with a person in relation to whom the Acquirer is the controlled corporation<sup>10</sup>).<sup>11</sup>
- (ii) The purpose, method and specific terms of the Acquisition (including the amount and type of consideration, the timeframe, the scheme of any related transactions, the legality of the Acquisition method, and the feasibility of the Acquisition).
- (iii) The amount and basis for the calculation of the purchase price of the Acquisition.
- (iv) Information relating to any agreement between the Acquirer and a third party regarding the share certificates, etc. of the Company and any previous acquisition of

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<sup>9</sup> Defined in Article 27-23(5) of the Financial Instruments and Exchange Act, including persons regarded as a joint holder under Article 27-23(6) of the Financial Instruments and Exchange Act (including persons who are deemed a joint holder by the Company’s board of directors). The same is applied throughout this document.

<sup>10</sup> Defined in Article 9(5) of the Order for Enforcement of the Financial Instruments and Exchange Act.

<sup>11</sup> If an Acquirer is a fund, information relating to the matters described in (i) about each partner and other constituent members is required.

share certificates, etc. of the Company by the Acquirer.

- (v) Financial support for the Acquisition (specifically including the names of providers of funds for the Acquisition (including all indirect providers of funds), financing methods and the terms of any related transactions).
  - (vi) Post-Acquisition management policy, business plan, capital and dividend policies for the Company and the Company group.
  - (vii) Policies for the Company's shareholders (other than the Acquirer), employees of the Company group, business partners, and stakeholders in the local communities of the production base where mineral resources are located and smelter & refineries take place.
  - (viii) Specific measures to avoid any conflict of interest with other shareholders in the Company.
  - (ix) Information regarding any relationship with an anti-social force
  - (x) Any other information that the Independent Committee reasonably considers necessary.
- (d) Consideration of Acquisition Terms, Negotiation with the Acquirer, and Consideration of an Alternative Proposal

(i) Request to the Company's Board of Directors for the Provision of Information

If the Acquirer submits the Acquisition Document and any additional information that the Independent Committee requests or the Final Response Deadline arrives, the Independent Committee may set a reply period (the "Board Consideration Period") considering the time required for the Company's board of directors to collect information and consider company value, and request that the Company's board of directors present an opinion (including an opinion to refrain from giving such opinion; hereinafter the same) on the Acquirer's Acquisition terms, materials supporting such opinion, an alternative proposal (if any), and any other information that the Independent Committee considers necessary.

(ii) Independent Committee Consideration

The Independent Committee should conduct its consideration of the Acquisition terms, collection of information such as the management plans and business plans of the Acquirer and the Company's board of directors and comparison thereof, and consideration of any alternative plan presented by the Company's board of directors, and the like for the maximum period of 90 days (including the Board Consideration Period; hereinafter referred to as "Independent Committee Consideration Period") after the day immediately after the earlier of

(i) the date on which the Independent Committee receives the Acquisition Document from the Acquirer and any information that the Independent Committee requests the Company's board of directors provide or (ii) the Final Response Deadline. If it is necessary in order to improve the terms of the Acquisition from the standpoint of ensuring and enhancing the corporate value of the Company and the common interests of its shareholders, the Independent Committee will directly or indirectly discuss and negotiate with the Acquirer. The Independent Committee may, to the extent that it is reasonably necessary for actions such as consideration of the terms of the Acquirer's Acquisition, consideration of an alternative proposal and discussion and negotiation with the Acquirer, extend the Independent Committee Consideration Period up to 30 days. In order to ensure that the Independent Committee's decision contributes to the Company's corporate value and, in turn, the common interests of its shareholders, the Independent Committee may at the cost of the Company obtain advice from independent third parties (including financial advisers, certified public accountants, attorneys, tax accountants, consultants or any other experts). If the Independent Committee directly or indirectly requests the Acquirer to provide materials for consideration or any other information, or to discuss and negotiate with the Independent Committee, the Acquirer must promptly respond to such request.

(e) Recommendation by the Independent Committee

Based on the abovementioned procedures, if the Independent Committee determines that an Acquisition does not fall under any of the trigger events set out below in 3.2, 'Requirements for the Gratis Allotment of Stock Acquisition Rights' (collectively, "Trigger Events"), the Independent Committee will recommend that the Company's board of directors should not implement the gratis allotment of stock acquisition rights (as detailed in 3.3 'Outline of the Gratis Allotment of Stock Acquisition Rights'; the relevant stock acquisition rights hereinafter referred to as "Stock Acquisition Rights") regardless of whether the Independent Committee Consideration Period has ended or not. Notwithstanding the foregoing, even after the Independent Committee has already made a recommendation for the non-implementation of the gratis allotment of Stock Acquisition Rights, if a Trigger Event arises because of reasons such as a change in the facts on which the recommendation decision was made, the Independent Committee may make a new recommendation that the Company should implement the gratis allotment of Stock Acquisition Rights.

On the other hand, if the Independent Committee determines that an Acquisition falls under a Trigger Event, the Independent Committee will recommend that the Company's board of directors should implement the gratis allotment of Stock Acquisition Rights except in any specific case where further provision of information by the Acquirer or discussion or negotiation with the Acquirer is necessary. If it is concerned that an Acquisition may fall under the second Trigger Event ("Trigger Event (2)"), the Independent Committee may

recommend implementation of the gratis allotment of Stock Acquisition Rights subject to confirming the intent of shareholders regarding the implementation in advance. Notwithstanding the foregoing, even after the Independent Committee has already made a recommendation for the implementation of the gratis allotment of Stock Acquisition Rights, if the Independent Committee determines that the situation corresponds to either of the cases where (i) the Acquirer withdraws the Acquisition or the Acquisition otherwise ceases to exist after the recommendation, or (ii) there is no longer any Trigger Events due to a change in the facts on which the recommendation decision was made or the like, it may make a new recommendation that (i) (on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Stock Acquisition Rights) the Company should suspend the gratis allotment of Stock Acquisition Rights, or (ii) (from the effective date of the gratis allotment of Stock Acquisition Rights and until the day immediately prior to the commencement date of the exercise period of the Stock Acquisition Rights) the Company should acquire the Stock Acquisition Rights for no consideration.

