



March 25, 2025

To whom it may concern:

Sumitomo Corporation  
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### **Notice of Partial Amendments to the Articles of Incorporation**

Sumitomo Corporation (the “Company”) hereby announces that it resolved by a resolution of the Board of Directors as of today to submit a proposal for “Partial Amendments to the Articles of Incorporation” to the 157th Ordinary General Meeting of Shareholders, scheduled to be held in June 2025.

#### **1. Purpose of Amendments to Articles of Incorporation**

As announced in the “Notice of Transition to a Company with an Audit & Supervisory Committee” dated January 28, 2025, the Company resolved at its meeting of the Board of Directors the transition from its current status as a “Company with an Audit & Supervisory Board” to a “Company with an Audit & Supervisory Committee,” subject to approval at the Ordinary General Meeting of Shareholders scheduled for June 2025. In connection with this transition, the Company intends to amend its Articles of Incorporation as follows:

- (1) Establishment of new provisions in relation to the Audit & Supervisory Committee and Audit & Supervisory Committee Members.
- (2) Establishment of new provisions in relation to the delegation of authority from the Board of Directors to individual Directors.
- (3) Deletion of provisions in relation to the Audit & Supervisory Board and Audit & Supervisory Board Members.
- (4) Other necessary amendments, including renumbering of articles, arising from the foregoing amendments.

#### **2. Details of Proposed Amendments to Articles of Incorporation**

The details of the proposed amendments to the Articles of Incorporation are as set forth in the attached document (the underlined portions indicate the amendments).

#### **3. Schedule**

Date of the General Meeting of Shareholders for approval of the amendments to the Articles of Incorporation:	June 20, 2025 (scheduled)
Effective date of the amendments to the Articles of Incorporation:	June 20, 2025 (scheduled)

(Attachment) Details of Proposed Amendments to the Articles of Incorporation

(the underlined portions indicate the amendments)

Current Articles of Incorporation	Proposed Amendments
<p style="text-align: center;"><b>CHAPTER I. GENERAL PROVISIONS</b></p> <p>ARTICLES 1 to 3 (Text omitted)</p> <p>ARTICLE 4. INSTITUTIONS In addition to the General Meeting of Shareholders and the Directors, the Corporation shall have the following:</p> <ol style="list-style-type: none"> <li>1. Board of Directors;</li> <li>2. <u>Audit &amp; Supervisory Board Members;</u></li> <li>3. <u>Audit &amp; Supervisory Board;</u> and</li> <li>4. Accounting Auditor.</li> </ol> <p>ARTICLE 5. (Text omitted)</p>	<p style="text-align: center;"><b>CHAPTER I. GENERAL PROVISIONS</b></p> <p>ARTICLES 1 to 3 (Unchanged)</p> <p>ARTICLE 4. INSTITUTIONS In addition to the General Meeting of Shareholders and the Directors, the Corporation shall have the following:</p> <ol style="list-style-type: none"> <li>1. Board of Directors;</li> <li>2. <u>Audit &amp; Supervisory Committee;</u> and (Deleted)</li> <li>3. Accounting Auditor.</li> </ol> <p>ARTICLE 5. (Unchanged)</p>
<p style="text-align: center;"><b>CHAPTER II. SHARES</b></p> <p>ARTICLES 6 to 9 (Text omitted)</p> <p>ARTICLE 10. REGISTRAR OF SHAREHOLDERS</p> <ol style="list-style-type: none"> <li>(1) The Corporation shall have a Registrar of Shareholders.</li> <li>(2) The Registrar of Shareholders and its place of business shall be <u>decided by resolution of the Board of Directors</u>, and shall be publicly noticed.</li> <li>(3) The Registrar of Shareholders shall be entrusted with the preparation and maintenance of the Corporation’s register of shareholders and the register of stock acquisition rights, as well as other duties relating to the register of shareholders and the register of stock acquisition rights. The Corporation shall not handle such matters at its place of business.</li> </ol> <p>ARTICLE 11. HANDLING OF SHARES The Corporation’s shares and related fees shall be handled in compliance with applicable laws and regulations and the Articles of Incorporation as well as the Share Handling Rules established by the Board of Directors.</p>	<p style="text-align: center;"><b>CHAPTER II. SHARES</b></p> <p>ARTICLES 6 to 9 (Unchanged)</p> <p>ARTICLE 10. REGISTRAR OF SHAREHOLDERS</p> <ol style="list-style-type: none"> <li>(1) (Unchanged)</li> <li>(2) The Registrar of Shareholders and its place of business shall be <u>determined by the Board of Directors or by a Director to whom such authority has been delegated by resolution of the Board of Directors</u>, and shall be publicly noticed.</li> <li>(3) (Unchanged)</li> </ol> <p>ARTICLE 11. HANDLING OF SHARES The Corporation’s shares and related fees shall be handled in compliance with applicable laws and regulations and the Articles of Incorporation as well as the Share Handling Rules established by the Board of Directors <u>or by a Director to whom such authority has been delegated by resolution of the Board of Directors.</u></p>
<p style="text-align: center;"><b>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</b></p> <p>ARTICLES 12 to 17 (Text omitted)</p>	<p style="text-align: center;"><b>CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</b></p> <p>ARTICLES 12 to 17 (Unchanged)</p>

**CHAPTER IV. DIRECTORS, BOARD OF  
DIRECTORS  
AND EXECUTIVE OFFICERS**

ARTICLE 18. ELECTION OF DIRECTORS  
(Newly established)

- (1) A resolution for the election of Directors shall be adopted by a majority vote of the shareholders present at a General Meeting of Shareholders attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.
- (2) A resolution for the election of Directors shall not be adopted based on cumulative voting.  
(Newly established)

ARTICLE 19. TERM OF OFFICE OF DIRECTORS  
The term of office of a Director shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within the one (1) year period from the time of the election of such Director.

