

Ticker symbol 8830

June 7, 2017

Sumitomo Realty & Development Co., Ltd.

2-4-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

Kojun Nishima

Executive Managing Director and President

To Our Shareholders:

**NOTICE OF CONVOCATION OF THE
84th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 84th Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

In the event that you are unable to attend, you can exercise your voting rights with the appropriate form. You are requested to review the attached reference documents and indicate your approval or disapproval on the enclosed Form for the Exercise of Voting Rights and return it to the Company by 5:40 p.m. of Wednesday, June 28, 2017.

Particulars

1. Date and Time: 10:00 a.m. on Thursday, June 29, 2017
2. Place: Bellesalle Shinjuku Central Park, Sumitomo Fudosan Shinjuku Central Park Building 1F
6-13-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report, Consolidated Financial Statements and Audit Report for Consolidated Financial Statements by Accounting Auditor and the Board of Statutory Auditors for the 84th fiscal year (from April 1, 2016 to March 31, 2017)
2. Financial Statements for the 84th fiscal year (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Agenda 1. Appropriation of Retained Earnings

Agenda 2. Election of 12 Directors of the Company

Agenda 3. Election of 1 Statutory Auditor

Agenda 4. Election of 1 Substitute Statutory Auditor

If attending the meeting, you are kindly requested to submit the enclosed Form for the Exercise of Voting Rights to a receptionist.

Any modification on this notice of the 84th ordinary general meeting of shareholders and/or accompanying reference documents for this ordinary general meeting will be notified by mail or posted on the Company website.

(<http://www.sumitomo-rd.co.jp/>)

REFERENCE DOCUMENTS
FOR GENERAL MEETING OF SHAREHOLDERS

Agenda and References

Agenda 1. Appropriation of Retained Earnings

The Company's basic policy of profit distribution ensures continuance of stable dividends first and the repletion of retained earnings required for the long-term and stable growth of business.

For this fiscal year, reflecting the fact that the ordinary profit reached a record high for the fourth year in a row, we would like to propose that the year-end cash dividends for the 84th fiscal year be 13 yen per share, which is 2 yen increase from the amount of those paid in the previous fiscal year.

Accordingly, the total dividends for this fiscal year, including the interim dividends of 11 yen per share, will be 24 yen per share, which is 2 yen increase from the amount of those paid in the previous fiscal year.

Matters concerning year-end dividends

(1) Type of dividends

Cash

(2) Matters concerning allocation of dividends to shareholders and the aggregate amount

Dividends of 13 yen per share of common stock of the Company

The aggregate amount: 6,161,541,204 yen

(3) The effective date of the appropriation of retained earnings

June 30, 2017

Agenda 2. Election of 12 Directors of the Company

The term of office of all 12 directors will expire upon the conclusion of this shareholders' meeting. We ask you to vote for the appointment of 12 directors for their reelection.

Candidates for Directors of the Company:

Candidates number	Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
1	Junji Takashima (April 11, 1930)	<p>April 1954 Joined Sumitomo Coal Mining Co., Ltd.</p> <p>September 1971 Joined the Company</p> <p>June 1979 Director</p> <p>June 1983 Managing Director</p> <p>June 1985 Senior Managing Director</p> <p>June 1986 Executive Managing Director (present)</p> <p>June 1991 Director - Deputy President</p> <p>June 1994 Director - President</p> <p>June 2007 Director - Chairman of the Board (present)</p>	23,234
2	Kenichi Onodera (February 4, 1947)	<p>April 1970 Joined the Company</p> <p>June 1998 Director</p> <p>June 2001 Managing Director</p> <p>April 2004 Director, Senior Executive Officer</p> <p>June 2005 Executive Managing Director</p> <p>June 2007 Director - President</p> <p>June 2013 Director - Deputy Chairman of the Board (present)</p>	20,000

3	Kojun Nishima (March 6, 1961)	<p>April 1984 Joined the Company</p> <p>April 2004 Executive Officer</p> <p>April 2007 Managing Executive Officer</p> <p>April 2009 Head of Residential Business Division</p> <p>June 2009 Director</p> <p>September 2009 Head of Building Development Division</p> <p>June 2010 Executive Managing Director (present)</p> <p>June 2013 Director - President (present)</p> <p>May 2017 Head of Building Development Division (present)</p>	6,000
4	Nobuaki Takemura (February 13, 1959)	<p>April 1981 Joined the Company</p> <p>April 2004 Executive Officer</p> <p>April 2007 Managing Executive Officer</p> <p>June 2008 Director</p> <p>October 2008 Head of Finance and Accounting Division</p> <p>June 2010 Executive Managing Director (present)</p> <p>October 2012 Head of Business Management Division</p> <p>June 2013 Director -Deputy President (present)</p> <p>March 2016 Head of Management Division (present)</p>	17,000