In addition to the foregoing, if there is a possibility that the corporate value of the Company and, in turn, the common interests of its shareholders would be harmed by the Acquisition, the Independent Committee may recommend convocation of a meeting of shareholders to confirm the intent of the shareholders regarding the Acquisition by the Acquirer or make other recommendations, along with the reasons therefore.

(f) Resolutions by the Board of Directors

The Company's board of directors, in exercising their role under the Companies Act, will pass a resolution relating to the implementation or non-implementation of a gratis allotment of Stock Acquisition Rights respecting to the maximum extent any recommendation of the Independent Committee described above. If the meeting of shareholders is convened in accordance with (g) below, the Company's board of directors will make a resolution in accordance with the resolution at the shareholders meeting.

(g) Convocation of the Shareholders Meeting

The Company's board of directors may convene a meeting of shareholders (the "Shareholders Meeting") and confirm the intent of the Company's shareholders if (i) the Independent Committee recommends implementation of the gratis allotment of Stock Acquisition Rights subject to obtaining approval at the shareholders meeting in accordance with (e) above or recommends confirmation of the intent of shareholders regarding the Acquisition by the Acquirer, or (ii) the applicability of Trigger Event (2) becomes an issue about the Acquisition and the Company's board of directors determines it appropriate to confirm the intent of shareholders taking into consideration the time required to convene a general meeting of shareholders or other matters pursuant to the duty of care of a director.



(h) Information Disclosure

When operating the Plan, the Company will disclose, in a timely manner, information on matters that the Independent Committee or the Company's board of directors considers appropriate including the progress of each procedure set out in the Plan (including the fact that the Acquirer's Statement and Acquisition Document have been submitted, the fact of whether the Acquirer has provided information, the fact that an Acquirer who intends to effect the Acquisition without submitting the Acquirer's Statement and Acquisition Document emerges, the fact the Independent Committee Consideration Period has commenced, and the fact that the Independent Committee Consideration Period has been extended, as well as the extended period and the reason for the extension), an outline of recommendations made by the Independent Committee, an outline of resolutions by the board of directors and an outline of resolutions by the Shareholders Meeting, in accordance with the relevant laws and ordinances or the regulations and rules of the financial instruments exchange.

3.2 Requirements for the Gratis Allotment of Stock Acquisition Rights

The requirements to trigger the Plan to implement gratis allotment of Stock Acquisition Rights are as follows. As described above at (e) of 3.1, 'Procedures for Triggering the Plan,' the Company's board of directors will make a determination as to whether any of the following requirements applies to an Acquisition for which the recommendation by the Independent Committee has been obtained.

Trigger Event (1)

The Acquisition is not in compliance with the procedures prescribed in the Plan (including cases where reasonable time and information necessary to consider the details of the Acquisition is not offered) and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

Trigger Event (2)

The Acquisition falls under any of the items below and it is reasonable to implement the gratis allotment of Stock Acquisition Rights.

- (a) An Acquisition that threatens to cause obvious harm to the corporate value of the Company and, in turn, the common interests of its shareholders through any of the following actions:
  - (i) A buyout of share certificates to require such share certificates to be compulsorily purchased by the Company's affiliates at a high price.

- (ii) Management that achieves an advantage for the Acquirer to the detriment of the Company, such as temporary control of the Company's management for the low-cost acquisition of the Company group's material assets.
  - (iii) Diversion of the Company group's assets to secure or repay debts of the Acquirer or its group company.
  - (iv) Temporary control of the Company's management to bring about the disposal of high-value assets that have no current relevance to the Company group's business and declaring temporarily high dividends from the profits of the disposal, or selling the shares at a high price taking advantage of the opportunity afforded by the sudden rise in share prices created by the temporarily high dividends.
- (b) Certain Acquisitions that threaten to have the effect of coercing shareholders into selling shares, such as coercive two-tiered tender offers (meaning acquisitions of shares including tender offers, in which no offer is made to acquire all shares in the initial acquisition, and acquisition terms for the second stage are set that are unfavorable or unclear).
  - (c) Acquisitions to which consideration and other terms of the Acquisition (including amount and type of consideration, the timeframe, the legality of the Acquisition method, the feasibility of the Acquisition being effected, and post-Acquisition policies dealing with stakeholders such as the Company's other shareholders) are inadequate or inappropriate in light of the Company's intrinsic value.
  - (d) Acquisitions that materially threaten to oppose the corporate value of the Company and, in turn, the common interests of shareholders, by destroying relationships with the Company's shareholders, employees, business partners, and the local communities of the production base where mineral resources are located and smelter & refineries take place<sup>12</sup>, which are indispensable to the generation of the Company's corporate value.

### 3.3 Outline of the Gratis Allotment of Stock Acquisition Rights

An outline of the gratis allotment of Stock Acquisition Rights scheduled to be implemented under the Plan is described below.

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<sup>12</sup> In particular, the development and operation, etc. of mines usually requires a long period of time in the order of several decades, so it is very important to gain an understanding of local communities by making efforts, such as communication with the local communities and preservation of the environment to secure a livable environment for the coming generations.

(a) Number of Stock Acquisition Rights

The maximum number of Stock Acquisition Rights to be allotted upon implementation of a gratis allotment of Stock Acquisition Rights is the most recent total number of issued shares in the Company (excluding the number of shares in the Company held by the Company at that time) on a certain date (the “Allotment Date”) that is separately determined in a resolution by the Company’s board of directors relating to the gratis allotment of Stock Acquisition Rights (the “Gratis Allotment Resolution”).

