

July 18, 2023

To whom it may concern

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Notice Regarding Issue of New Shares as Performance-Linked Stock-based Remuneration to Directors and Executive Officers

Sumitomo Corporation (the “Company”) hereby announces the resolution of its Board of Directors’ Meeting held on July 18, 2023 for issuing new shares (the “New Issue”) as performance-linked stock-based remuneration as follows.

1. Overview of issue

(1) Payment date for shares to be issued	August 17, 2023
(2) Class and number of shares to be issued	Common shares of the Company: 257,200 shares
(3) Issue price	2,927 yen per share
(4) Total amount of issue price	752,824,400 yen
(5) Scheduled allottees	6 Directors (*): 89,600 shares 18 Executive Officers: 120,800 shares 6 Executive Officers (Retirees): 46,800 shares *Excluding Outside Directors.
(6) Other	The New Issue is subject to the effectuation of the securities registration statement under the Financial Instruments and Exchange Act.

2. Purpose and reason of issue

Since 2018, the Company introduced a performance-linked stock plan (the “Plan”) for the Company’s Directors (excluding Outside Directors; hereinafter referred to as the “Eligible Directors”) and Executive Officers (excluding Executive Officers as Directors; the Eligible Directors and the Executive Officers are hereinafter collectively referred to as the “Eligible Officers”), as a new remuneration plan for the Eligible Officers with an aim to further reinforce the interrelation with shareholder value, thereby promote creation of greater shared values with our shareholders and raise awareness of contributions to improvements in medium-to long-term performance and enhancement of corporate value. Furthermore, at the 150th Ordinary General Meeting of Shareholders held on June 22, 2018, as the monetary remuneration receivables to be used as the property contributed in-kind for subscribing stocks related to the Plan, the Company has obtained an approval for (i) setting the total amount of monetary remuneration receivables to be paid to the Eligible Directors to an annual amount of 430 million yen or less, and (ii) setting the total number of the Company’s common shares to be issued or disposed to the Eligible Directors based on the Plan to be 180,000 shares or less per year. The shares to be delivered under the Plan will be common shares without restrictions on transfer. However, at the 153rd Ordinary General Meeting of Shareholders held on June 18, 2021, the Company has obtained an approval for the imposition of restrictions on transfer of common shares to be delivered under the Plan to the Eligible Director who will retire after the close of the said General Meeting of Shareholders and setting the period until the date that the said Eligible Director retires or resigns from their positions as the Company’s Director, Executive Officer, or other positions stipulated by the Company’s Board of Directors as the period of the said restrictions on transfer.

The overview of the Plan is as follows.

<Overview of the Plan>

a. Overview

The Plan is a performance-linked stock-based remuneration plan under which the evaluation period shall be three years from the first month (the month to which the date of the Ordinary General Meeting of Shareholders of each year belongs) of the service period of Eligible Directors (the period from the close of the Ordinary General Meeting of Shareholders of each year to the close of the Ordinary General Meeting of Shareholders of the following year) and the Company's shares are granted in volumes computed pursuant to the Company's stock growth rate in the evaluation period. The quantity of the Company's common shares granted to each Eligible Officer shall be determined in accordance with the following calculation formula.

b. The maximum amount of remuneration, Etc. (※)

The total number of shares granted to Eligible Directors shall not exceed 180,000 shares annually, with the total value of monetary compensation claims supplied to be within 430 million yen annually. The total number of shares granted to Eligible Officers shall not exceed 730,000 shares annually, and the total value of monetary compensation claims supplied shall be within 1,700 million yen annually. Regarding specific supply dates and distributions, decisions shall be rendered by the Company's Board of Directors within the scope of the said maximum number of shares and maximum value.

[Calculation Formula]

Number of shares to be granted = Standard number of shares to be granted × Share grant ratio

Standard number of shares to be granted: Determined by the Company's Board of Directors for each Officer

Share grant ratio:

(See graph below)

- (i) When the Company's stock growth rate is less than 50%: 0%
- (ii) When the Company's stock growth rate is 50% to 150%: The Company's stock growth rate
- (iii) When the Company's stock growth rate is over 150%: 150%

$$\text{The Company's stock growth rate} = \frac{(B+C) / A}{E / D}$$

A: Average closing price of the Company's common shares on the Tokyo Stock Exchange for the month the evaluation period begins (June of the current year)

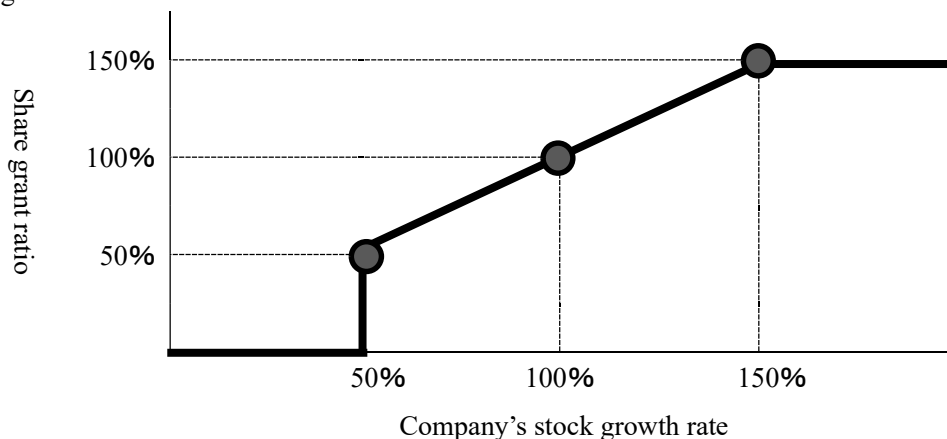
B: Average closing price of the Company's common shares on the Tokyo Stock Exchange for the month the evaluation period ends (June three years later)

