



For Immediate Release

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

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Sumitomo Corporation

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Notice Regarding Tender Offer for Own Shares

Sumitomo Corporation (“Sumitomo”) hereby announces that, at the meeting of its Board of Directors held today, it has resolved to conduct a tender offer for its own shares (the “Tender Offer”) as the specific method of share repurchases of its common stock. This decision follows the prior resolution at the Board of Directors meeting held on May 1, 2025, authorizing the share repurchases in accordance with Article 156 of the Companies Act of Japan (Act No. 86 of 2005, as amended; the “Companies Act”), as applied pursuant to Article 165, Paragraph 3 of the Companies Act, and in accordance with the provisions of its Articles of Incorporation.

1. Purpose of the Tender Offer

Sumitomo’s shareholder return policy under the “Medium-Term Management Plan 2026 (FY2024–FY2026)” and beyond, as set in FY2024, is as follows:

- (1) Pay dividends and repurchase its own shares in a flexible and agile manner with a total payout ratio of 40% or higher
- (2) Further improve dividend stability and increase dividends in line with profit growth through progressive dividend payments (maintaining or increasing the annual dividend per share compared to the previous fiscal year)

By pursuing sustainable profit growth and further strengthening its earnings base, Sumitomo seeks to enhance shareholder returns and increase shareholder value.

Sumitomo’s basic policy is to pay dividends from surplus twice a year—an interim dividend and a year-end dividend. The interim dividend is determined at the meeting of its Board of Directors, while the year-end dividend is approved at the General Meeting of Shareholders.

For the fiscal year ending March 2025, Sumitomo paid an interim dividend of 65 yen per share and a year-end dividend of 65 yen per share. For the fiscal year ending March 2026, Sumitomo plans to pay an interim dividend of 70 yen per share and a year-end dividend of 70 yen per share.

In accordance with Article 165, Paragraph 2 of the Companies Act, Sumitomo’s Articles of Incorporation stipulate that Sumitomo may repurchase its own shares by a resolution of the Board of Directors without requiring a resolution of the General Meeting of Shareholders. This is intended to enable the flexible and agile execution of capital policy in response to changes in the business environment. Over the past five years (including today), Sumitomo has repurchased its own shares through the method of purchase on the market at the Tokyo Stock Exchange, Inc. (the “Tokyo Stock Exchange”), as shown in the table below.

Date of Resolution	Cumulative Period for Repurchases	Number of Shares Repurchased	Aggregate Repurchased Amount
February 6, 2023 (Meeting of Board of Directors)	February 7 – April 28, 2023	21,268,200 shares	49,999,766,200 yen
May 9, 2023 (Meeting of Board of Directors)	May 10 – June 9, 2023	7,478,000 shares	19,999,913,350 yen
May 2, 2024 (Meeting of Board of Directors)	May 7 – June 17, 2024	12,288,300 shares	49,999,649,148 yen

In addition, as shown in the above table, Sumitomo has continuously conducted share repurchases. In line with the above shareholder return policy and for the purpose of enhancing capital efficiency and increasing shareholder returns, at the meeting of the Board of Directors on May 1, 2025, Sumitomo resolved to repurchase its own shares during the period from May 2, 2025 to March 31, 2026, with an upper limit of 35 million shares and a total repurchase amount not exceeding 80 billion yen.

On April 23, 2024, Sumitomo received a notification from Mitsui Sumitomo Insurance Company, Limited (the “Prospective Tendering Shareholder”), which was the eighth-largest shareholder of Sumitomo as of March 31, 2024, indicating its intention to sell 15,000,000 shares of Sumitomo’s common stock (the ownership ratio as of March 31, 2024 (Note 1): 1.23%) held for the purpose of cross-shareholdings, from the perspective of reducing cross-shareholdings.

On July 8, 2024, Sumitomo received a notification from the Prospective Tendering Shareholder indicating its intention to sell all of Sumitomo’s common stock held for the purpose of cross-shareholdings by March 2029, and its intention to consult with Sumitomo going forward regarding the method and timing of such sale.