(b) Shareholders Eligible for Allotment

The Company will allot the Stock Acquisition Rights to those shareholders, other than the Company, who are recorded in the Company’s final register of shareholders on the Allotment Date (the “Entitled Shareholders”), at a ratio of one Stock Acquisition Right for each share in the Company held.

(c) Effective Date of Gratis Allotment of Stock Acquisition Rights

The effective date of the gratis allotment of Stock Acquisition Rights will be separately determined in the Gratis Allotment Resolution.

(d) Number of Shares to be Acquired upon Exercise of the Stock Acquisition Rights

The number of shares to be acquired upon exercise of the Stock Acquisition Rights shall, in principle, be the number of Stock Acquisition Rights multiplied by the number separately determined in the Gratis Allotment Resolution by the Company’s board of directors in the range of one-half to one share. The number of shares to be acquired upon exercise of each Stock Acquisition Right<sup>13</sup> (the “Applicable Number of Shares”) shall, in principle,<sup>14</sup> be the number separately determined in the Gratis Allotment Resolution by the Company’s board of directors in the range of one-half to one share.<sup>15</sup> If there are any resulting fractional shares in the number of shares to be delivered to the Stock Acquisition Right holders who exercise the Stock Acquisition Rights, the Company will dispose of the fractional shares in accordance with the applicable laws and ordinances.

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<sup>13</sup> Even if the Company becomes a company issuing class shares (Article 2, Item 13 of the Companies Act) in the future, both (i) the shares in the Company to be delivered upon exercise of Stock Acquisition Rights and (ii) the shares to be delivered in exchange for acquisition of Stock Acquisition Rights are the same class of shares of common stock that have been issued at the time of the Ordinary General Meeting of Shareholders.

<sup>14</sup> In case of a stock split, etc., the Company will adjust the Applicable Number of Shares as necessary.

<sup>15</sup> At the time of the Renewal, the number of issuable shares of the Company is 1,000,000,000 shares, and the total number of issued shares is 581,628,031 shares (as of December 31, 2012). Therefore the Company may have to increase the number of issuable shares by amending its Articles of Incorporation before the commencement date of the Exercise Period of the Stock Acquisition Rights, depending on the Applicable Number of Shares.

(e) Amount to be Contributed upon Exercise of Stock Acquisition Rights

Contributions upon exercise of the Stock Acquisition Rights are to be in cash, and the amount per share in the Company to be contributed upon exercise of the Stock Acquisition Rights will be an amount separately determined in the Gratis Allotment Resolution within the range of a minimum of one yen and a maximum of the amount equivalent to one-half of the fair market value of one share in the Company. “Fair market value” means an amount equivalent to the average closing price (including quotations) for regular transactions of the common stock of the Company on the Tokyo Stock Exchange on each day during the 90 day period prior to the Gratis Allotment Resolution (excluding the days on which trades are not made), with any fraction less than one yen after such calculation to be rounded up to the nearest whole yen.

(f) Exercise Period of the Stock Acquisition Rights

The commencement date will be a date separately determined in the Gratis Allotment Resolution (this commencement date of the exercise period shall be referred to as the “Exercise Period Commencement Date”), and the period will, in principle, be a period from one month to six months long as separately determined in the Gratis Allotment Resolution; provided, however, that the Exercise Period for the Stock Acquisition Rights acquired by the Company in accordance with (ii) of paragraph (i) below (Acquisition of the Stock Acquisition Rights by the Company) ends on the business day immediately prior to the acquisition date. If the last day of the Exercise Period falls on holiday for the place handling cash payments, the Exercise Period will end on the business day immediately prior to that date.

(g) Conditions for Exercise of Stock Acquisition Rights

Except where any exceptional event<sup>16</sup> occurs, the following parties may not exercise the Stock Acquisition Rights (the parties falling under (I) through (VI) below shall collectively be referred to as “Non-Qualified Parties”):

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<sup>16</sup> Specifically, the Company intends to set out that an “exceptional event” means when (x) the Acquirer cancels or revokes the Acquisition, or promises that it will not conduct any subsequent Acquisition, after the Gratis Allotment Resolution and the Acquirer or other Non-Qualified Parties dispose of their shares in the Company through a securities firm appointed and authorized by the Company to do so, and (y) the Acquirer’s shareholding ratio determined by the Company’s board of directors (when calculating the shareholding ratio, Non-Qualified Parties other than the Acquirer and its Joint Holders are deemed to be Acquirer’s Joint Holders, and Stock Acquisition Rights held by Non-Qualified Parties, the conditions of which have not been satisfied, are excluded) (the “Non-Qualified Parties’ Shareholding Ratio”) falls below the lower of (i) the Non-Qualified Parties’ Shareholding Ratio before the Acquisition, or (ii) 20%, the Acquirer or other Non-Qualified Parties making the disposal may exercise Stock Acquisition Rights to the extent that the number of shares to be issued or delivered upon exercise of the Stock Acquisition Rights is up to the number of shares disposed of and to the extent of the ratio under either (i) or (ii) above. Detailed conditions and procedures for exercise of Stock Acquisition Rights by Non-Qualified Parties will be determined separately by the Company’s board of directors.

- (I) Specified Large Holders;<sup>17</sup>
- (II) Joint Holders of Specified Large Holders;
- (III) Specified Large Purchasers;<sup>18</sup>
- (IV) Persons having a Special Relationship with Specified Large Purchasers;
- (V) Any transferee of, or successor to, the Stock Acquisition Rights of any party falling under (I) through (IV) without the approval of the Company's board of directors; or
- (VI) Any Affiliated Party<sup>19</sup> of any party falling under (I) through (V).