C: Total value of the Company's per-share dividends of surplus during the evaluation period

D: Tokyo Stock Price Index simple average for the month the evaluation period begins (June of the current year)

E: Tokyo Stock Price Index simple average for the month the evaluation period ends (June three years later)

<Share grant ratio>



The New Issue will be made pursuant to the resolution of the Board of Directors' Meeting held on July 18, 2023 to issue the Company's common shares to the Eligible Officers in exchange for the contribution in kind of the monetary remuneration receivables paid by the Company to the Eligible Officers (who were Eligible Officers at the close of the Ordinary General Meeting of Shareholders held in June 2020) in accordance with the Company's stock growth rate during the evaluation period from June 2020 to June 2023 under the Plan. The New Issue will be paid in consideration for the provision of services for (i) the period from June 19, 2020 (the date of the 152nd Ordinary General Meeting of Shareholders) to June 18, 2021 (the date of the 153rd Ordinary General Meeting of Shareholders) for those who were Directors and (ii) the period from April 1, 2020 to March 31, 2021 in principle for those who were Executive Officers, among those who were Eligible Officers at the close of the Ordinary General Meeting of Shareholders in June 2020. Since the Company will issue the Company's common shares in consideration for the provision of services for the said period even to the Eligible Officers who have already retired, the scheduled allottees include the Eligible Officers who have retired. In addition, the monetary remuneration receivables of 752,824,400 yen will be paid and the 257,200 shares will be issued (hereinafter referred to as the "Allotted Shares") to the Eligible Officers. Of the above, the amounts paid and issued to persons who were Eligible Directors at the close of the Ordinary General Meeting of Shareholders in June 2020 are 182,352,100 yen and 62,300 shares, respectively.

<Overview of a restricted stock allotment agreement>

The Company and the Eligible Officers (excluding Eligible Officers who have retired) will individually execute a restricted stock allotment agreement accompanied by the New Issue, and its overview is as follows.

(1) Restriction period

An Eligible Officer may not transfer, create security interest on, or otherwise dispose the Allotted Shares during a period from August 17, 2023, which is the payment date for the shares to be issued, to the date that the Eligible Officer resigns or retires from his/her position as the Company's Director or Executive Officer.

(2) Cancellation of transfer restriction

The Company will cancel the transfer restriction regarding all Allotted Shares at the time of expiration of the restriction period (at the time immediately after resignation or retirement).

(3) Acquisition of Allotted Shares by the Company without compensation

In the event there is a violation of the laws and regulations, internal rules, or a restricted stock allotment agreement, or if there are other reasons deemed legitimate as stipulated by the Company's Board of Directors for acquisition of the Allotted Shares without any compensation, the Company will, as a matter of course, acquire the Allotted Shares, for which the transfer restriction has not been cancelled, without any compensation.

(4) Management of shares

During the restriction period, the Allotted Shares will be managed in a dedicated account of the restricted stocks opened by the Eligible Officers in Daiwa Securities Co. Ltd. so that the Eligible Officers cannot transfer, create security interest on, or otherwise dispose the Allotted Shares during the restriction period.

(5) Measures to be taken upon organizational restructuring, etc.

If a merger agreement in which the Company will become the absorbed company, a share exchange agreement or a share transfer plan in which the Company will become the wholly-owned subsidiary, or any other matter related to organizational restructuring, etc. is approved in the General Meeting of Shareholders (if approval in the General Meeting of Shareholders is not required in relation to such organizational restructuring, then the Board of Directors' Meeting) during the restriction period, the Company will cancel the transfer restriction immediately before the business day preceding the effective date of such organizational restructuring, etc. for all Allotted Shares.

3. Basis of calculation of paid-in amount and specific details thereof

The New Issue will be carried out with the monetary remuneration receivables, which are paid to the scheduled allottees based on the Plan, as the contributed assets, and the paid-in amount thereof is 2,927 yen, which is the closing price of the Company's common shares on the Tokyo Stock Exchange on July 14, 2023 (business day preceding the date of the resolution of the Board of Directors), in order to adopt a price that excludes arbitrariness. This price is the market value immediately preceding the date of the resolution of the Board of Directors, and is a reasonable price that properly reflects the Company's corporate value in a state where there are no special

circumstances under which the foregoing price is not relied upon the most recent stock price, and does not fall within a price that is excessively advantageous for the Eligible Officers.