

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Ticker symbol 8830

June 6, 2018

**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 CONVOCAION OF THE 85TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 85th Ordinary General Meeting of Shareholders of Sumitomo Realty & Development Co., Ltd. (the “Company”) 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 for General Meeting of Shareholders 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 27, 2018.

### Particulars

**1. Date and Time:** 10:00 a.m. on Thursday, June 28, 2018

**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 Reports for Consolidated Financial Statements for the 85th fiscal year (from April 1, 2017 to March 31, 2018) by Accounting Auditor and the Board of Statutory Auditors
2. Financial Statements for the 85th fiscal year (from April 1, 2017 to March 31, 2018)

#### **Matters to be resolved:**

- |                  |  |
|------------------|--|
| <b>Agenda 1.</b> | Appropriation of Retained Earnings           |
| <b>Agenda 2.</b> | Election of One Director                     |
| <b>Agenda 3.</b> | Election of One Statutory Auditor            |
| <b>Agenda 4.</b> | Election of One 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 85th Ordinary General Meeting of Shareholders and/or accompanying Reference Documents for General Meeting of Shareholders 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.

To reflect ever improving record high ordinary profits for the fifth consecutive fiscal year, we would like to propose that the year-end cash dividends for the 85th fiscal year be 14 yen per share, which is 1 yen higher than the amount of those paid in the previous fiscal year.

Accordingly, the total dividends for this fiscal year, including the interim dividends of 13 yen per share, will be 27 yen per share, which is 3 yen higher than 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 14 yen per share of common stock of the Company  
The aggregate amount: 6,635,259,834 yen
- (3) The effective date of the appropriation of retained earnings  
June 29, 2018

**Agenda 2.** Election of One Director

At the conclusion of this meeting, director Masumi Aoki will resign. Therefore, the Company proposes the election of one director for his replacement.

Candidate for Director:

Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
Hisatoshi Katayama (July 11, 1961)	April 1985      Joined the Company December 2004      Branch Manager of West Tokyo Branch, Urban Property Management Division May 2005      Executive Officer December 2005      General Manager of Redevelopment, Tokyo Metropolitan Area Business Department, Urban Property Development Division April 2010      Deputy Head of Building Development Division February 2014      Deputy Head of Site Acquisition Division in the Metropolitan Area April 2016      Deputy Head of Urban Property Development Division September 2016      Head of Urban Property Development Division (present)	6,000

Note: There is no special interest between the candidate and the Company.

**Agenda 3.** Election of One Statutory Auditor

The term of office of statutory auditor Yozo Izuhara will expire at the conclusion of this meeting. Accordingly, we propose the election of one statutory auditor. The board of statutory auditors has consented to this agenda.

Candidate for Statutory Auditor:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
Yozo Izuhara (September 23, 1938)	April 1962      Joined Nippon Sheet Glass Co., Ltd. June 1996      Managing Director June 1998      Representative Director, President June 2004      Representative Director, Chairman June 2008      Chairman of the Board October 2009    Chairman of the Board - Chairman June 2010      Executive Advisor June 2012      Honorary Senior Counselor (present) June 2014      Statutory Auditor of the Company (present)	0

- Notes:
- (1) The Company proposes the election of Yozo Izuhara, based on the judgment that he is qualified for outside statutory auditor of the Company since he has rich experience and wide discernment as a manager.
  - (2) At the conclusion of this meeting, Mr. Izuhara's tenure as outside statutory auditor of the Company will have been four years.
  - (3) There is no special interest between the candidate and the Company.
  - (4) The Company has entered into a liability limitation agreement with Mr. Izuhara in accordance with the applicable laws and regulations and the articles of incorporation. Under the agreement, his liability is limited to the minimum limit of liability stipulated by law.

#### Agenda 4. Election of One Substitute Statutory Auditor

The number of outside statutory auditors of the Company is two. The Company requests approval for the election of one substitute statutory auditor to be ready to fill a vacant position should the number of outside statutory auditors fall below the number required by laws and regulations. The board of statutory auditors has consented to this agenda.

##### Candidate for Substitute Statutory Auditor:

Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
Kozo Uno (July 3, 1933)	August 1963 Registered as certified public accountant July 1969 Senior Partner of the auditing corporation Asahi & Co. (Currently KPMG AZSA LLC) April 1974 Registered as certified tax accountant May 1974 Founded Uno Kozo Certified Public Accountant Office (present) October 1993 Vice President of Asahi & Co (Currently KPMG AZSA LLC) May 1997 President of Asahi & Co May 1999 Chairman of Asahi & Co May 2001 Retired from Asahi & Co	0

- Notes:
- (1) Kozo Uno is a candidate for substitute outside statutory auditor. The Company proposes the election of Mr. Uno, based on the judgment that he is qualified for 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 interest between the candidate and the Company.
  - (3) In case Mr. 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, his liability is limited to the minimum limit of liability stipulated by law.