Further, nonresidents of Japan who are required to follow certain procedures under applicable foreign laws and ordinances to exercise the Stock Acquisition Rights may not as a general rule exercise the Stock Acquisition Rights (provided, however, that the Stock Acquisition Rights held by nonresidents will be subject to acquisition by the Company in exchange for shares, etc. in the Company as set out in (ii) of paragraph (i) below (Acquisition of the Stock Acquisition Rights by the Company) subject to compliance with applicable laws and ordinances). In addition, anyone who fails to submit a written undertaking, in the form

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<sup>17</sup> "Specified Large Holder" means, in principle, a party who is a holder of share certificates, etc., issued by the Company and whose holding ratio of share certificates, etc. in respect of such share certificates, etc. is at least 20% (including any party who is deemed applicable to the above by the Company's board of directors); provided, however, that a party that the Company's board of directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or a certain other party that the board of directors determines in the Gratis Allotment Resolution is not a Specified Large Holder. The same is applied throughout this document.

<sup>18</sup> "Specified Large Purchaser" means, in principle, a person who makes a public announcement of purchase, etc., (as defined in Article 27-2(1) of the Financial Instruments and Exchange Act; the same is applied throughout this Note 18) of share certificates, etc., (as defined in Article 27-2(1) of the Financial Instruments and Exchange Act; the same is applied throughout this Note 18) issued by the Company through a tender offer and whose ratio of ownership of share certificates, etc., in respect of such share certificates, etc., owned by such person after such purchase, etc., (including similar ownership as prescribed in Article 7(1) of the Order for Enforcement of the Financial Instruments and Exchange Act) is at least 20% when combined with the ratio of ownership of share certificates, etc., of a person having a special relationship (including any party who is deemed to fall under the above by the Company's board of directors); provided, however, that a party that the Company's board of directors recognizes as a party whose acquisition or holding of share certificates, etc., of the Company is not contrary to the Company's corporate value or the common interests of shareholders or certain other party that the Company's board of directors determines in the Gratis Allotment Resolution is not a Specified Large Purchaser. The same is applied throughout this document.

<sup>19</sup> An "Affiliated Party" of a given party means a person who substantially controls, is controlled by, or is under common control with such given party (including any party who is deemed to fall under the above by the Company's board of directors), or a party deemed by the Company's board of directors to act in concert with such given party. "Control" means to "control the determination of the financial and business policies" (as defined in Article 3(3) of the Enforcement Regulations of the Companies Act) of other corporations or entities.

prescribed by the Company and containing representations and warranties regarding matters such as the fact that he or she satisfies the exercise conditions of the Stock Acquisition Rights, indemnity clauses and other covenants, may not exercise the Stock Acquisition Rights.

(h) Assignment of Stock Acquisition Rights

Any acquisition of the Stock Acquisition Rights by assignment requires the approval of the Company's board of directors.

(i) Acquisition of Stock Acquisition Rights by the Company

- (i) At any time on or before the date immediately prior to the Exercise Period Commencement Date, if the Company's board of directors deems that it is appropriate for the Company to acquire the Stock Acquisition Rights, the Company may, on a day that falls on a date separately determined by the Company's board of directors, acquire all of the Stock Acquisition Rights for no consideration.
- (ii) On a date separately determined by the Company's board of directors, the Company may acquire all of the Stock Acquisition Rights that have not been exercised before or on the day immediately prior to such date determined by the Company's board of directors, that are held by parties other than Non-Qualified Parties (if any) and, in exchange, deliver shares, etc.<sup>20</sup> in the Company in the number equivalent to the Applicable Number of Shares<sup>21</sup> for each Stock Acquisition Right.

Further, if, on or after the date upon which the acquisition takes place, the Company's board of directors recognizes the existence of any party holding Stock Acquisition Rights other than Non-Qualified Parties, the Company may, on a date determined by the Company's board of directors that falls after the date upon which the acquisition described above takes place, acquire all of the Stock Acquisition Rights held by that party that have not been exercised by or on the day immediately prior to such date determined by the Company's board of directors (if any) and, in exchange, deliver shares, etc. in the Company in the number equivalent to the number of the Applicable Number of Shares for each

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<sup>20</sup> For the purpose of the Plan, shares in the Company are to be delivered, in principle, as consideration for acquiring the Stock Acquisition Rights. As stated in (d) of III.3.3 above, under this Plan, fractions in the Applicable Number of Shares may result, in which case, property other than shares in the Company may be delivered to the extent necessary to dispose of the fraction.

<sup>21</sup> The Company intends to properly dispose of any fraction in the Applicable Number of Shares in accordance with applicable laws and ordinances. In that case, the number of shares, etc. in the Company to be delivered for each Stock Acquisition Right may differ from the Applicable Number of Shares.

Stock Acquisition Right. The same will apply thereafter.

(j) Delivery of Stock Acquisition Rights in Case of Merger, Absorption-type Demerger (*kyushu bunkatsu*), Incorporation-type Demerger (*shinsetsu bunkatsu*), Share Exchange (*kabushiki koukan*), and Share Transfer (*kabushiki iten*)

These matters will be separately determined in the Gratis Allotment Resolution.

(k) Issuance of Certificates Representing the Stock Acquisition Rights  
Certificates representing the Stock Acquisition Rights will not be issued.

(l) Other

In addition, the details of the Stock Acquisition Rights will be separately determined in the Gratis Allotment Resolution.

### 3.4 Procedures for the Renewal of the Plan

The Company will renew the Plan subject to shareholder approval at the Ordinary General Meeting of Shareholders of the agenda item regarding the Renewal.

### 3.5 Effective Period, Abolition and Amendment of the Plan

The effective period of the Plan (the “Effective Period”) will be the period until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years after the conclusion of the Ordinary General Meeting of Shareholders.

However, if, before the expiration of the Effective Period, the Company’s board of directors resolves to abolish the Plan, the Plan will be abolished in accordance with the resolution.

