For Immediate Release

Sumitomo Corporation

Masayuki Hyodo,

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# Notice on Conclusion of Absorption-type Split Agreement on Partial Transfer of Metal Products Business to Wholly-Owned Subsidiary

Sumitomo Corporation resolved at its Board of Directors meeting held today to conclude an absorption-type split agreement on a company split (hereinafter, "this Company Split") by which SC Pipe Solutions Co., Ltd. (hereinafter, "SC Pipe Solutions"), a wholly-owned subsidiary of Sumitomo Corporation, is to succeed to a portion of the metal products business currently administered by Sumitomo Corporation.

Because this Company Split is a simple absorption-type split involving a 100% consolidated subsidiary, certain disclosure items/details have been omitted in this disclosure.

## 1. Purpose of this Company Split

Sumitomo Corporation, via this Company Split, will suitably transfer authority to SC Pipe Solutions to allow the establishment of more robust administration capable of utilizing a diversity of personnel to perform business operations with even greater speed. Creating an agile organization able to flexibly address changes in the environment surrounding the metal products business will enable the provision of greater added value to business partners and customers.

## 2. Overview of this Company Split

### (1) Schedule for this Company Split

Resolution on absorption-type split by Sumitomo Corporation's	July 17, 2018		
Board of Directors			
Resolution on absorption-type split by SC Pipe Solutions' Board	September	28,	2018
of Directors	(tentative)		
Conclusion of absorption-type split agreement	September	28,	2018

	(tentative)	
Resolution on absorption-type split by SC Pipe Solutions'	January 29, 2019 (tentative)	
General Meeting of Shareholders		
Date of record for split (date of entry into force)	January 31, 2019 (tentative)	

(Note) This Company Split satisfies the requirements for a simple split under the provisions of Article 784.2 of the Companies Act, and Sumitomo Corporation will therefore carry out this Company Split without approval from the General Meeting of Shareholders.

# (2) Method for this Company Split

This Company Split will be an absorption-type split (simple split), with Sumitomo Corporation as the splitting company and SC Pipe Solutions as the succeeding company.

(3) Allocation of shares in connection with this Company Split SC Pipe Solutions will issue one ordinary share and allocate it to Sumitomo Corporation.

#### (4) Handling of share options and bonds with share options

There will be no changes made to share options issued by Sumitomo Corporation as a consequence of this Company Split, and Sumitomo Corporation has not issued bonds with share options.

## (5) Changes in capital as a consequence of this Company Split

There will be no changes made in Sumitomo Corporation's capital as a consequence of this Company Split.

#### (6) Rights and obligations assumed by the succeeding company

SC Pipe Solutions is to inherit all assets, liabilities, contractual statuses, and other rights and obligations deemed necessary to carry out the business involved in the Company Split (hereinafter, "Company Split Business").

#### (7) Prospects for fulfillment of obligations

Sumitomo Corporation has determined that SC Pipe Solutions can be rightfully expected to fulfill the obligations it assumes with this Company Split.

#### (8) Profiles of companies involved in this Company Split

	Splitting company	Succeeding company
	(As of March 31, 2018)	(As of March 31, 2018)
① Name	Sumitomo Corporation	SC Pipe Solutions Co., Ltd.

2	Address	Harumi 1-8-1	1, Chuo-ku, Tokyo	Sumitomo Corporation Takebashi	
				Building, Hitotsubashi 1-2-2,	
				Chiyoda-ku, Tokyo	
3	Name and title of	Masayuki Hyodo, President and Chief		Yuji Katagiri, President and CEO	
	representative	Executive Officer			
4	Description of	Integrated tra	ding company	Distribution, processing and	
	business			sales of steel tubes and	
				associated products	
<b>⑤</b>	Capital	219,279 millio	n yen	843 million yen	
<b>6</b>	Date established	December 24	, 1919	November 27, 1981	
7	Shares	1,250,602,86	7 shares	1,686,650 shares	
	outstanding				
8	Fiscal year-end	March 31		March 31	
9	Major	The Master Trus	st Bank of Japan, 6.82%	Sumitomo Corporation 100%	
	shareholders and	Ltd.			
	shareholding	Japan Trustee Se	rvices Bank, Ltd. 5.26%		
	ratios	Liberty Programn	ning Japan, LLC 3.66%		
10	① Financial position and operating results for most recent business year (in millions of yen, exception)			ess vear (in millions of ven except	
	when otherwise spe			occ year (iii iiiiiiiiiii e year, execpt	
Na	Name of company		Sumitomo Corporation	SC Pipe Solutions	
	. ,		(consolidated)	·	
Fis	cal year		Fiscal year ended March	Fiscal year ended March	
	•		2018	2018	
	t assets				
,	(Equity attributable to owners of the parent)		2,558,16	6,830	
Tot	al assets		7,770,63	32 28,265	
	t assets per share (y		2,048.9	93 4,050	
	(Equity per share attributable to owners of the parent)		۷,040.۱	4,000	
Tot	Total trading transactions			- 63,132	
Re	Revenues		4,827,32	23 –	
Ор	Operating income			-   1,172	
Ord	Ordinary income			-   1,232	
Net income		200 50	050		
	(earnings for the year attributable to owners of the parent)		308,52	21 852	
	Net income per share (yen)		246.0	505	
	(earnings per share attributable to owners of the parent (basic))		246.9	91 505	

- (9) Details of business involved in this Company Split (Company Split Business)
  - Business activities pertaining to mechanical tubular products (business activities pertaining to air bags in Japan) and specialty tubular products (transactions in Japan)
  - ② Business pertaining to general tubular products sold at stores in Japan
- (10) Business results of Company Split Business (for fiscal year ended March 2018) Total trading transactions: 17.8 billion yen

#### (11) Asset and liability items/amounts to be split (as of March 31, 2018)

Assets		Liabilities	
Current assets	-	Current liabilities	-
Fixed assets	71 million yen	Fixed liabilities	-
Total	71 million yen	Total	-

(Note) The assets and liabilities to be split will be finalized after any and all changes to the above amounts have been made by the day prior to the day of the split.

# (12) Status of companies involved after this Company Split

There will be no changes made to Sumitomo Corporation's name, address, name/title of representative, business activities, capital and fiscal term as a consequence of this Company Split.

There will be no changes made to SC Pipe Solutions' name, address, name/title of representative, business activities, and fiscal term as a consequence of this Company Split. SC Pipe Solutions' capital will be increased by 71 million yen to 900 million yen.

#### 3. Future outlook

This Company Split is a transaction between Sumitomo Corporation and a wholly-owned subsidiary of Sumitomo Corporation, so any impact that this Company Split might have on Sumitomo Corporation's consolidated financial results will be negligible.

(Reference) Consolidated earnings forecasts for the fiscal year ending March 31, 2019 (announced on May 8, 2018) and consolidated results for the previous fiscal year

	Profit for the year attributable to owners of	Earnings per share attributable to owners of
	the parent	the parent (basic)
Unit	million yen	yen

Forecasts for current fiscal term (ending March 31, 2019)	320,000	256.33
Results for previous fiscal year (ended March 31, 2018)	308,521	247.13

(Note) Cautionary Statement Concerning Forward-Looking Statements

This report includes forward-looking statements relating to our future plans, forecasts, objectives, expectations and intentions. The forward-looking statements reflect management's current assumptions and expectations of future events, and accordingly, they are inherently susceptible to uncertainties and changes in circumstances and are not guarantees of future performance. In light of the many risks and uncertainties, you are advised not to put undue reliance on these statements. Sumitomo Corporation is under no obligation -- and expressly disclaims any such obligation -- to update or alter its forward-looking statements.