



June 30, 2009

SUMCO Corporation

## Merger of Consolidated Subsidiaries

At a meeting of its board of directors held on June 30, 2009, SUMCO Corporation decided to merge two of its consolidated subsidiaries, SUMCO Phoenix Corporation and SUMCO USA Sales Corporation. Details are set out below.

### 1. Purpose

SUMCO Phoenix Corporation is a specialized silicon wafer manufacturing company based in the United States, while SUMCO USA Sales Corporation specializes in sales of silicon wafers in the U.S. market. In combining the functions of these two companies, SUMCO Corporation aims to improve the efficiency of its operations by integrating work processes and creating a unified manufacturing and sales structure that will meet all its customers' needs.

### 2. Outline

#### (1) Timetable

Date merger contract signed: June 30, 2009

Date merger takes effect: August 31, 2009 (tentative)

(Note that as SUMCO USA Sales Corporation is a wholly-owned subsidiary of SUMCO Phoenix Corporation, Delaware State law does not require a general meeting of shareholders to approve the merger.)

#### (2) Method

SUMCO Phoenix Corporation will acquire SUMCO USA Sales Corporation through the merger and continue as the surviving company; the latter company will be dissolved.

#### (3) Merger ratio and cash payment upon merger

Since both companies are wholly-owned subsidiaries of SUMCO Corporation, no merger ratio will be set, and no cash payment or new share issue will result from the merger.

#### (4) Handling of stock acquisition rights and bonds with stock acquisition rights of the dissolved company

Not applicable.

### 3. Overview of Companies to be Merged

(1) Company name	SUMCO Phoenix Corporation (surviving company)	SUMCO USA Sales Corporation (dissolved company)
(2) Main business	Manufacture of silicon wafers	Sales of silicon wafers
(3) Date of foundation	December 1989	January 2002
(4) Head office address	19801 North Tatum Blvd., Phoenix, AZ 85050, U.S.A.	2099 Gateway Place, Suite 400 San Jose, CA 95110, U.S.A.
(5) Representative	Shigetoshi Shibuya	Shigetoshi Shibuya
(6) Capital	USD 403.9 million	USD 0.2 million
(7) Outstanding shares	403,865	20
(8) Total assets (as of December 31, 2008)	USD 265.5 million	USD 117.7 million
(9) Net assets (as of December 31, 2008)	USD 115.8 million	USD 70.0 million
(10) Fiscal year-end	December 31	December 31
(11) Major shareholder and holdings	SUMCO Corporation 100%	SUMCO Phoenix Corporation 100%

### 4. Overview of Post-Merger Company

(1) Company name	SUMCO Phoenix Corporation
(2) Business activities	Manufacture and sale of silicon wafers
(3) Head office address	19801 North Tatum Blvd., Phoenix, AZ 85050, U.S.A.
(4) Representative	Shigetoshi Shibuya
(5) Capital	USD 403.9 million
(6) Fiscal year-end	December 31
(7) Major shareholder and holdings	SUMCO Corporation 100%

### 5. Impact on Financial Results

Since the companies to be merged are both consolidated subsidiaries, impact on financial results will be minimal.