On August 26, 2024, Sumitomo notified the Prospective Tendering Shareholder that it would consider and propose the method and timing of the sale of Sumitomo’s common stock held by the Prospective Tendering Shareholder based on its financial results and other relevant factors for the fiscal year ending March 2025.

(Note 1) The “ownership ratio as of March 31, 2024” refers to the ratio (rounded to the second decimal place) calculated by dividing the number of shares (1,221,939,144 shares) obtained by deducting the number of treasury shares held by Sumitomo as of March 31, 2024 (1,143,723 shares) from the total number of issued shares of Sumitomo as of the same date (1,223,082,867 shares), as stated in Sumitomo’s 156th Annual Securities Report filed on June 21, 2024.

Subsequently, in light of the Prospective Tendering Shareholder’s intention to sell Sumitomo’s common stock it holds, Sumitomo conducted a review and concluded that if the Prospective Tendering Shareholder were to sell the shares on the market, a certain number of Sumitomo’s common stock would be released into the market, which could temporarily worsen the supply-demand balance of the shares. Accordingly, Sumitomo considers it desirable to avoid such a situation. In addition, Sumitomo believes that if it repurchases the shares as treasury stock, such repurchase should contribute to improving capital efficiency indicators such as earnings per share (EPS) and return on equity (ROE). Accordingly, Sumitomo has concluded that acquiring the shares as part of its share repurchase program would lead to the enhancement of shareholder returns.

With respect to the specific method of share repurchases, Sumitomo conducted a thorough examination of the share repurchase of a certain number of its shares from the perspective of its capital policy, considering

transparency of transaction and prevailing market conditions. As a result, in late March 2025, Sumitomo determined that a tender offer would be appropriate for acquiring its own shares, based on the following considerations: (i) a tender offer would provide shareholders other than the Prospective Tendering Shareholder with a certain period for consideration and the opportunity to decide whether to tender their shares in light of market price trends; (ii) transparency of transaction can be ensured by conducting the repurchase in accordance with the procedures prescribed by applicable laws and regulations, etc.; (iii) as an off-market transaction, a tender offer would have relatively limited impact on the liquidity of Sumitomo's common stock in the market; and (iv) in the case of market purchases or off-auction transactions, the repurchase price is required by applicable rules to be at the market price, making it impracticable to conduct the repurchase at a discounted price, and thus such alternatives are not considered superior to a tender offer.

In light of the above considerations, on April 1, 2025, Sumitomo notified the Prospective Tendering Shareholder of its intention to repurchase a portion of Sumitomo's common stock held by the Prospective Tendering Shareholder at a price discounted from the market price on the Tokyo Stock Exchange Prime Market, in the event that Sumitomo conducts a tender offer.

On April 9, 2025, Sumitomo received a response from the Prospective Tendering Shareholder indicating its positive consideration of tendering 7,000,000 shares (the ownership ratio as of March 31, 2025 (Note 2): 0.58%; the "Shares Intended for Tender"), which form part of the 15,000,000 shares of Sumitomo's common stock held by the Prospective Tendering Shareholder (the ownership ratio as of March 31, 2025: 1.24%).

Furthermore, on June 23, 2025, considering the time required to complete internal approval procedures and other necessary preparations for the implementation of the Tender Offer, Sumitomo consulted with the Prospective Tendering Shareholder regarding the setting of August 1, 2025 as the commencement date of the Tender Offer, and on the same date received a response from the Prospective Tendering Shareholder indicating its agreement. Sumitomo has received an explanation from the Prospective Tendering Shareholder stating that, with respect to Sumitomo's common stock that will remain after the completion of this Tender Offer, no specific policy regarding their disposal or other treatment has been determined at this time, and that the shareholder intends to consider possible options going forward.

(Note 2) The "ownership ratio as of March 31, 2025" refers to the ratio (rounded to the second decimal place) calculated by dividing the number of shares (1,210,006,631 shares) obtained by deducting the number of treasury shares held by Sumitomo as of March 31, 2025 (1,092,736 shares) from the total number of issued shares of Sumitomo as of the same date (1,211,099,367 shares), as stated in Sumitomo's 157th Annual Securities Report filed on June 18, 2025.