Further, the Company’s board of directors may revise or amend the Plan even during the Effective Period of the Plan, in cases where any law, ordinance, or regulation or rule of a financial instruments exchange or the like concerning the Plan is established, amended or abolished, or cases where it is appropriate to revise the wording because of typographical errors and omissions, subject to the approval of the Independent Committee.

If the Plan is abolished, revised or amended, the Company will promptly disclose the fact that such abolition, revision or amendment has taken place, and (in the event of a revision or amendment) the details of the revision, amendment and any other matters.

### 3.6 Revision Due to Amendment to Laws and Ordinances

The provisions of laws and ordinances referred to under the Plan are subject to the prevailing provisions as of February 7, 2013. If it becomes necessary after such date to revise the terms and conditions or definitions of terms set out in the paragraphs above due to the establishment, amendment or abolishment of laws and ordinances, the terms and conditions or definitions of terms set out in the paragraphs above will be read accordingly as required to a reasonable extent, taking into consideration the purposes of such formulation, amendment or abolishment.

## 4. Impact on Shareholders and Investors

### 4.1 Impact on Shareholders and Investors Upon Renewal of the Plan

Upon the Renewal, the Plan will have no direct or material impact on shareholders and investors because no actual gratis allotment of Stock Acquisition Rights will be implemented.

### 4.2 Impact on Shareholders and Investors at the Time of the Gratis Allotment of Stock Acquisition Rights

#### (a) Procedures for Shareholders upon Gratis Allotment of Stock Acquisition Rights

If the Company's board of directors passes a Gratis Allotment Resolution, it will also decide the Allotment Date in the same resolution and give public notice of this Allotment Date. In this case, the Company will make a gratis allotment of Stock Acquisition Rights to the Entitled Shareholders for one Stock Acquisition Right per share in the Company held by the Entitled Shareholders. All Entitled Shareholders will become Stock Acquisition Right holders as a matter of course on the effective date of the gratis allotment of Stock Acquisition Rights, and no further procedures, such as applying for such gratis allotment, will be necessary.

In addition, even after the Company's board of directors passes a Gratis Allotment Resolution, the Company may, by respecting any recommendation of the Independent Committee described above in (e) of 3.1, 'Procedures for Triggering the Plan,' to the maximum extent, (i) (on or before the second business day prior to the ex-rights date with respect to the gratis allotment of Stock Acquisition Rights), cancel the gratis allotment of Stock Acquisition Rights, or (ii) (from the effective date of the gratis allotment of Stock Acquisition Rights and until the day immediately prior to the commencement date of the exercise period of the Stock Acquisition Rights) acquire the Stock Acquisition Rights for no



consideration. In such cases, no dilution of the value per share in the Company held by the shareholders will result, and it is possible that any investors who have sold or bought the shares in the Company expecting to see such a dilution will be subject to unforeseen loss as a result of a fluctuation in the share price.

(b) Procedures for Exercising Stock Acquisition Rights

The Company will deliver, as a general rule, a document necessary to be submitted for the exercise of the Stock Acquisition Rights (in the form prescribed by the Company and containing necessary matters such as the terms and number of the Stock Acquisition Rights for exercise and the exercise date for the Stock Acquisition Rights, as well as representations and warranties regarding matters such as that the shareholders themselves satisfy the exercise conditions of the Stock Acquisition Rights, indemnity clauses and other covenants, and information necessary to allocate shares of the Company to the account of the Entitled Shareholders) and other necessary documents. After the gratis allotment of Stock Acquisition Rights, the shareholders will be issued, as a general rule, shares in the Company in the range of one-half to one share in exchange for each Stock Acquisition Right as separately determined in the Gratis Allotment Resolution by the Company's board of directors upon submitting these necessary documents during the exercise period of Stock Acquisition Rights and by paying in the prescribed manner an amount equivalent to the exercise price determined in the Gratis Allotment Resolution, which will be an amount within the range of one yen to one-half of the fair market value of the Company's stock per Stock Acquisition Right, as a general rule. The Non-Qualified Parties intending to exercise Stock Acquisition Rights must follow the Company's separate determination in accordance with (g) of 3.3, 'Outline of the Gratis Allotment of Stock Acquisition Rights.'

If the Company's shareholders do not exercise their Stock Acquisition Rights or pay the amount equivalent to the exercise price, the shares they hold in the Company will be diluted by the exercise of Stock Acquisition Rights by other shareholders.

However, it is also possible for the Company to acquire the Stock Acquisition Rights of all shareholders other than Non-Qualified Parties and, in exchange, deliver shares in the Company, in accordance with the procedures set out in (c) below. If the Company carries out such acquisition procedures, all shareholders other than Non-Qualified Parties will, in principle, come to receive shares in the Company without exercising their Stock Acquisition Rights or paying an amount equivalent to the exercise price and, in principle, there will be no subsequent dilution of the shares in the Company they hold.

(c) Procedures for the Acquisition of Stock Acquisition Rights by the Company

If the Company's board of directors determines to acquire the Stock Acquisition Rights,

the Company will acquire the Stock Acquisition Rights in accordance with the statutory procedures from the shareholders other than Non-Qualified Parties, on the date separately determined by the Company's board of directors and, in principle, deliver shares in the Company in exchange. In this case, the shareholders concerned will come to receive shares in the Company in the range of one-half to one share in exchange for each Stock Acquisition Right, in principle, as separately determined in the Gratis Allotment Resolution by the Company's board of directors as consideration for the acquisition by the Company of those Stock Acquisition Rights, without paying the amount equivalent to the exercise price. However, in such case, the shareholders concerned will be separately requested to provide information necessary to allocate shares of the Company to the account of the Entitled Shareholders and submit, in the form prescribed by the Company, a written undertaking including representations and warranties regarding matters such as the fact that they are not Non-Qualified Parties, indemnity clauses and other covenants. (See (i) of 3.3, 'Outline of the Gratis Allotment of Stock Acquisition Rights.')