5	Masato Kobayashi (June 14, 1960)	April 1983 April 2004 April 2007 April 2009 June 2009 June 2010 August 2010 June 2013 February 2014 March 2016 September 2016	Joined the Company Executive Officer Managing Executive Officer Head of Site Acquisition Division Director Executive Managing Director (present) Head of Residential Business Division Director - Deputy President (present) Head of Site Acquisition Division in the Metropolitan Area Head of the Building Development Division, Head of the Urban Property Development Division Head of the Building Development Division	11,000
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6	Hiroshi Kato (August 1, 1961)	<p>April 1984</p> <p>April 2000</p> <p>April 2007</p> <p>April 2010</p> <p>August 2010</p> <p>April 2012</p> <p>April 2013</p> <p>June 2013</p> <p>June 2015</p> <p>March 2016</p> <p>September 2016</p> <p>(Important Concurrent)</p> <p>Director of Sumitomo Real Estate Sales Co., Ltd.</p>	<p>Joined the Company</p> <p>General Manager of Related Businesses Department, Building Development Division</p> <p>Executive Officer, General Manager of Site Acquisition Department, Urban Property Development Division</p> <p>Deputy Head of Site Acquisition Division</p> <p>Deputy Head of Building Development Division</p> <p>Managing Executive Officer, Head of New Business Development Division</p> <p>Head of Assets Development Division</p> <p>Director (present)</p> <p>Director of Sumitomo Real Estate Sales Co., Ltd. (present)</p> <p>Head of Residential Business Division of the Company</p> <p>Head of the Shinchiku-Sokkurisan Business Division (present)</p>	5,000
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7	Masumi Aoki (November 16, 1961)	April 1984 April 2002 May 2005 April 2007 April 2010 April 2013 January 2014 May 2016 June 2016 September 2016	Joined the Company General Manager of Tokyo Site Acquisition Planning Department No. 2, Residential Business Division Executive Officer – General Manager of Site Acquisition No. 3, Tokyo Metropolitan Area Business Department, Urban Property Development Division Branch Manager of Kansai Branch, Urban Property Development Division Deputy Head of Site Acquisition Division Deputy Head of Residential Business Division Head of Residential Business Division Deputy Head of Residential Business Division Director (present) Head of Residential Business Division (present)	3,000
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8	Yoshiyuki Odai (June 9, 1961)	<p>April 1985 Joined the Company</p> <p>April 2005 Executive Officer</p> <p>April 2010 Head of Residential Business Division</p> <p>November 2010 Head of Corporate Planning Division</p> <p>June 2011 Director (present)</p> <p>November 2011 Head of Finance and Accounting Division</p> <p>January 2014 Executive Managing Director, Head of Overseas Business Division</p> <p>March 2016 General Manager of Planning Department, Management Division</p> <p>November 2016 General Manager of Finance and Accounting Department, Management Division (present)</p>	12,000
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9	Koji Ito (December 13, 1959)	<p>April 1984 Joined the Company</p> <p>April 2000 General Manager of Jyosai Operation Department, Building Management Division</p> <p>April 2004 Executive Officer, General Manager of Development and Planning Department, Urban Property Development Division</p> <p>April 2009 Managing Executive Officer, Head of Construction Technology Division</p> <p>April 2010 Head of Customer Division</p> <p>October 2012 Head of Business Development Division</p> <p>April 2013 Head of Residential Business Division</p> <p>June 2013 Director (present)</p> <p>January 2014 General Manager of General Affairs Department</p> <p>June 2015 Director of Sumitomo Real Estate Sales Co., Ltd. (present)</p> <p>March 2016 Head of Housing Renovation Division of the Company</p> <p>September 2016 General Manager of Human Resources Development Department, Management Division</p> <p>April 2017 General Manager of General Affairs Department, Management Division (present)</p> <p>(Important Concurrent) Director of Sumitomo Real Estate Sales Co., Ltd.</p>	14,568
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10	Toshikazu Tanaka (April 8, 1960)	<p>April 1983 Joined the Company</p> <p>April 2000 General Manager of Central Operation Department, Building Development Division</p> <p>April 2004 Executive Officer, Deputy Head of Housing Business Division</p> <p>April 2007 Managing Executive Officer</p> <p>October 2008 Head of General Affairs Division</p> <p>April 2010 Head of Related Businesses Division</p> <p>September 2011 Head of Housing Renovation Division</p> <p>June 2013 Executive Managing Director - President of Sumitomo Real Estate Sales Co., Ltd. (present)</p> <p>Director of the Company (present)</p> <p>(Important Concurrent)</p> <p>Executive Managing Director - President of Sumitomo Real Estate Sales Co., Ltd.</p>	10,000
11	Hiromasa Yonekura (March 31, 1937)	<p>April 1960 Joined Sumitomo Chemical Co., Ltd.</p> <p>June 2000 President</p> <p>April 2009 Chairman</p> <p>May 2010 Chairman of KEIDANREN</p> <p>June 2014 Honorary Chairman of KEIDANREN (present)</p> <p>Counselor of Sumitomo Chemical Co., Ltd. (present)</p> <p>June 2015 Director of the Company (present)</p> <p>(Important Concurrents)</p> <p>Honorary Chairman of KEIDANREN</p> <p>Counselor of Sumitomo Chemical Co., Ltd.</p>	0