In determining the purchase price for this Tender Offer (the "Tender Offer Price"), Sumitomo has taken into consideration the fact that its common stock is listed on a financial instruments exchange, and that repurchases of their own shares by listed companies are often conducted through market purchases via such exchanges, enabling flexible acquisitions at price levels formed based on supply and demand in the market. Based on these factors, Sumitomo has placed emphasis on the clarity and objectivity of the pricing standard and has determined that the market price of Sumitomo's common stock should serve as the basis for the Tender Offer Price.

Furthermore, from the perspective of respecting the interests of shareholders who do not tender their shares in this Tender Offer and continue to hold Sumitomo's common stock, and in order to minimize the outflow of Sumitomo's assets to the extent possible, in late March 2025, Sumitomo has determined that it would be desirable to repurchase its own shares at a price reflecting a certain discount to the market price of Sumitomo's common stock.

With respect to the discount rate, Sumitomo reviewed 109 cases of tender offers for own shares in Japan that

were resolved on or after January 1, 2021, and completed by June 30, 2025, during which period the discussion on the reduction of cross-shareholdings has become increasingly active. Among these cases, in 95 cases (the “Comparable Cases”) that were conducted using a discount rate, the most common were 75 cases that applied a discount rate of approximately 10% (more than 9% and up to 10%). Considering the volatility of Sumitomo’s common stock price, Sumitomo has determined that applying a discount rate of 10% would be appropriate.

In addition, with respect to the reference share price of Sumitomo’s common stock to which the discount is to be applied, Sumitomo has considered that, in addition to the objective of minimizing the outflow of Sumitomo’s assets to the extent possible, using a normalized value such as the average share price over a certain period eliminates the impact of special factors such as temporary stock price fluctuations and provides an objective and reasonable basis for calculation. On the other hand, in order to reduce the risk that the market price may fluctuate during the tender offer period (the “Tender Offer Period”) and fall below the Tender Offer Price, Sumitomo has determined that the Tender Offer Price should be at a discounted level even relative to the most recent market price. Accordingly, Sumitomo has concluded that it would be appropriate to adopt, as the basis for the Tender Offer Price, the lower of (i) the closing price of Sumitomo’s common stock on July 30, 2025, which is the business day immediately preceding the date of the resolution of Sumitomo’s Board of Directors to implement the Tender Offer (scheduled July 31, 2025), or (ii) the simple average of the closing prices of Sumitomo’s common stock over the one-month period up to and including July 30, 2025.

Based on the above, Sumitomo proposed to the Prospective Tendering Shareholder on June 30, 2025, that they may tender their shares under the Tender Offer at a price discounted by 10% from either the closing price of Sumitomo’s common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the date of Sumitomo’s Board of Directors’ resolution on the Tender Offer (July 31, 2025) or the simple average of the closing price of Sumitomo’s common stock over the one-month period ending on July 30, 2025, whichever is lower. After discussions and negotiations, on July 10, 2025, the Prospective Tendering Shareholder responded affirming their intention to tender shares under these terms.

In light of these discussions and negotiations, Sumitomo, at the meeting of its Board of Directors held today, resolved under the provisions of Article 156, Paragraph 1 of the Companies Act as applied pursuant to Article 165, Paragraph 3 of the Companies Act, and in accordance with the provisions of Sumitomo’s Articles of Incorporation, to conduct the Tender Offer as the specific method for share repurchase. Sumitomo also resolved that the Tender Offer Price will be the price of 3,380 yen (Rounded to the nearest yen. The same will apply in the calculation of the Tender Offer Price hereinafter) after applying a 10% discount to the simple average of the closing price of Sumitomo’s common stock, 3,755 yen, over the one-month period ending on the business day preceding the board resolution (July 30, 2025).

The funds required for the Tender Offer will be fully financed with Sumitomo’s own funds. As stated in Sumitomo’s 157th Annual Securities Report, published on June 18, 2025, Sumitomo’s consolidated liquidity (cash and cash equivalents) as of March 31, 2025, was 570,617 million yen. Considering that approximately 26,000 million yen will be required for the Tender Offer, Sumitomo has determined that this will not have a material impact on its financial condition or dividend policy.