In addition, the Company will disclose information to or notify all of its shareholders with respect to the particulars of the allotment method, exercise method and method for acquisition by the Company after any Gratis Allotment Resolution, so we request that shareholders check these details at that time.

#### **IV. Rationale of the Plan**

##### **1. Ensure and Enhance the Company's Corporate Value and the Common Interests of Shareholders**

The Plan is in line with the Basic Policy for the purpose of maintaining the corporate value of the Company and, in turn, the common interests of its shareholders by ensuring the necessary time and information is made available for the shareholders to decide whether or not to accept the Acquisition of share certificates, etc. of the Company and for the board of directors to present an alternative proposal to the shareholders, and by enabling the board of directors to negotiate with the Acquirer for the benefit of the shareholders when the Acquisition is to be effected.

##### **2. Satisfying the Requirements of the Guidelines for Takeover Defense Measures**

The Plan fully satisfies the three principles set out in the Guidelines Regarding Takeover Defense for the Purposes of Ensuring and Enhancing Corporate Value and Shareholders' Common Interests released by the Ministry of Economy, Trade and Industry and the Ministry of Justice on May 27, 2005, namely, the principles of:

- ensuring and enhancing the corporate value and shareholders' common interests;
- prior disclosure and shareholder intent; and
- ensuring necessity and appropriateness.

### **3. Placing High Value on the Intent of Shareholders**

The Plan will be renewed subject to shareholders approval at the Ordinary General Meeting of Shareholders.

The Company's board of directors may, under certain circumstances, confirm the intent of the Company's shareholders at the Shareholders Meeting regarding the need to trigger the Plan.

Further, the Plan is subject to a so-called sunset clause setting the Effective Period of approximately three years and if, even before the expiration of the Effective Period of the Plan, the Company's board of directors resolves to abolish the Plan, the Plan will be abolished in accordance with the resolution. In this regard, the life of the Plan depends on the intent of the Company's shareholders.

### **4. Emphasis on the Decisions of Independent Parties Such As Outside Directors and Obtaining the Advice of Third-Party Experts**

The Company must obtain a recommendation from the Independent Committee, composed only of members who are independent, such as outside directors, when making decisions for triggering the Plan.

Further, the Independent Committee may obtain advice from independent third-party experts at the Company's expense, which is a mechanism to even further ensure the objectivity and fairness of the decisions made by the Independent Committee.

### **5. Establishment of Reasonable Objective Requirements**

As set out above in (e) of III.3.1, 'Procedures for Triggering the Plan,' and III.3.2, 'Requirements for the Gratis Allotment of Stock Acquisition Rights,' the Company believes that the Plan is established so that it will not be triggered unless reasonable and objective requirements have been satisfied, and ensures a structure to eliminate arbitrary triggering by the Company's board of directors.

## **6. No Dead-Hand or Slow-Hand Takeover Defense Measures**

The Plan may be abolished by a meeting of the board of directors composed of directors who are nominated by a person who acquires a large number of share certificates and appointed at the Company's general meeting of shareholders. Therefore, the Plan is not a dead-hand takeover defense measure (a takeover defense measure in which even if a majority of the members of the board of directors are replaced, the triggering of the measure cannot be stopped). Also, as the Company has not adopted a system of staggered terms of office for the board of directors, the Plan is not a slow-hand takeover defense measure either (a takeover defense measure in which triggering takes more time to stop due to the fact that all members of the board of directors cannot be replaced at once).

### **Attachments**

- Attachment 1: Major Shareholders of the Company
- Attachment 2: Outline of the Rules of the Independent Committee
- Attachment 3: Profiles of the Members of the Independent Committee

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## Attachment 1

### Major Shareholders of the Company

Major shareholders of the Company as of December 31, 2012 are as follows.

Name of Shareholder	Investment in the Company	
	Number of shares held (thousands)	Shareholding ratio (%)
Japan Trustee Services Bank, Limited (Trust Account)	46,131	7.93
The Master Trust Bank of Japan, Limited (Trust Account)	34,671	5.96
SSBT OD05 OMNIBUS ACCOUNT – TREATY CLIENTS	12,293	2.11
THE CHASE MANHATTAN BANK, N.A. LONDON SECS LENDING OMNIBUS ACCOUNT	10,483	1.80
NT RE GOVT OF SPORE INVNT CORP P. LTD	9,565	1.64
NIPPON STEEL & SUMITOMO METAL CORPORATION	8,715	1.49
Sumitomo Mitsui Banking Corporation	7,650	1.31
Sumitomo Life Insurance Company	7,474	1.28
Toyota Motor Corporation	7,000	1.20
Sumitomo Corporation	7,000	1.20

(Note) In addition to the shares above, the Company owns 29,398,027 shares of treasury stocks.

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## Attachment 2

### Outline of the Rules of the Independent Committee

- The Independent Committee will be established by resolution of the Company's board of directors.
- There will be no less than three members in the Independent Committee, and the Company's board of directors shall elect the members from (i) outside directors of the Company, and (ii) outside corporate auditors of the Company, or (iii) experts, in each case who is independent from the management involved in the execution of the businesses. Such experts must be experienced corporate managers, parties with knowledge of the investment banking industry, parties with knowledge of the Company's business, lawyers, certified public accountants, researchers whose research focuses on the Companies Act or the like, or parties of similar qualifications, and must have executed with the Company an agreement separately specified by the Company's board of directors that contains a provision obligating the experts to exercise their duty of care to the Company or a similar provision.
- Unless otherwise determined in a resolution by the Company's board of directors, the term of office of members of the Independent Committee will be until the conclusion of the ordinary general meeting of shareholders relating to the last fiscal year ending within three years of the Ordinary General Meeting of Shareholders. However, the term of office of any member of the Independent Committee who is an outside director or outside corporate auditor will end simultaneously in the event that they cease to be a director or corporate auditor (except in the case of their re-appointment).
- The Independent Committee may make decisions on the matters listed below and make recommendations to the Company's board of directors containing the details of and reasons for the decisions. Respecting such recommendations by the Independent Committee to the maximum extent, the Company's board of directors shall resolve implementation or non-implementation of gratis allotment of Stock Acquisition Rights as an organization under the Companies Act (or, if the Shareholders Meeting is convened, in accordance with the resolution at the Shareholders Meeting). Each member of the Independent Committee and each director of the Company must make such decisions from the perspective of whether or not the corporate value of the Company and the common interests of its shareholders will be enhanced, and they must not solely serve their own interests or those of the management of the Company.
  - (a) The implementation or non-implementation of the gratis allotment of Stock Acquisition Rights.

