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Securities Code: 3436

March 29, 2016

Dear Shareholders,

1-2-1 Shibaura, Minato-ku, Tokyo

**SUMCO CORPORATION**

Mayuki Hashimoto,  
Representative Director

## Notice of Resolutions of the 17th Ordinary General Meeting of Shareholders

We hereby inform you of the matters reported and resolutions approved at the 17th Ordinary General Meeting of Shareholders held today as follows:

### Details

**Matters reported:**

We reported:

1. Business Report and Consolidated Financial Statements for the 17th Fiscal Year (from January 1, 2015 to December 31, 2015), as well as the Audit Reports of the Accounting Auditor and the Board of Corporate Auditors for Consolidated Financial Statements
2. Non-consolidated Financial Statements for the 17th Fiscal Year (from January 1, 2015 to December 31, 2015)

**Resolutions:**

**Proposal 1:**

Dividends from Surplus

The matter was approved and adopted as proposed. It was resolved that the Company shall pay a dividend of 10 yen per common share.

**Proposal 2:**

Partial Amendments to the Articles of Incorporation

The matter was approved and adopted as proposed. The details of the amendments are as follows:

- (1) Amend or otherwise deal with the provisions concerning the transition to a Company with Audit and Supervisory Committee which is subject to the "Act for Partial Revision of the Companies Act" (Act No. 90 of 2014) (the "Amended Companies Act") that makes it possible for the Company to make such transition.
- (2) Delete the provisions concerning Directors with Titles.
- (3) Make amendments to enable the Company to enter into contracts for limitation of liability with Directors (excluding Directors who execute

operations, etc.) in line with the revision in the scope of Corporate Officers who can enter into contracts for limitation of liability which is subject to the Amended Companies Act.

(4) Amend or otherwise deal with the provisions concerning the dividends from surplus, etc., so that dividends from surplus, etc. may be made by a resolution of a Board of Directors.

(5) Delete the provisions concerning Class A Shares and Class B Shares.

**Proposal 3:** Election of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The matter was approved and adopted as proposed. Mayuki Hashimoto, Michiharu Takii, Harumitsu Endo, Hisashi Furuya, Kazuo Hiramoto, Fumio Inoue, Shiro Mokudai and Susumu Maekawa were elected and have assumed office as Directors (excluding Directors who are Audit and Supervisory Committee Members).

**Proposal 4:** Election of Six (6) Directors who are Audit and Supervisory Committee Members

The matter was approved and adopted as proposed. Hiroshi Yoshikawa, Hisashi Katahama, Hitoshi Tanaka, Masahiro Mitomi, Shinichiro Ota and Kohei Nakanishi were elected and have assumed office as Directors who are Audit and Supervisory Committee Members.

**Proposal 5:** Determination of Remuneration Amount for Directors (excluding Directors who are Audit and Supervisory Committee Members)

The matter was approved and adopted as proposed. It was resolved that the upper limit of the total remuneration for all Directors (excluding Directors who are Audit and Supervisory Committee Members) shall be 460,000 thousand yen annually (of which, the upper limit of the total remuneration for all Outside Directors is 50,000 thousand yen annually). Please be noted that the upper limit of the total remuneration for all Directors (excluding Directors who are Audit and Supervisory Committee Members) does not include the employee salary for Directors who concurrently serve as employees.

**Proposal 6:** Determination of Remuneration Amount for Directors who are Audit and Supervisory Committee Members

The matter was approved and adopted as proposed. It was resolved that the upper limit of the total remuneration for all Directors who are Audit and Supervisory Committee Members shall be 110,000 thousand yen annually.

## The new structure of Directors after the transition to a Company with Audit and Supervisory Committee

As the proposal for the partial amendments to the Articles of Incorporation was approved and adopted as proposed, the Company has transferred to a Company with Audit and Supervisory Committee comprising a majority of Outside Directors.

At the Board of Directors Meeting held after this Ordinary General Meeting of Shareholders, Representative Directors have been appointed and have assumed office. In addition, full-time Audit and Supervisory Committee Members have been appointed at the Audit and Supervisory Committee held after this Ordinary General Meeting of Shareholders and have assumed office.

As a result, the new structure of Directors as of March 29, 2016 is as follows:

Representative Director, CEO Chairman of the Board	Mayuki Hashimoto	Director, Full-time Audit and Supervisory Committee Member	Hiroshi Yoshikawa
Representative Director, COO President	Michiharu Takii	Director, Full-time Audit and Supervisory Committee Member	Hisashi Katahama
Representative Director, Executive Vice President	Harumitsu Endo	Director, Audit and Supervisory Committee Member	Hitoshi Tanaka
Director, Senior Managing Executive Officer	Hisashi Furuya	Director, Audit and Supervisory Committee Member	Masahiro Mitomi
Director, Senior Managing Executive Officer	Kazuo Hiramoto	Director, Audit and Supervisory Committee Member	Shinichiro Ota
Director, Managing Executive Officer	Fumio Inoue	Director, Audit and Supervisory Committee Member	Kohei Nakanishi
Director	Shiro Mokudai		
Director	Susumu Maekawa		

\* Hitoshi Tanaka, Masahiro Mitomi, Shinichiro Ota and Kohei Nakanishi are Outside Directors.

\* The Company has notified all Outside Directors as Independent Directors to the Tokyo Stock Exchange.

### Payment of the Year-end Dividend for the 17th Business Year

**1. If you have selected payment by transfer to a bank account designated by you**

Please refer to the enclosed "Statement of Dividend Calculation" and "Account Information for Dividend Transfer" to check your designated bank account.

**2. If you have not selected payment by transfer to a bank account designated by you**

Please receive the payment at the head office, branch or sub-branch of Japan Post Bank, or Post Office (Japan Post Bank agent) during the payment period from Wednesday, March 30, 2016 to Thursday, April 28, 2016, by using the enclosed "Year-end Dividend Warrant of the 17th Business Year."

**3. If you have selected payment by the system of dividend allotment to securities company accounts in proportion to the number of shares held**

Please refer to the enclosed "Statement of Dividend Calculation" and "How to Receive the Payment of Dividend."