Regarding the number of shares to be purchased in this Tender Offer, after consideration from the perspective of providing an opportunity to tender to shareholders other than the Prospective Tendering Shareholder, it was determined that, out of 95 cases of Comparable Cases, the largest number of cases (47 cases) involved a tender offer number that included approximately a 10% increase over the number of shares expected to be tendered by specific shareholders. Therefore, it was concluded that an increase of approximately 10% over the Shares Intended for Tender is appropriate. As a result, based on the resolution of the Board of Directors held on July 31, 2025, the upper limit for the number of shares to be purchased in this Tender Offer is set at 7,700,000 shares, which is a 10% increase over the 7,000,000 shares of the Shares Intended for Tender

(ownership ratio (Note 3): 0.58%).

In the event that the total number of shares tendered in this Tender Offer exceeds the number of shares to be purchased, the purchase will be conducted on a pro-rata basis, and Sumitomo will acquire only a portion of the 7,000,000 shares of the Shares Intended for Tender. Sumitomo has received a response from the Prospective Tendering Shareholder that, in the event that the total number of shares tendered in the Tender Offer exceeds the number of shares to be purchased and a pro-rata purchase method is applied, and not all of the Shares Intended for Tender are purchased, the Prospective Tendering Shareholder intends to dispose of any unpurchased common stock of Sumitomo through market sales as appropriate.

Furthermore, Sumitomo has confirmed that, with respect to the 8,000,000 shares of Sumitomo's common stock (ownership ratio: 0.66%) held by the Prospective Tendering Shareholder, no specific policy regarding their disposal or other treatment has been determined at this time, and that the shareholder intends to consider possible options going forward.

(Note 3) The "ownership ratio" refers to the ratio (rounded to the second decimal place) calculated by dividing the number of shares (1,210,016,504 Shares) obtained by deducting the number of treasury shares held by Sumitomo as of June 30, 2025 (1,082,863 shares) from the total number of issued shares of Sumitomo as of the same date (1,211,099,367 shares), as stated in Sumitomo's "Consolidated Financial Results FY2025 (Three-month period ended June 30, 2025)" published on July 31, 2025. The same method will be used for calculating the ownership ratio hereinafter.

Furthermore, as stated in the "Notice Regarding Share Repurchases and Cancellation of Treasury Stock" published by Sumitomo on May 1, 2025, the treasury shares repurchased through this Tender Offer, excluding 1 million shares to be allocated as stock compensation, will be canceled on April 10, 2026, pursuant to the resolution of the Board of Directors held on May 1, 2025.

2. Resolution of the Board of Directors Regarding Share Repurchases

(1) Details of the Resolution

Class of Shares	Total Number of Shares to be Repurchased	Aggregate Repurchase Amount
Common Stock	35,000,000 shares	80,000,000,000 yen

(Note 1) The ratio of the number of shares to be repurchased to the total number of issued shares as of today is 2.89% (rounded to the second decimal place). The ownership ratio of the shares to be repurchased is 2.89%.

(Note 2) Total number of shares to be repurchased is the upper limit resolved at the meeting of the Board of Directors held on May 1, 2025.

(Note 3) Aggregate repurchase amount is the upper limit resolved at the meeting of the Board of Directors held on May 1, 2025.

(Note 4) Period for repurchase is from May 2, 2025 to March 31, 2026.

(Note 5) Sumitomo plans to repurchase its own shares not acquired through the Tender Offer by conducting market purchases on the Tokyo Stock Exchange Prime Market from September 26, 2025 (the business day following the commencement date of settlement for the Tender Offer) to March 31, 2026.

(Note 6) Depending on market conditions and other factors, a portion of the planned share repurchases may not be executed.

(2) Treasury Shares Repurchased Based on the Above Resolution

Not applicable.