- (b) The cancellation of the gratis allotment of Stock Acquisition Rights or the gratis acquisition of Stock Acquisition Rights.
  - (c) Determination whether the Acquisition should be made subject to the Plan.
  - (d) Determination of the information that the Acquirer and the Company's board of directors should provide to the Independent Committee, and the deadline for the provision of that information.
  - (e) Examination and consideration of the terms of the Acquirer's Acquisition.
  - (f) Discussion and negotiation with the Acquirer.
  - (g) Request for an alternative proposal to the Company's board of directors and consideration of the alternative proposal by the Company's board of directors.
  - (h) Determination regarding extension of the Independent Committee Consideration Period.
  - (i) Determination whether a general meeting of shareholders should be convened.
  - (j) Approval of revision or amendment to the Plan.
  - (k) Determination whether or not takeover defense measures other than the Plan should be introduced.
  - (l) Any other matters prescribed in the Plan that the Independent Committee may conduct.
  - (m) Any matters that the Company's board of directors separately consulted with the Independent Committee about or the Company's board of directors separately determines that the Independent Committee may conduct.
- In order to collect the necessary information, the Independent Committee may request the attendance of a director, corporate auditor or employee of the Company, or any other party that the Independent Committee considers necessary, and may require explanation of any matter it requests.
  - The Independent Committee may, at the Company's expense, obtain advice from an independent third party (including financial advisers, certified public accountants, lawyers, tax accountants, consultants and other experts) or conduct similar actions.
  - Any member of the Independent Committee may convene a meeting of the Independent Committee when the Acquisition arises, or at any other time.
  - As a general rule, resolutions of meetings of the Independent Committee will pass with a majority vote when at least two-thirds of the members of the Independent Committee are in attendance (including attendance via video conference or telephone conference).

---End---

### **Attachment 3**

#### **Profiles of the Members of the Independent Committee**

The following three persons are scheduled to be the initial members of the Independent Committee upon the Renewal.

#### **Tsutomu Ushijima**

Career Summary:

July 1950	Born
April 1976	Registered as a lawyer
April 1982	Established Ushijima Law and Tax Accountant Firm
June 1982	Registered as a Certified Public Tax Accountant
January 1994	Established Ushijima Teramae Law Firm (current Ushijima, Teramae & Wada Law Firm)
June 2003	Appointed Corporate Auditor of the Company
June 2007	Appointed Director of the Company

As of February 7, 2013

Lawyer

Certified Public Tax Accountant

Director of the Company

Outside Corporate Auditor of Kobunsha Co., Ltd.

Mr. Tsutomu Ushijima is an Outside Director of the Company, as set out in Article 2, Item 15 of the Companies Act.

He does not have any special interests in the Company.

The Company has appointed him as an Independent Director who is unlikely to have any conflicts of interest with general investors as specified by the Tokyo Stock Exchange and the Osaka Securities Exchange and submitted notification of his appointment to the Exchanges.



## **Hikoyuki Miwa**

### Career Summary:

July 1946            Born  
November 1975    Registered as a Certified Public Accountant  
August 1996       Appointed Partner of ASAHI & Co. (current KPMG AZSA LLC)  
June 2001          Appointed Board Member of ASAHI & Co.  
June 2003          Appointed Senior Executive Partner of ASAHI & Co.  
June 2006          Appointed Deputy Managing Partner of KPMG AZSA & Co. (current  
KPMG AZSA LLC)  
June 2009          Resigned from a position of Partner of KPMG AZSA & Co.  
July 2009          Established Miwa Certified Public Accountant Firm  
June 2011          Appointed Corporate Auditor of the Company

As of February 7, 2013

Certified Public Accountant

Corporate Auditor of the Company

Outside Corporate Auditor of NOMURA Co., Ltd.

Outside Corporate Auditor of SHOWA CORPORATION

Auditor of Agricultural and Fishery Cooperative Savings Insurance Corporation

Auditor of Saitama Medical University, Educational Corporation

Mr. Hikoyuki Miwa is an Outside Auditor of the Company, as set out in Article 2, Item 16 of the Companies Act.

He does not have any special interests in the Company.

The Company has appointed him as an Independent Auditor who is unlikely to have any conflicts of interest with general investors as specified by the Tokyo Stock Exchange and the Osaka Securities Exchange and submitted notification of his appointment to the Exchanges.

## **Shigeru Nozaki**

### Career Summary:

August 1948      Born

April 1972      Joined Export-Import Bank of Japan

January 1998    Director General, Planning Office of Export-Import Bank of Japan

June 1999      Director General, Loan Department IV of Export-Import Bank of Japan

October 1999    Director General, Energy and Natural Resources Finance Department of Japan Bank for International Cooperation (JBIC)  
(Merger between former Export-Import Bank of Japan and former Overseas Economic Cooperation Fund, Japan)

October 2000    Director General, International Finance Policy Department of JBIC

May 2002      Resident Executive Director, Osaka Branch of JBIC

October 2003    Senior Executive Director of JBIC

March 2007     Retired as Senior Executive Director of JBIC

July 2007      Appointed Corporate Advisor, Mitsubishi Corporation

June 2012      Appointed Corporate Auditor of the Company  
Resigned from a position of Corporate Advisor, Mitsubishi Corporation

As of February 7, 2013

Corporate Auditor of the Company

Director of the Economic Research Institute for Northeast Asia

Mr. Shigeru Nozaki is an Outside Auditor of the Company, as set out in Article 2, Item 16 of the Companies Act.

