

The following English translation of 第153回定時株主総会招集ご通知 and 株主総会参考書類 (the Japanese originals) is prepared for your reference purpose only. If there are any discrepancies between this translation and the Japanese originals, the Japanese originals will prevail. Sumitomo Osaka Cement Co.,Ltd. provides this translation without any warranty as to its accuracy or otherwise.

(Securities code: 5232)  
June 7, 2016

## NOTICE OF THE 153<sup>rd</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholder,

We are extremely grateful for your continuing support.

We are pleased to invite you to the 153<sup>rd</sup> Annual General Meeting of Shareholders of Sumitomo Osaka Cement Co.,Ltd. (the “Company”), which will be held at 10:00 a.m. on Wednesday, June 29, 2016, in the 2<sup>nd</sup> floor conference room of the Company headquarters at 6-28 Rokuban-cho, Chiyoda-ku, Tokyo (the “Meeting”).

When arriving at the meeting venue, please submit the Voting Form enclosed herewith at the reception desk.

If you are unable to attend the Meeting in person, you may exercise your voting right by returning the Voting Form or via the Internet. Please review the attached Reference Materials for the Meeting and exercise your voting right by 5:45 p.m. on Tuesday, June 28, 2016.

Sincerely,

Fukuichi Sekine  
President and Representative Director  
**Sumitomo Osaka Cement Co.,Ltd.**

6-28 Rokuban-cho, Chiyoda-ku, Tokyo

## MEETING AGENDA

### **Items to Be Reported:**

- Item 1: Business Report and Consolidated Financial Statements for the 153<sup>rd</sup> term (from April 1, 2015 to March 31, 2016) and Audit Reports of Accounting Auditors and the Board of Company Auditors on the Consolidated Financial Statements**
- Item 2: Non-Consolidated Financial Statements for the 153<sup>rd</sup> term (from April 1, 2015 to March 31, 2016)**

### **Items to Be Resolved:**

- Item 1: Appropriation of Surplus**
- Item 2: Election of 8 Directors**
- Item 3: Election of 2 Company Auditors**

#### Notes:

1. Of the materials to be provided with this Notice, the “Notes to the Consolidated Financial Statements” (Japanese only) and the “Notes to the Non-Consolidated Financial Statements” (Japanese only) are not attached herein because these are posted on the Company’s website (<http://www.soc.co.jp/ir/>), in accordance with the relevant laws and regulations and Article 16 of the Articles of Incorporation.
2. Revision to or amendments of the Reference Materials for the Meeting, Business Report, Financial Statements and Consolidated Financial Statements will be posted on the Company’s website (<http://www.soc.co.jp/ir/>).

**REFERENCE MATERIALS FOR  
THE 153<sup>rd</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**Agenda Items and Reference Materials**

**Item 1: Appropriation of Surplus**

**Term-End Dividend**

The Company, pursuant to the Policy regarding the appropriation of surplus, and in consideration of the results for the term and the business outlook, etc., proposes the term-end dividend for the 153<sup>rd</sup> term of ¥4.00 per share as shown below. As the Company paid an interim dividend of ¥4.00 per share for the term, the annual dividend will be ¥8.00 per share, an increase of ¥1.50 per share from the previous term's annual dividend.

(1) Kind of dividend property

Cash

(2) Matters regarding the assignment of dividend property to shareholders and total amount of dividend property

¥4.00 per common share of the Company, and a total amount of ¥1,623,794,532-

(3) Effective date of the dividend of surplus

June 30, 2016

For your reference

<Policy Regarding Distribution of Earnings>

The Company recognises that distribution of earnings to shareholders determined in line with the Company's business results is, in principle, important. For a cement manufacturer in the process industry, continuous investment on its plants/equipment for improvement and renewal is essential to secure the future earnings and therefore certain retained earnings are vitally necessary to be maintained. On balance, the Company, by taking into account all aspects of business, determines stable and continuous distribution of earnings in the form of dividend of which consolidated dividend payout ratio is no less than 20%.

## Item 2: Election of 8 Directors

At the conclusion of the Meeting, the term of office will expire for all of 8 Directors. The Company, therefore, proposes the Election of 8 Directors.