3. Overview of the Tender Offer

(1) Schedule

(A) Resolution Date of the Board of Directors:	Thursday, July 31, 2025
(B) Date of Public Notice of Commencement of the Tender Offer:	Friday, August 1, 2025 Public notice will be made electronically via the Internet, and a notice to that effect will be published in The Nikkei. (URL of the electronic public notice: https://disclosure2.edinet-fsa.go.jp/)
(C) Filing Date of the Tender Offer Registration Statement:	Friday, August 1, 2025
(D) Tender Offer Period:	From Friday, August 1, 2025 to Monday, September 1, 2025 (21 business days)

(2) Tender Offer Price

3,380 yen per share of common stock

(3) Basis for Calculation of the Tender Offer Price

(A) Basis of Calculation

In determining the Tender Offer Price, Sumitomo has taken into consideration the fact that its common stock is listed on a financial instruments exchange, and that repurchases of their own

shares by listed companies are often conducted through market purchase via such exchanges, enabling flexible acquisitions at price levels formed based on supply and demand in the market. Based on these factors, Sumitomo has placed emphasis on the clarity and objectivity of the pricing standard and has determined that the market price of Sumitomo's common stock should serve as the basis for the Tender Offer Price. Furthermore, from the perspective of respecting the interests of shareholders who do not tender their shares in this Tender Offer and continue to hold Sumitomo's common stock, and in order to minimize the outflow of Sumitomo's assets to the extent possible, Sumitomo has determined that it would be desirable to repurchase its own shares at a price reflecting a certain discount to the market price of Sumitomo's common stock.

Regarding the discount rate, Sumitomo has determined that in Comparable Cases, 75 cases with a discount rate of approximately 10% (more than 9% and up to 10%) are the most common. Even considering the volatility of Sumitomo's common stock price, Sumitomo has determined that applying a discount rate of 10% would be appropriate. Furthermore, regarding the reference share price of Sumitomo's common stock to which the discount is to be applied, Sumitomo has considered that, in addition to the objective of minimizing the outflow of Sumitomo's assets to the extent possible, using a normalized value such as the average share price over a certain period would eliminate the impact of special factors such as temporary stock price fluctuations and provides an objective and reasonable basis for calculation. On the other hand, in order to reduce the risk that the market price may fluctuate during the Tender Offer Period and fall below the Tender Offer Price, Sumitomo has determined that the Tender Offer Price should be at a discounted level even relative to the most recent market price. Accordingly, Sumitomo has concluded that it would be appropriate to adopt, as the base for the Tender Offer Price, the lower of (i) the closing price of Sumitomo's common stock on July 30, 2025, the business day immediately preceding the Board of Directors' resolution to implement the Tender Offer (scheduled for July 31, 2025), or (ii) the simple average of the closing price of Sumitomo's common stock over the one-month period up to and including July 30, 2025.

Based on the above, Sumitomo proposed to the Prospective Tendering Shareholder on June 30, 2025, that they may tender their shares under the Tender Offer at a price discounted by 10% from either the closing price of Sumitomo's common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the date of Sumitomo's Board of Directors' resolution on the Tender Offer (July 31, 2025) or the simple average of the closing price of Sumitomo's common stock over the one-month period ending on July 30, 2025, whichever is lower. After discussions and negotiations, on July 10, 2025, the Prospective Tendering Shareholder responded affirming their intention to tender shares under these terms.

In light of these discussions and negotiations, Sumitomo, at the meeting of its Board of Directors held today, resolved under the provisions of Article 156, Paragraph 1 of the Companies Act as applied pursuant to Article 165, Paragraph 3 of the Companies Act, and in accordance with the provisions of Sumitomo's Articles of Incorporation, to conduct the Tender Offer as the specific method for share repurchase. Sumitomo also resolved that the Tender Offer Price will be the price of 3,380 yen after applying a 10% discount to the simple average of closing price of Sumitomo's common stock, 3,755 yen, over the one-month period ending on the business day preceding the board resolution (July 30, 2025).

The Tender Offer Price of 3,380 yen can be calculated based on the following discounted amounts: (i) a discount of 11.80% on 3,832 yen (Rounded to the second decimal place. The same will apply in the calculation of the discount rate hereinafter.) from the closing price of Sumitomo's common stock on July 30, 2025, the business day preceding the resolution by the Board of Directors, (ii) a discount of 9.99% on 3,755 yen from the simple average of the closing price of Sumitomo's

common stock over the one-month period ending on July 30, 2025, (iii) a discount of 8.30% on 3,686 yen from the simple average of the closing price of Sumitomo's common stock over the three-month period ending on July 30, 2025, and (iv) a discount of 4.30% on 3,532 yen from the simple average of the closing price of Sumitomo's common stock over the six-month period ending on July 30, 2025.