(Newly established)

(Newly established)

**CHAPTER IV. DIRECTORS, BOARD OF  
DIRECTORS  
AND EXECUTIVE OFFICERS**

ARTICLE 18. ELECTION OF DIRECTORS

(1) Directors shall be elected by resolution of a General Meeting of Shareholders, distinguishing between Directors who serve as Audit & Supervisory Committee Members and other Directors.

(2) (Unchanged)

(3) (Unchanged)

(4) The period during which the resolution for the election of a substitute Director who serves as an Audit & Supervisory Committee Member remains in effect shall continue until the commencement of the Ordinary General Meeting of Shareholders for the final business year which ends within two (2) year period from the time of the resolution.

ARTICLE 19. TERM OF OFFICE OF DIRECTORS

(1) The term of office of a Director who does not serve as an Audit & Supervisory Committee Member shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within the one (1) year period from the time of the election of such Director.

(2) The term of office of a Director who serves as an Audit & Supervisory Committee Member shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within the two (2) year period from the time of the election of such Director.

(3) The term of office of a Director who serves as an Audit & Supervisory Committee Member appointed as a substitute for a Director who served as an Audit & Supervisory Committee Member and retired prior to the expiration of such Director's term of office shall continue until the expiration of the term of office of such retired Director who served as an Audit & Supervisory Committee Member.

ARTICLE 20. REPRESENTATIVE DIRECTORS AND EXECUTIVE DIRECTORS

- (1) The Board of Directors shall elect one or more Representative Directors by its resolution.
  
- (2) The Board of Directors may appoint the Chairman of the Board of Directors by its resolution.

ARTICLE 21. MEETINGS OF THE BOARD OF DIRECTORS

- (1) A meeting of the Board of Directors shall be convened by the Chairman of the Board of Directors, and he/she shall preside as chairman at the meeting. Should no Chairman of the Board of Directors have been appointed, or should the Chairman of the Board of Directors be unable to act, another Director shall act in his/her place, in accordance with the order determined in advance by the Board of Directors.
- (2) Notice of a meeting of the Board of Directors shall be given to each Director and Audit & Supervisory Board Member three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.
- (3) When the requirements of Article 370 of the Companies Act have been met, the Corporation shall deem that a resolution by the Board of Directors has been adopted  
(Newly established)

ARTICLE 22. REMUNERATION FOR DIRECTORS  
Directors' remuneration, bonuses, and other financial benefits received from the Corporation in consideration of the performances of duties rendered to the Corporation (hereinafter collectively referred to as "Remuneration") shall be determined by resolution of the General Meeting of Shareholders.

ARTICLE 20. REPRESENTATIVE DIRECTORS AND EXECUTIVE DIRECTORS

- (1) The Board of Directors shall elect one or more Representative Directors from among the Directors who do not serve as Audit & Supervisory Committee Members by its resolution.
- (2) (Unchanged)

ARTICLE 21. MEETINGS OF THE BOARD OF DIRECTORS

- (1) (Unchanged)
  
- (2) Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.
  
- (3) (Unchanged)

ARTICLE 22. DELEGATION OF DECISION-MAKING AUTHORITY ON IMPORTANT BUSINESS EXECUTION

In accordance with the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Corporation may, by a resolution of the Board of Directors, delegate to Directors all or part of the decision-making authority on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article).

ARTICLE 23. REMUNERATION FOR DIRECTORS  
Directors' remuneration, bonuses, and other financial benefits received from the Corporation in consideration of the performances of duties rendered to the Corporation (hereinafter collectively referred to as "Remuneration") shall be determined by resolution of the General Meeting of Shareholders, distinguishing between Directors who serve as Audit & Supervisory Committee Members and other Directors.

