

# **Extraordinary Report**

(June 27, 2016)

(TRANSLATION)

## **Nippon Steel & Sumitomo Metal Corporation.** **Tokyo, Japan**

**Editor's notes:**

1. Please note that the official text of this document has been prepared in Japanese. The information herein stated is provided only for reference purposes. The company is not responsible for the accuracy of the information. To the extent there is any discrepancy between the English translation and original Japanese version, please refer to the Japanese version.
2. On June 27, 2016, the company filed its Extraordinary Report (Rinji Houkokusho) with the Director-General of the Kanto Financial Bureau in Japan in connection with the Company's shareholders' voting results for the proposals voted upon at the 92nd General Meeting of Shareholders .

## **1. Reason for submitting the Extraordinary Report**

As the matters to be voted upon were resolved at the 92nd General Meeting of Shareholders dated June 24, 2016, we hereby submit this Extraordinary Report in accordance with the Article 24-5, Paragraph 4 of the Financial Instruments and Exchange Act and Article 19, Paragraph 2, Item 9-2 of the Cabinet Office Ordinance on Disclosure of Corporate Affairs.

## **2. Contents**

### **(1) Date of the General Meeting of Shareholders(“the Meeting”)**

June 24, 2016

### **(2) Contents of Matters to be Voted upon**

Proposal No.1: Appropriation of Surplus for the 91st term (from April 1, 2015 to March 31, 2016)

Proposal No.2: Election of Fourteen (14) Directors

To elect the following persons as Directors:

Shoji Muneoka, Kosei Shindo, Soichiro Sakuma, Yasumitsu Saeki, Shinji Fujino, Eiji Hashimoto, Kenji Takahashi, Toshiharu Sakae, Ritsuya Iwai, Machi Nakata, Shinji Tanimoto, Shinichi Nakamura, Mutsutake Otsuka and Ichiro Fujisaki

Proposal No.3: Election of Three (3) Audit & Supervisory Board Members

To elect the following persons as Audit & Supervisory Board Members:

Atsuhiko Yoshie, Masato Tsuribe and Seiichiro Azuma

Proposal No.4: Approval for the Fair Rules for the Acquisition of Substantial Shareholdings (Takeover Defense Measures for the Protection and Enhancement of Shareholders' Common Interests)

**(3) The number of voting rights concerning the indication of “For”, “Against” or “Abstain” as to matters to be voted upon, requirements for the approval and results.**

Matters to be voted upon	For	Against	Abstention	Results (Ratio of affirmative votes)
Proposal No.1:	6,650,291	12,766	1,356	Approved (97.77%)
Proposal No.2:				
Shoji Muneoka	6,462,650	200,242	1,566	Approved (95.01%)
Kosei Shindo	6,570,461	92,436	1,566	Approved (96.60%)
Soichiro Sakuma	6,580,473	82,423	1,566	Approved (96.74%)
Yasumitsu Saeki	6,580,491	82,405	1,566	Approved (96.74%)
Shinji Fujino	6,612,256	50,642	1,566	Approved (97.21%)
Eiji Hashimoto	6,612,175	50,723	1,566	Approved (97.21%)
Kenji Takahashi	6,612,341	50,557	1,566	Approved (97.21%)
Toshiharu Sakae	6,612,145	50,753	1,566	Approved (97.21%)
Ritsuya Iwai	6,589,218	73,680	1,566	Approved (96.87%)
Machi Nakata	6,589,233	73,665	1,566	Approved (96.87%)
Shinji Tanimoto	6,589,192	73,706	1,566	Approved (96.87%)
Shinichi Nakamura	6,612,135	50,763	1,566	Approved (97.21%)
Mutsutake Otsuka	6,598,852	64,049	1,566	Approved (97.01%)
Ichiro Fujisaki	6,606,306	56,595	1,566	Approved (97.12%)
Proposal No.3:				
Atsuhiko Yoshie	6,505,298	157,778	1,356	Approved (95.64%)
Masato Tsuribe	6,435,001	228,067	1,357	Approved (94.60%)
Seiichiro Azuma	6,488,641	174,439	1,356	Approved (95.39%)
Proposal No.4:	4,893,592	1,769,531	1,356	Approved (71.94%)

Note 1 The number of voting rights concerning the indication of “for”, “against” or “abstain” is calculated by adding the number of the voting rights exercised by mail or via the internet prior to the Meeting (“votes exercised prior to the Meeting”) to the number of the voting rights which were exercised by shareholders who attended the Meeting and whose indication “for,” “against” or “abstain” of the respective proposals could be confirmed (i.e., they must be exercised by a proxy of shareholder who has submitted the power of attorney or confirmed by a notice of acting representative submitted from an institutional shareholder).

#### Note 2 Requirements for the approval

The approval of the proposal No.1 requires a majority of the voting rights held by the shareholders present (including the votes exercised prior to the Meeting) voting “for” the proposal.

The approval of the proposal No.2, No.3 and No.4 requires (i) attendance of shareholders holding in aggregate one-third (1/3) or more of the total number of voting rights and (ii) a majority of the voting rights held by the shareholders present voting “for” the proposal.

Note 3 The ratio of affirmative votes was calculated by aggregating the number of votes exercised prior to the Meeting and the number of voting rights held by all shareholders present at the Meeting as the denominator. In addition, the number of the voting rights concerning the indication of “for”, “against” or “abstain” as to matters to be voted upon is different by proposals due to the different number of the invalid ballot etc.

#### **(4) Reason for not adding a portion of the voting rights held by the shareholders present at the Meeting to the number of voting rights concerning the above (3)**

The requirements for the approval of the proposals proved to be met as a result of aggregating the number of votes exercised prior to the Meeting, as well as the results of the exercise of voting rights of shareholders who attended the meeting and whose indication of “for”, “against” or “abstain” were confirmed at the time of voting. Therefore, the results of the exercise of voting rights except those indicated in the above Note 1 are not added to the number of the voting rights concerning the above (3).