(B) Process of Calculation

In determining the Tender Offer Price, Sumitomo has taken into consideration the fact that its common stock is listed on a financial instruments exchange, and that repurchases of their own shares by listed companies are often conducted through market purchase via such exchanges, enabling flexible acquisitions at price levels formed based on supply and demand in the market. Based on these factors, Sumitomo has placed emphasis on the clarity and objectivity of the pricing standard and has determined that the market price of Sumitomo's common stock should serve as the basis for the Tender Offer Price. Furthermore, from the perspective of respecting the interests of shareholders who do not tender their shares in this Tender Offer and continue to hold Sumitomo's common stock, and in order to minimize the outflow of Sumitomo's assets to the extent possible, Sumitomo has determined that it would be desirable to repurchase its own shares at a price reflecting a certain discount to the market price of Sumitomo's common stock.

Regarding the discount rate, Sumitomo has determined that in Comparable Cases, 75 cases with a discount rate of approximately 10% (more than 9% and up to 10%) are the most common. Even considering the volatility of Sumitomo's common stock price, Sumitomo has determined that applying a discount rate of 10% would be appropriate. Furthermore, regarding the reference share price of Sumitomo's common stock to which the discount is to be applied, Sumitomo has considered that, in addition to the objective of minimizing the outflow of Sumitomo's assets to the extent possible, using a normalized value such as the average share price over a certain period would eliminate the impact of special factors such as temporary stock price fluctuations and provides an objective and reasonable basis for calculation. On the other hand, in order to reduce the risk that the market price may fluctuate during the Tender Offer Period and fall below the Tender Offer Price, Sumitomo has determined that the Tender Offer Price should be at a discounted level even relative to the most recent market price. Accordingly, Sumitomo has concluded that it would be appropriate to adopt, as the base for the Tender Offer Price on the lower of (i) the closing price of Sumitomo's common stock on July 30, 2025, the business day immediately preceding the Board of Directors' resolution to implement the Tender Offer (scheduled for July 31, 2025), or (ii) the simple average of the closing price of Sumitomo's common stock over the one-month period up to and including July 30, 2025.

Based on the above, Sumitomo proposed to the Prospective Tendering Shareholder on June 30, 2025, that they may tender their shares under the Tender Offer at a price discounted by 10% from either the closing price of Sumitomo's common stock on the Tokyo Stock Exchange Prime Market on the business day preceding the date of Sumitomo's Board of Directors' resolution on the Tender Offer (July 31, 2025) or the simple average of the closing price of Sumitomo's common stock over the one-month period ending on July 30, 2025, whichever is lower. After discussions and negotiations, on July 10, 2025, the Prospective Tendering Shareholder responded affirming their intention to tender shares under these terms.

In light of these discussions and negotiations, Sumitomo, at the meeting of its Board of Directors held today, resolved under the provisions of Article 156, Paragraph 1 of the Companies Act as applied pursuant to Article 165, Paragraph 3 of the Companies Act, and in accordance with the provisions of Sumitomo's Articles of Incorporation, to conduct the Tender Offer as the specific

method for share repurchases. Sumitomo also resolved that the Tender Offer Price will be the price of 3,380 yen after applying a 10% discount to the simple average of the closing price of Sumitomo's common stock, 3,755 yen, over the one-month period ending on the business day preceding the board resolution (July 30, 2025).

(4) Number of Shares to be Purchased

Class of Share Certificates, etc.	Number of Shares to be Purchased	Expected Number of Excess Shares	Total
Common Stocks	7,700,000 shares	—	7,700,000 shares

(Note 1) If the total number of shares tendered (the "Tendered Shares") in response to this Tender Offer does not exceed the number of shares to be purchased (7,700,000 shares), all of the Tendered Shares will be purchased. If the total number of Tendered Shares exceeds the number of shares to be purchased (7,700,000 shares), the portion exceeding that number will not be purchased, either in whole or in part, and the settlement and other procedures related to the purchase of shares will be conducted in accordance with the pro-rata method set forth in Article 27-22-2, Paragraph 2 of the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended, the "Act") and Article 21 of the Cabinet Office Ordinance on the Disclosure of Tender Offers for Listed Shares by Issuers (Ministry of Finance No. 95 of 1994, as amended), which is applied by reference to Article 27-13, Paragraph 5 of the Act.