The candidates for the positions are as follows:

Number	Name and date of birth	Brief record, position, principal duties and important concurrent positions	Number of shares of the Company owned by the candidate
1	<b>Fukuichi Sekine</b> May 20, 1951  * Reappointment	Apr. 1975    Joined the Company Jun. 2004    Director Jun. 2006    Managing Executive Officer Jan. 2011    Representative Director (to the present) Jan. 2011    President (to the present)	130,000
<p>【The reason for nomination as a director candidate】</p> <p>Mr. Fukuichi Sekine has abundant experience and accomplishment obtained by engaging primarily in human resources, general affairs, and finance and accounting over a long time, and by having been presiding at the Board of Directors as the President since 2011.</p> <p>The Company believes that applying his broad view based on his experience and accomplishment to management of the Company would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Fukuichi Sekine to be a Director.</p>			
2	<b>Yushi Suga</b> Jun. 19, 1952  * Reappointment	Apr. 1976    Joined the Company Jun. 2006    General Manager of Administration D. Jun. 2007    Executive Officer Feb. 2011    General Manager of Corporate Planning D. and Administration D. Jun. 2011    Managing Executive Officer Jun. 2012    Director (to the present) Jun. 2015    Senior Managing Executive Officer (to the present)  [Responsible for Legal D., Personnel D., Corporate Planning D., Administration D. and Purchasing D.]	31,212
<p>【The reason for nomination as a director candidate】</p> <p>Mr. Yushi Suga has abundant experience and accomplishment, in relation to business planning of the Company and so on, obtained by engaging primarily in business planning, finance and accounting, and human resources over a long time. The Company believes that using his Group-wide broad knowledge gained through his experience and accomplishment for management of the Company would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Yushi Suga to be a Director.</p>			

Number	Name and date of birth	Brief record, position, principal duties and important concurrent positions	Number of shares of the Company owned by the candidate
3	<p style="text-align: center;"><b>Katsuji Mukai</b> Nov. 25, 1954</p> <p>* Reappointment</p>	<p>Apr. 1978    Joined the Company</p> <p>Oct. 2004    General Manager of Optoelectronics Business Div.</p> <p>Jun. 2006    Executive Officer</p> <p>Jun. 2008    General Manager of Optoelectronics Business Div. and New Technology Research Lab.</p> <p>Jun. 2010    Managing Executive Officer (to the present)</p> <p>Jun. 2010    General Manager of New Technology Research Lab.</p> <p>Jun. 2012    Director (to the present)</p> <p>[Responsible for Optoelectronics Business Div., Advanced Materials Div. and New Technology Research Lab.]</p>	31,000
<p><b>【The reason for nomination as a director candidate】</b></p> <p>Mr. Katsuji Mukai has abundant experience and accomplishment in relation to project operation and research and development, in which he fully applies his technological knowledge obtained by engaging primarily in optoelectronics business and advanced materials business over a long time.</p> <p>The Company believes that applying his multiple points of view based on his experience and accomplishment to management of the Company would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Katsuji Mukai to be a Director.</p>			
4	<p style="text-align: center;"><b>Isao Yoshitomi</b> Jan. 22, 1955</p> <p>* Reappointment</p>	<p>Apr. 1979    Joined the Company</p> <p>Jun. 2009    General Manager of Mineral Resources and Products Div.</p> <p>Jun. 2011    Executive Officer</p> <p>Jun. 2013    General Manager of Battery Materials Business Div.</p> <p>Jun. 2014    Director (to the present)</p> <p>Jun. 2015    Managing Executive Officer (to the present)</p> <p>[Responsible for Battery Materials Business Div.]</p>	31,000
<p><b>【The reason for nomination as a director candidate】</b></p> <p>Mr. Isao Yoshitomi has abundant experience and accomplishment concerning project operation and business promotion, in which he fully applies his technological knowledge obtained by engaging primarily in mineral resources and products business and battery materials business over a long time.</p> <p>The Company believes that applying his multiple points of view based on his experience and accomplishment to management of the Company would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Isao Yoshitomi to be a Director.</p>			

Number	Name and date of birth	Brief record, position, principal duties and important concurrent positions	Number of shares of the Company owned by the candidate
5	<p><b>Shigemi Yamamoto</b> Nov. 12, 1954</p> <p>* New Candidate</p>	<p>Apr. 1977 Joined the Company</p> <p>Jun. 2007 General Manager of Environment D.</p> <p>Jun. 2009 General Manager of Gifu Production Works</p> <p>Jun. 2010 General Manager of Kochi Production Works</p> <p>Jun. 2011 Executive Officer</p> <p>Jun. 2012 General Manager of Production and Technical D. (to the present)</p> <p>Jun. 2014 Managing Executive Officer (to the present)</p> <p>[Responsible for Production and Technical D. and Mineral Resources and Products Div.]</p>	13,000
<p><b>【The reason for nomination as a director candidate】</b></p> <p>Mr. Shigemi Yamamoto has abundant experience and accomplishment obtained by primarily in cement production business and environment business over a long time.</p> <p>The Company believes that using his advanced knowledge concerning cement production engineering gained through his experience and accomplishment for management of the Company would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Shigemi Yamamoto to be a Director.</p>			
6	<p><b>Toshihiko Onishi</b> Sep. 19, 1957</p> <p>* New Candidate</p>	<p>Apr. 1981 Joined the Company</p> <p>Apr. 2010 General Manager of Cement Sales Administration D.</p> <p>May.2011 General Manager of Tokyo Branch Office (to the present)</p> <p>Jun. 2012 Executive Officer</p> <p>Apr. 2014 Managing Executive Officer (to the present)</p> <p>[Responsible for Real Estate Utilization and Management D. and Tokyo Branch Office]</p>	9,000
<p><b>【The reason for nomination as a director candidate】</b></p> <p>Mr. Toshihiko Onishi has abundant experience and accomplishment obtained by engaging primarily in cement marketing over a long time.</p> <p>The Company believes that using, for management of the Company, his broad knowledge in relation to cement marketing gained through his experience and accomplishment in the forefront of cement marketing would result in strengthening functions of the Board of Directors. The Company therefore proposes the election of Mr. Toshihiko Onishi to be a Director.</p>			

