

# **Extraordinary Report**

**(June 27, 2018)**

**(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, 2018, 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 94th General Meeting of Shareholders .

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

As the matters to be voted upon were resolved at the 94th General Meeting of Shareholders dated June 26, 2018, 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 26, 2018

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

Proposal No.1: Appropriation of Surplus for the 93rd term (from April 1, 2017 to March 31, 2018)

Proposal No.2: Amendments to the Articles of Incorporation

Proposal No.3: Election of Fourteen (14) Directors

To elect the following persons as Directors:

Shoji Muneoka, Kosei Shindo, Eiji Hashimoto, Toshiharu Sakae, Shinji Tanimoto, Shinichi Nakamura, Akihiko Inoue, Katsuhiko Miyamoto, Shin Nishiura, Atsushi Iijima, Yutaka Andoh, Mutsutake Otsuka, Ichiro Fujisaki and Noriko Iki

Proposal No.4: Election of Two (2) Audit & Supervisory Board Members

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

Hiroshi Obayashi and Jiro Makino

**(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:	6,716,412	8,913	339	Approved (99.25%)
Proposal No.2:	6,715,635	9,797	339	Approved (99.24%)
Proposal No.3:				
Shoji Muneoka	6,390,429	280,879	54,462	Approved (94.44%)
Kosei Shindo	6,503,880	167,436	54,462	Approved (96.11%)
Eiji Hashimoto	6,571,576	107,971	46,233	Approved (97.11%)
Toshiharu Sakae	6,571,588	107,959	46,233	Approved (97.11%)
Shinji Tanimoto	6,571,527	108,020	46,233	Approved (97.11%)
Shinichi Nakamura	6,571,640	107,907	46,233	Approved (97.11%)
Akihiko Inoue	6,584,685	108,068	33,027	Approved (97.31%)
Katsuhiko Miyamoto	6,584,674	108,079	33,027	Approved (97.31%)
Shin Nishiura	6,584,878	107,875	33,027	Approved (97.31%)
Atsushi Iijima	6,584,651	108,102	33,027	Approved (97.31%)
Yutaka Andoh	6,584,444	108,309	33,027	Approved (97.30%)
Mutsutake Otsuka	6,687,291	24,946	13,547	Approved (98.82%)
Ichiro Fujisaki	6,688,597	23,640	13,547	Approved (98.84%)
Noriko Iki	6,707,636	17,807	341	Approved (99.12%)
Proposal No.4:				
Hiroshi Obayashi	6,710,387	14,885	341	Approved (99.17%)
Jiro Makino	6,710,253	15,019	341	Approved (99.16%)

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 requires (i) attendance of shareholders holding in aggregate one-third (1/3) or more of the total number of voting rights and (ii) two-third (2/3) or more of the voting rights held by the shareholders present voting “for” the proposal.

The approval of the proposal 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).