(Note 2) Shares less than a unit of shares are also included in the target of this Tender Offer. In the event that a shareholder exercises their right to request the purchase of shares less than a unit in accordance with the Companies Act, Sumitomo may, in accordance with the legal procedures, repurchase such shares during the Tender Offer period.

(5) Funds Required for the Tender Offer

26,059,000,000 yen

(Note) The amount stated above is the total of the purchase price for acquiring all of the 7,700,000 shares planned to be purchased, plus the estimated purchase commission and other expenses, including costs for public notice related to the Tender Offer and printing costs for the Tender Offer Explanatory Statement and other required documents.

(6) Method of Settlement

(A) Name and Location of Head Office of Financial Instruments Business Operator or Bank, etc.
Responsible for Settlement (Tender Offer Agent)
Daiwa Securities Co. Ltd.
9-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

(B) Commencement Date of Settlement
Thursday, September 25, 2025

(C) Method of Settlement

Upon the expiration of the Tender Offer period, a notice of acceptance or rejection of the tendered share certificates will be promptly mailed to the address or location of each shareholder who tendered their shares (the "Tendering Shareholders") or, in the case of Foreign Shareholders (including corporate shareholders) (the "Foreign Shareholders"), to their standing proxy.

The purchase will be settled in cash. After deducting the applicable withholding tax amount (Note)

from the purchase price, the amount will be remitted without delay after the commencement date of settlement to the location designated by the Tendering Shareholders (or, in the case of Foreign Shareholders, to their standing proxy) or paid at the head office or any branch office of the Tender Offer Agent where the tender was accepted.

(Note) Regarding the tax treatment of the shares purchased in the Tender Offer:

For specific questions regarding tax matters, please consult with a tax advisor or other professionals and make your own determination.

(a) For individual shareholders

(i) If the Tendering Shareholder is a resident of Japan or a non-resident with a permanent establishment in Japan:

If the amount of money received by the Tendering Shareholder in connection with this Tender Offer exceeds the portion corresponding to the shares that form the basis for the payment, which is part of Sumitomo's capital, the excess portion will be treated as dividend income and taxed accordingly. The amount considered as dividend income will be subject to withholding tax at the rate of 20.315% (comprising 15.315% for income tax and the "Special Reconstruction Income Tax" based on the Special Measures Law for Securing Financial Resources for Reconstruction from the Great East Japan Earthquake (Act No. 117 of 2011, including subsequent amendments), and 5% for resident tax). However, for non-residents with a permanent establishment in Japan, the 5% resident tax will not be specially withheld. If the Tendering Shareholder falls under the category of a "Large Shareholder" as defined in Article 4-6-2, Paragraph 38 of the Special Taxation Measures Law Enforcement Ordinance (Cabinet Order No. 43 of 1957, including subsequent amendments) (the "Large Shareholder"), the amount withheld will be 20.42% (comprising income tax and the Special Reconstruction Income Tax only). Moreover, the portion of the amount received from the Tender Offer, excluding the portion considered as dividend income, will be treated as income from the transfer of shares. The amount of income from the transfer, after deducting the acquisition cost of the shares, will generally be subject to separate taxation.

Additionally, if the Tendering Shareholder is participating in the Tender Offer with shares held in a tax-exempt account (the "tax-exempt account") as defined in Article 37-14 of the Special Taxation Measures Law (Act No. 26 of 1957, including subsequent amendments), regarding transfer income from small listed stocks held in a tax-exempt account, the transfer income from the Tender Offer will generally be exempt from taxation if the tax-exempt account is held with a financial instrument business operator such as Daiwa Securities Co. Ltd. However, if the tax-exempt account is held with a financial instrument business operator other than Daiwa Securities Co. Ltd., different treatment may apply.

