

# **Extraordinary Report**

**(June 28, 2017)**

**(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 28, 2017, 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 93rd General Meeting of Shareholders .

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

As the matters to be voted upon were resolved at the 93rd General Meeting of Shareholders dated June 27, 2017, 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 27, 2017

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

Proposal No.1: Appropriation of Surplus for the 92nd term (from April 1, 2016 to March 31, 2017)

Proposal No.2: Election of Thirteen (13) Directors

To elect the following persons as Directors:

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

Proposal No.3: Election of One (1) Audit & Supervisory Board Members

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

Katsunori Nagayasu

**(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:	6,646,352	51,717	3,367	Approved (98.58%)
Proposal No.2:				
Shoji Muneoka	6,016,574	681,667	3,367	Approved (89.24%)
Kosei Shindo	6,140,652	557,583	3,367	Approved (91.08%)
Soichiro Sakuma	6,526,851	171,396	3,367	Approved (96.80%)
Yasumitsu Saeki	6,526,332	171,915	3,367	Approved (96.80%)
Shinji Fujino	6,526,099	172,148	3,367	Approved (96.79%)
Eiji Hashimoto	6,522,721	175,526	3,367	Approved (96.74%)
Kenji Takahashi	6,526,134	172,113	3,367	Approved (96.79%)
Toshiharu Sakae	6,525,254	172,993	3,367	Approved (96.78%)
Shinji Tanimoto	6,535,084	163,164	3,367	Approved (96.93%)
Shinichi Nakamura	6,534,638	163,610	3,367	Approved (96.92%)
Toshihiko Kunishi	6,547,107	151,141	3,367	Approved (97.10%)
Mutsutake Otsuka	6,616,092	82,162	3,367	Approved (98.13%)
Ichiro Fujisaki	6,616,584	81,670	3,367	Approved (98.13%)
Proposal No.3:				
Katsunori Nagayasu	5,331,657	1,366,615	3,367	Approved (79.08%)

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 and No.3 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).