<p>ARTICLE <u>23</u>. EXEMPTION OF DIRECTORS FROM LIABILITY (Text omitted)</p>	<p>ARTICLE <u>24</u>. EXEMPTION OF DIRECTORS FROM LIABILITY (Unchanged)</p>
<p>ARTICLE <u>24</u>. EXECUTIVE OFFICERS (Text omitted)</p>	<p>ARTICLE <u>25</u>. EXECUTIVE OFFICERS (Unchanged)</p>
<p><b><u>CHAPTER V. AUDIT &amp; SUPERVISORY BOARD MEMBERS AND AUDIT &amp; SUPERVISORY BOARD</u></b></p>	<p>(Deleted)</p>
<p><u>ARTICLE 25. ELECTION OF AUDIT &amp; SUPERVISORY BOARD MEMBERS</u> <u>A resolution for the election of Audit &amp; Supervisory Board Members shall be adopted by a majority vote of the shareholders present at a General Meeting of Shareholders attended by shareholders holding at least one-third of the voting rights of the shareholders eligible to exercise their voting rights.</u></p>	<p>(Deleted)</p>
<p><u>ARTICLE 26. TERM OF OFFICE OF AUDIT &amp; SUPERVISORY BOARD MEMBERS</u> (1) <u>The term of office of an Audit &amp; Supervisory Board Member shall continue until the conclusion of the Ordinary General Meeting of Shareholders for the final business year which ends within four (4) year period from the time of the election of such Audit &amp; Supervisory Board Member.</u> (2) <u>The term of office of an Audit &amp; Supervisory Board Member who has been selected as a replacement for an Audit &amp; Supervisory Board Member who retired prior to the completion of his/her term of office shall continue for the remaining term of such retired Audit &amp; Supervisory Board Member.</u></p>	<p>(Deleted)</p>
<p><u>ARTICLE 27. FULL-TIME AUDIT &amp; SUPERVISORY BOARD MEMBERS AND SENIOR AUDIT &amp; SUPERVISORY BOARD MEMBERS</u> (1) <u>The Audit &amp; Supervisory Board shall elect one or more Full-Time Audit &amp; Supervisory Board Members by its resolution.</u> (2) <u>The Audit &amp; Supervisory Board may elect one or more Senior Audit &amp; Supervisory Board Members by its resolution.</u></p>	<p>(Deleted)</p>
<p><u>ARTICLE 28. MEETINGS OF THE AUDIT &amp; SUPERVISORY BOARD</u> (1) <u>A meeting of the Audit &amp; Supervisory Board shall be convened by an Audit &amp; Supervisory Board Member determined in advance by the</u></p>	<p>(Deleted)</p>

Audit & Supervisory Board, provided that this shall not preclude another Audit & Supervisory Board Member from convening a meeting.

(2) The Audit & Supervisory Board Member who convened the meeting of the Audit & Supervisory Board under the preceding paragraph shall preside as chairman of the meeting.

(3) Notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.

ARTICLE 29. REMUNERATION FOR AUDIT & SUPERVISORY BOARD MEMBERS

(Deleted)

Audit & Supervisory Board Members' Remuneration shall be determined by the resolution of the General Meeting of Shareholders.

ARTICLE 30. EXEMPTION OF AUDIT & SUPERVISORY BOARD MEMBERS FROM LIABILITY

(Deleted)

(1) To the extent provided for by applicable laws and regulations, the Corporation may exempt the Audit & Supervisory Board Members from liability by resolution of the Board of Directors.

(2) The Corporation may enter into such an agreement with the Audit & Supervisory Board Member that limits, to the extent provided for by applicable laws and regulations, the liability of such Audit & Supervisory Board Member.

(Newly established)

(Newly established)

**CHAPTER V. AUDIT & SUPERVISORY COMMITTEE**

ARTICLE 26. AUDIT & SUPERVISORY COMMITTEE

(1) A meeting of the Audit & Supervisory Committee shall be convened by an Audit & Supervisory Committee Member determined in advance by the Audit & Supervisory Committee, provided that this shall not preclude another Audit & Supervisory Committee Member from convening a meeting.

(2) The Audit & Supervisory Committee Member who convened the meeting of the Audit & Supervisory Committee under the preceding paragraph shall preside as chairman of the meeting.

(Newly established)

**CHAPTER VI. ACCOUNTING**

ARTICLE 31. BUSINESS YEAR  
(Text omitted)

ARTICLE 32. DISTRIBUTION OF RETAINED EARNINGS  
(Text omitted)

ARTICLE 33. PRESCRIPTION PERIOD  
(Text omitted)

(Newly established)

(3) Notice of a meeting of the Audit & Supervisory Committee shall be given to each Audit & Supervisory Committee Member at least three (3) days before the date of the meeting, provided that this period may be shortened in case of urgent necessity.

**ARTICLE 27. FULL-TIME AUDIT & SUPERVISORY COMMITTEE MEMBERS**

The Audit & Supervisory Committee may elect one or more Full-Time Audit & Supervisory Committee Members from among Audit & Supervisory Committee Members by its resolution.

**CHAPTER VI. ACCOUNTING**

ARTICLE 28. BUSINESS YEAR  
(Unchanged)

ARTICLE 29. DISTRIBUTION OF RETAINED EARNINGS  
(Unchanged)

ARTICLE 30. PRESCRIPTION PERIOD  
(Unchanged)

**Supplementary Provisions**

In relation to the exemption from liability under Article 423, Paragraph 1 of the Companies Act for the actions of Audit & Supervisory Board Members prior to the amendments to the Articles of Incorporation of the Corporation in accordance with the resolution of the 157th Ordinary General Meeting of Shareholders (business year 2024) held in June 2025, and any agreement limiting such liability, the provisions previously in force shall continue to apply.