(ii) If the Tendering Shareholder is a non-resident without a permanent establishment in Japan:

For the portion of the amount treated as dividend income, 15.315% (comprising income tax and the Special Reconstruction Income Tax only) will be withheld. If the Tendering Shareholder qualifies as a Large Shareholder, 20.42% (comprising income tax and the Special Reconstruction Income Tax only) will be withheld. Furthermore, income arising from the transfer of the shares will generally not be subject to taxation.

(b) For corporate shareholders

As deemed dividend taxation, for the portion of the Tender Offer Price that exceeds the amount corresponding to the capital, etc., per share, withholding tax will be levied on the difference at a rate of 15.315% (comprising income tax and the Special Reconstruction Income Tax only), in principle.

However, for Tendering Shareholders that directly hold more than one-third of the total issued shares of the Sumitomo on the record date of the dividend payment (limited to domestic corporations that have their head office or principal office in Japan), the amount considered as dividend income will not be subject to income tax or Special Reconstruction Income Tax, and no withholding tax will be applied.

Furthermore, among the Foreign Shareholders, those who wish to receive a reduction or exemption from income tax and Special Reconstruction Income Tax on such deemed dividend amounts pursuant to the applicable tax treaties should submit the necessary tax treaty-related documentation to the Tender Offer Agent by September 1, 2025.

(7) Other Matters

(A) This Tender Offer will not be made directly or indirectly within the United States or directed towards the United States, nor will it be made using the methods or means of interstate or international commerce in the United States (including, but not limited to, telephone, telex, facsimile, email, internet communication). This Tender Offer will not be made through facilities of securities exchanges in the United States. Therefore, no tendering of shares in this Tender Offer will be accepted through any of the above-mentioned methods or means, or through facilities of the above-mentioned exchanges, or from within the United States.

Additionally, the Tender Offer filing documents or related purchase documents will not be sent or distributed within the United States or directed towards the United States, nor will they be sent or distributed from within the United States by mail or any other means. Such sending or distribution is not allowed. Any tenders made in violation, directly or indirectly, of these restrictions will not be accepted.

In connection with participating in the Tender Offer, Tendering Shareholders (or their standing proxies in the case of Foreign Shareholders) may be required to make representations and warranties to the Tender Offer Agent regarding the following:

At the time of the tender and at the time the Tender Offer application form is sent, the Tendering Shareholder is not located in the United States;

Neither the Tendering Shareholder nor anyone acting on their behalf has directly or indirectly received or sent any information or documents related to this Tender Offer (including copies thereof) within the United States, or directed towards the United States, or from within the United States;

In relation to the signing or delivery of the Tender Offer application or purchase form, no postal services or methods of interstate or international commerce in the United States (including, but not limited to, telephone, telex, facsimile, email, internet communication), or facilities of securities exchanges in the United States, have been used;

The individual is not acting as an agent or fiduciary for someone in the United States who is without discretion, unless the instructions for the Tender Offer are provided from outside the United States.

(B) Sumitomo announced its “Consolidated Financial Results FY2025 (Three-month period ended June 30, 2025) [Prepared on the basis of International Financial Reporting Standards]” on July 31, 2025. A summary of the financial results based on this announcement is as follows. The quarterly consolidated financial statements attached to the announcement have been reviewed by the audit firm as part of an interim review at the company’s discretion. For detailed information, please refer to the

contents of the announcement.

Summary of the Consolidated results for the three-month period ended June 30, 2025 [IFRS]
(From April 1, 2025 to June 30, 2025)

(a) Consolidated Operating Results

fiscal period	FY2025 (Three-month period ended June 30, 2025)
Revenues	1,787,921 million yen
Profit before tax	210,279 million yen
Profit for the period attributable to owners of the parent	170,870 million yen

(b) Earnings per share attributable to owners of the parent

fiscal period	FY2025 (Three-month period ended June 30, 2025)
Earnings per share for the period attributable to owners of the parent (basic)	141.18 yen

(Reference) Status of Treasury Shares as of June 30, 2025

Number of shares issued (excluding treasury shares): 1,210,016,504 shares

Number of treasury shares: 1,082,863 shares

End