

For Immediate Release

(This is an English translation of the Japanese original.)

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Sumitomo Corporation

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**Re: Agreement for Recommended Cash Acquisition of Fyffes,  
an International Produce Marketer and Distributor**

Sumitomo Corporation (hereafter “Sumitomo”) today announces that it has reached agreement with Fyffes plc, an international producer, shipper, marketer and distributor (Headquarters: Dublin, Ireland, Chairman: David McCann), on the terms of Sumitomo’s recommended all cash acquisition of the entire issued and to be issued share capital of Fyffes by means of a court-sanctioned scheme of arrangement (hereafter, the “Acquisition”).

The Acquisition, which has been approved at a meeting of Sumitomo’s Board of Directors, is subject to the approval of Fyffes’ shareholders and of the Irish court. Fyffes’ Board of Directors has unanimously resolved to recommend the Acquisition to Fyffes’ shareholders. Please note that Sumitomo has also made a public announcement as required under the Irish Takeover Rules in Ireland today (7 am Ireland local time / 4 pm Japan time).

A copy of the announcement (English only) can be found on Sumitomo’s website (<http://www.sumitomocorp.co.jp/english/news/detail/id=29589>).

**1. Background to the Acquisition / Strategic rationale of the Acquisition**

Sumitomo has been active in the banana industry since the 1960s and is the market leader in Asia with a fully integrated business model with interests ranging from plantation operations in the Philippines to retail distribution across the Asian region.

Currently, the Sumitomo Group imports approximately 30% of the bananas into the Japanese market. Furthermore, Sumitomo’s business is not limited to bananas, and operates an import and domestic distribution business for a wide range of produce.

Fyffes has developed a value chain from producing region to consuming region for a wide range of products including Banana, Pineapple, Melon and Mushrooms for the European and North American market. In particular,

Fyffes is the No.1 volume player of banana in the EU and the No.1 melon importer in the US.

Sumitomo has determined Fyffes as the most appropriate partner to expand its produce business portfolio, and is commencing this acquisition.

## 2. Outline of the Acquisition

(1) Target Company: Fyffes

(2) Acquisition method: proposed acquisition of 100% of the issued and to be issued share capital of Fyffes by Swordus Ireland Holding Limited, a wholly-owned subsidiary of Sumitomo, pursuant to a scheme of arrangement (please see Section 4. Acquisition Process and Procedures for further details)

(3) Status of the shares upon Acquisition, purchase price and number of shares

Number of Fyffes shares held prior to Acquisition	0 shares (Number of voting rights: 0) (Percentage of voting rights held: 0%)
Number of Fyffes shares to be held after Acquisition	336,935,188 shares <sup>(Note 1)</sup> (Number of voting rights: 336,935,188) (Percentage of voting rights held: 100%)
Acquisition price	Common shares of Fyffes <sup>(Note 1)</sup> : approx. EUR751 million (approx. JPY85.7 billion) <sup>(Note 2)</sup>

(4) Acquisition Terms: 2.23 euro per Fyffes common share<sup>(Note 3)</sup>

(5) Financing Source of Acquisition: The funds for the Acquisition are to be provided from cash on hand and external financing

(6) Subject to the receipt of approvals from the relevant regulators, etc., completion is planned to occur in the fourth quarter of the fiscal year 2016 (i.e., January 2017 to March 2017)

(Note 1: Share numbers on a fully diluted basis.)

(Note 2: In these materials, we calculate the Japanese yen to EUR exchange rate at 114 yen per euro.)

(Note 3: Fyffes Shareholders will be paid a final dividend in respect of 2016 by Fyffes of 0.02 euro per share in cash, bringing the total amount to be received by Fyffes shareholders to 2.25 euro per Fyffes ordinary share in cash.)

## 3. Information about Fyffes

Fyffes is a leading international grower, importer and distributor of top quality, healthy produce. With annual turnover in excess of EUR€1.2 billion it is headquartered in Dublin, Ireland with operations in Europe, the US, Canada, Central America and South America and Asia. Fyffes activities include the production, procurement, shipping, ripening, distribution and marketing of bananas, pineapples, melons and mushrooms. It markets its produce under a variety of very well-known brands including Fyffes®, Sol®, Turbana®, Hoya®, Highline® and All Seasons® and employs in excess of 17,000 people worldwide.

#### **4. Acquisition Process and Procedures**

Sumitomo plans to implement the Acquisition through a “Scheme of Arrangement” pursuant to Irish law. A Scheme of Arrangement is a recommended acquisition method under which the acquisition becomes effective upon the approval of Fyffes’ shareholders (as further detailed below) as well as the Irish court.

At the time of this announcement, Sumitomo has received irrevocable undertakings and other commitments to vote in favor of the Acquisition representing approximately 27.21% of Fyffes’ issued share capital (excluding treasury shares).

Approval of the Scheme of Arrangement by Fyffes’ shareholders will be effective upon the affirmative vote of more than half of the shareholders voting at the shareholders’ meeting to be convened by the Irish court, provided that the shareholders voting affirmatively represent 75% in value of the total number of voting rights exercised at the meeting.