12	Shoichi Abbe (September 20, 1940)	April 1963 June 1994 June 1997 June 2000 June 2010 June 2013 June 2015 June 2015 (Important Concurrent)	Joined The Sumitomo Warehouse Co., Ltd. Director Executive Managing Director - Managing Director Executive Managing Director - President President - Executive Officer Statutory Auditor of the Company Executive Managing Director – Chairman of the Board of The Sumitomo Warehouse Co., Ltd. (present) Director of the Company (present) Executive Managing Director – Chairman of the Board of The Sumitomo Warehouse Co., Ltd.	0
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- Notes: (1) Mr. Hiromasa Yonekura and Mr. Shoichi Abbe are candidates for outside corporate directors. You are kindly requested to elect Mr. Hiromasa Yonekura and Mr. Shoichi Abbe, based on the judgment that they are appropriate as outside corporate directors of the Company since they have rich experience and wide discernment as managers.
- (2) The Company has registered Mr. Hiromasa Yonekura and Mr. Shoichi Abbe as independent officers with the Tokyo Stock Exchange, Inc.
- (3) The term of office of Mr. Hiromasa Yonekura and Mr. Shoichi Abbe as outside corporate directors of the Company will reach 2 years upon the conclusion of this shareholders' meeting.
- (4) There are business relations (realty rental transactions etc.) between The Sumitomo Warehouse Co., Ltd., of which Mr. Shoichi Abbe is Executive Managing Director – Chairman of the Board and the Company.
- (5) There is no special conflict of interest between the Candidates for Directors other than above and the Company.
- (6) The Company has entered into a liability limitation agreement with Mr. Hiromasa Yonekura and Mr. Shoichi Abbe in accordance with the applicable laws and regulations and the articles of incorporation. Under the agreement, Mr. Hiromasa Yonekura and Mr. Shoichi Abbe's liability is limited to the minimum limit of liability stipulated by law.

Agenda 3. Election of 1 Statutory Auditor

The term of office of statutory auditor Tadashi Kitamura will expire upon the conclusion of this shareholders' meeting. We ask you to vote for the appointment of 1 statutory auditor for his reelection. The board of statutory auditors has consented to this agenda.

Candidate for Statutory Auditor:

Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
Tadashi Kitamura (May 25, 1943)	April 1971 Joined the Company April 1996 General Manager of Building Engineering Department, Building Development Division October 1998 Deputy Head of Construction & Engineering Division, Deputy Head of Building Development Division June 1999 President of Sumitomo Fudosan Fitness Co., Ltd. April 2000 General Manager of Building Engineering Department, Construction & Engineering Division of the Company November 2001 General Manager of Product Planning Administration Department, Engineering Development Division June 2002 Fulltime Statutory Auditor (present)	22,000

Note: There is no special conflict of interest between the Candidate and the Company.

Agenda 4. Election of 1 Substitute Statutory Auditor

The number of outside statutory auditors of the Company is 2. We ask you to vote for the appointment of 1 substitute statutory auditor, to provide for the case where the number of incumbent auditors becomes less than the number stipulated in laws and regulations. The board of statutory auditors has consented to this agenda.

Candidate for Substitute Statutory Auditor:

Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
Kozo Uno (July 3, 1933)	<p>August 1963 Registered as certified public accountant</p> <p>July 1969 Senior Partner of the auditing corporation Asahi & Co. (Currently KPMG AZSA LLC)</p> <p>April 1974 Registered as certified tax accountant</p> <p>May 1974 Founded Uno Kozo Certified Public Accountant Office (present)</p> <p>October 1993 Vice President of Asahi & Co (Currently KPMG AZSA LLC)</p> <p>May 1997 President of Asahi & Co</p> <p>May 1999 Chairman of Asahi & Co</p> <p>May 2001 Retired from Asahi & Co</p>	0

Notes: (1) Mr. Kozo Uno is a candidate for substitute outside statutory auditor. You are kindly requested to elect Mr. Kozo Uno, based on the judgment that he is appropriate as substitute outside statutory auditor of the Company since he has expertise, rich experience and wide discernment as certified public accountant and certified tax accountant.

(2) There is no special conflict of interest between Mr. Kozo Uno and the Company

(3) In case Mr. Kozo Uno's election is approved and he assumes office as an outside statutory auditor, the Company will enter into a liability limitation agreement with him in accordance with the applicable laws and regulations and the articles of incorporation. Under the agreement, Mr. Kozo Uno's liability is limited to the minimum limit of liability stipulated by law.