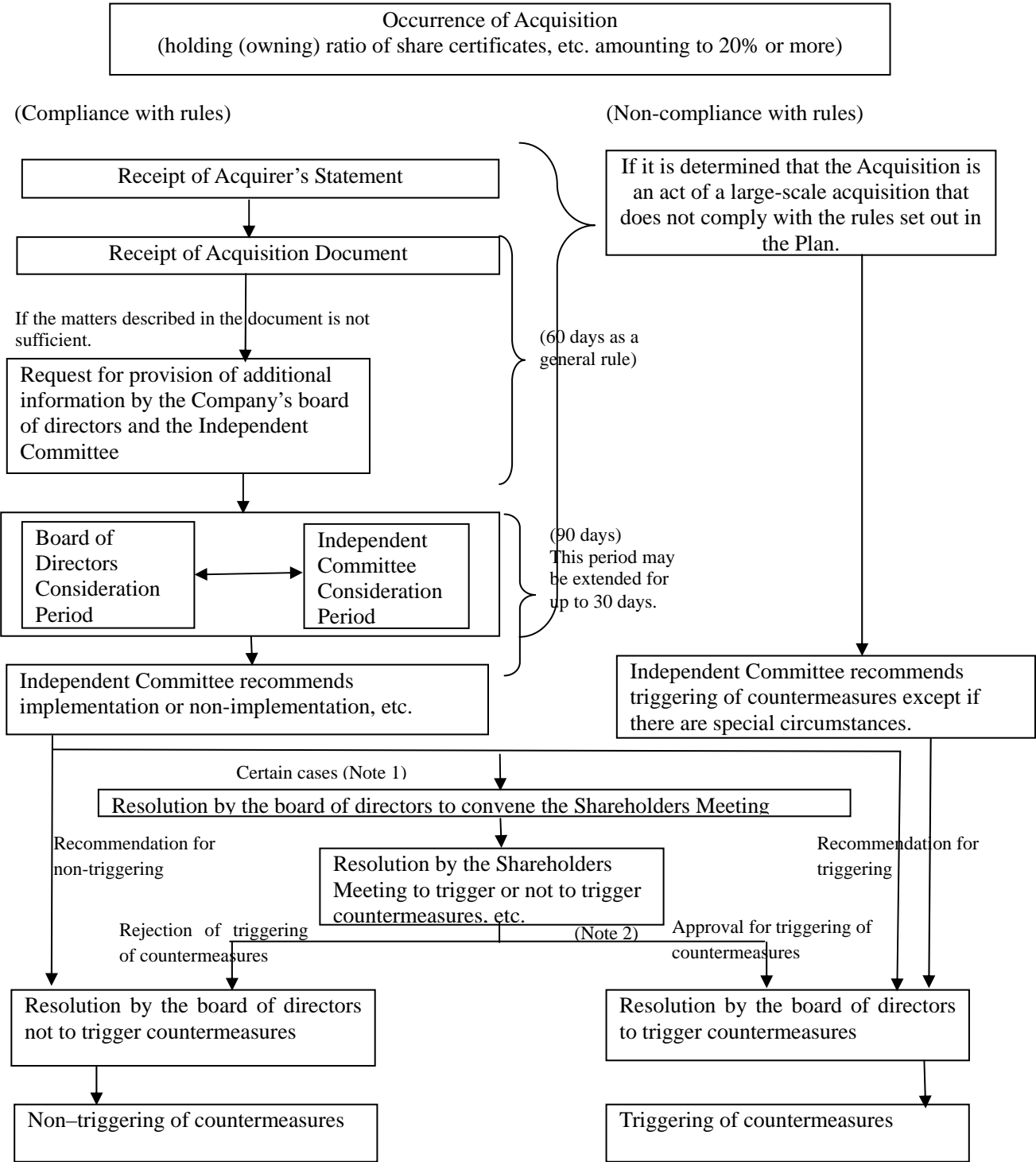
He does not have any special interests in the Company.

The Company has appointed him as an Independent Auditor who is unlikely to have any conflicts of interest with general investors as specified by the Tokyo Stock Exchange and the Osaka Securities Exchange and submitted notification of his appointment to the Exchanges.

---End---

**Reference Material 1**

**Flow Chart of Countermeasures to Large-scale Acquisition of Shares of the Company**



Note 1: Cases where (i) the Independent Committee recommends implementation of the gratis allotment of Stock Acquisition Rights subject to obtaining approval at the shareholders meeting or recommends confirmation of the intent of shareholders regarding the Acquisition by the Acquirer, or (ii) the applicability of Trigger Event (2) becomes an issue with respect to the Acquisition and the Company's board of directors determines it appropriate to confirm the intent of shareholders taking into consideration the time required to convene a shareholders meeting or other matters pursuant to the duty of care of a director.

Note 2: In addition to the cases expressly indicated in this flow chart, if the Independent Committee recommends confirmation of the intent of shareholders regarding the Acquisition by the Acquirer when there is a possibility that the corporate value of the Company and, in turn, the common interests of its shareholders would be harmed by the Acquisition, the Company's board of directors may take measures respecting such recommendation to the maximum extent.

Note 3: This flow chart is an outline provided to contribute to your understanding of the procedures under the Plan without detailed explanation. Please refer to the main text of the press release for the more accurate details of the Plan.

Reference Material 2  
 Corporate Governance Framework