The Acquisition is expected to be effective in the 4<sup>th</sup> quarter of the fiscal year 2016 (i.e. January to March 2017), subject to the receipt of the required court and shareholder approvals. A detailed schedule related to the Acquisition will be announced once confirmed.

#### **5. Future Outlook Regarding Sumitomo’s Financial Forecast**

Sumitomo plans to disclose the impact on its financial forecast as a result of the Acquisition in due course.

(End)

## Overview of Fyffes

(1)	Company Name	Fyffes plc		
(2)	Location of Headquarters	29 North Anne Street, Dublin 7, Ireland		
(3)	Name and Title of Representative	Chairman David McCann		
(4)	Business Description	Leading international marketer and distributor of top quality, healthy produce.		
(5)	Issued Share Capital	EUR19.698 million		
(6)	Date of Incorporation	1888		
(7)	Number of common shares outstanding	329,933,807		
(8)	Listed Stock Exchange	Irish Stock Exchange		
(9)	Major Shareholder and Shareholder Ratio (As of December 31, 2015)	The Article 6 Marital Trust created under the First Amended and Restated Jerry Zucker Revocable Trust 13.1% Balkan Investment Company and related companies 12.5% Fidelity International 10.5% Invesco Limited 4.8% Farringdon Capital Management 4.4% BNP Paribas Investment Partners 4.0%		
(10)	Ties with Fyffes	No capital, personnel or business relationships		
(11)	Fyffes' Consolidated Financial Results for the Last 3 Years (,000 euro)			
	Fiscal year	December 2013	December 2014	December 2015
	Consolidated Net Assets	147,567	182,684	213,894
	Consolidated Total Assets	317,166	371,034	443,670
	Consolidated Net Assets Per Share (Euro)	0.50	0.61	0.72
	Consolidated Revenue	835,753	852,578	985,292
	Consolidated Operating Income	29,975	38,925	32,534
	Consolidated Net Income Attributable to Fyffes	25,620	33,910	27,425
	Consolidated Net Income per Fyffes Share (Euro)	8.61	11.40	9.28
	Dividend Per Fyffes Share (Euro)	2.17	2.387	2.7451

## **General**

*The laws of the relevant jurisdictions may affect the availability of the Acquisition to persons who are not resident in Ireland. Persons who are not resident in Ireland, or who are subject to laws of any jurisdiction other than Ireland, should inform themselves about, and observe, any applicable legal or regulatory requirements. Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Acquisition disclaim any responsibility and liability for the violation of such restrictions by any person.*

*The Acquisition will not be made available, directly or indirectly, in any jurisdiction where local laws or regulations may result in a significant risk of civil, regulatory or criminal exposure if information concerning the Acquisition is sent or made available in that jurisdiction (a "Restricted Jurisdiction"), and the Acquisition will not be capable of acceptance from within a Restricted Jurisdiction.*

*The release, publication or distribution of this Announcement in or into certain jurisdictions may be restricted by the laws of those jurisdictions. Accordingly, copies of this Announcement and all other documents relating to the Acquisition are not being, and must not be, released, published, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction. Persons receiving such documents (including, without limitation, nominees, trustees and custodians) should observe these restrictions. Failure to do so may constitute a violation of the securities laws of any such jurisdiction. To the fullest extent permitted by applicable law, Sumitomo, Swordus Ireland Holding Limited and Fyffes disclaim any responsibility or liability for the violations of any such restrictions by any person.*

## **Cautionary Statement Regarding Forward-Looking Statements**

*This announcement contains certain forward-looking statements with respect to Sumitomo and Fyffes. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "aim", "will", "may", "would", "could" or "should" or other words of similar meaning or the negative thereof. Forward-looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, economic performance, financial conditions, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of the operations of the Sumitomo Group or the Fyffes Group; and (iii) the effects of government regulation on the business of the Sumitomo Group or the Fyffes Group*

*These forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of any such person, or industry results, to be materially different from any results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of such persons and the environment in which each will operate in the future. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. All subsequent oral or written forward-looking statements attributable to Sumitomo or Fyffes or any persons acting on their behalf are expressly qualified in their entirety by the cautionary statement above. Neither Sumitomo or Fyffes undertake any obligation to update publicly or revise forward-looking or other statements contained in this Announcement, whether as a result of new information, future events or otherwise, except to the extent legally required*

## **Responsibility Statements**

*The Sumitomo Directors and the Directors of Swordus Ireland Holding Limited accept responsibility for the information contained in this Announcement other than that relating to Fyffes, the Fyffes Group and the Fyffes Directors and members of their immediate families, related trusts and persons connected with them. To the best of the knowledge and belief of the Sumitomo Directors and the Directors of Swordus Ireland Holding Limited (who, in each case, have taken all reasonable care to ensure that such is the case), the information contained in this Announcement for which they accept responsibility is in accordance with the facts and does not omit anything likely to affect the import of such information.*