Number	Name and date of birth	Brief record, position, principal duties and important concurrent positions	Number of shares of the Company owned by the candidate
7	<p><b>Kunitaro Saida</b> May 4, 1943</p> <p>* Reappointment * Candidate for Outside Director</p> <p>* Rate of attendance of the Board of Directors: 100%</p>	<p>Apr. 1969      Appointed as Public Prosecutor</p> <p>Feb. 2003      Superintending Prosecutor of the Takamatsu High Public Prosecutors Office</p> <p>Jun. 2004      Superintending Prosecutor of the Hiroshima High Public Prosecutors Office</p> <p>Aug. 2005      Superintending Prosecutor of the Osaka High Public Prosecutors Office</p> <p>May 2006      Registered as Attorney and joined a law firm (to the present)</p> <p>Jun. 2008      Director of the Company (to the present)</p> <p>[Important concurrent positions] Outside Company Auditor of Nichirei Corporation, Outside Director of Heiwa Real Estate Co., Ltd. and Outside Director of Canon Inc.</p>	23,000
<p><b>【The reason for nomination as a director candidate】</b></p> <p>The Company formed a view that Mr. Kunitaro Saida would properly fulfil the duties of Outside Director from an objective standpoint and by utilising his long experience and substantial knowledge acquired through his service as Superintending Prosecutor of the Osaka and other High Public Prosecutors Offices, and an outside director and an outside company auditor of other companies. The Company therefore proposes the election of Mr. Kunitaro Saida to be a Director.</p>			

Number	Name and date of birth	Brief record, position, principal duties and important concurrent positions	Number of shares of the Company owned by the candidate
8	<p><b>Akira Watanabe</b> Jan. 17, 1931</p> <p>* Reappointment * Candidate for Outside Director</p> <p>* Rate of attendance of the Board of Directors: 92%</p>	<p>Apr. 1969 Professor of Faculty of Engineering, Kyushu Institute of Technology</p> <p>Oct. 1985 Professor of Faculty of Engineering, Kyushu University</p> <p>Oct. 1990 Dean of Faculty of Engineering, Kyushu Institute of Technology</p> <p>Apr. 1994 Professor of Faculty of Engineering, Kyushu Kyoritsu University</p> <p>Jul. 1994 Professor Emeritus, Kyushu Institute of Technology (to the present)</p> <p>Jul. 2001 President of Kyushu Kyoritsu University</p> <p>Jul. 2005 Retired as President of Kyushu Kyoritsu University</p> <p>Jun. 2007 Company Auditor of the Company</p> <p>Jun. 2011 Retired as Company Auditor of the Company</p> <p>Jun. 2015 Director of the Company (to the present)</p>	0
<p><b>【The reason for nomination as a director candidate】</b></p> <p>The Company formed a view that Mr. Akira Watanabe would fulfil the duties of Outside Director from an objective standpoint and by utilising his long experience and substantial knowledge acquired through his academic career as a professor and his involvement in the management of the universities as the President of Kyushu Kyoritsu University and the Dean of Faculty of Engineering, Kyushu Institute of Technology. The Company therefore proposes the election of Mr. Akira Watanabe to be a Director.</p>			



- (Notes)
1. No conflict of interests exists between the Company and each candidate.
  2. The Company introduced the Executive Officer System in June, 2006.
  3. Mr. Kunitaro Saida and Mr. Akira Watanabe are candidates for Outside Director.
  4. Mr. Akira Watanabe has been a member of the Special Committee for the Company's countermeasures to large scale acquisition of the Company's shares since June, 2008 when he was Outside Company Auditor of the Company.
  5. Mr. Kunitaro Saida will have served as an Outside Director of the Company for 8 years at the conclusion of the Meeting.
  6. Mr. Akira Watanabe will have served as an Outside Director of the Company for 1 year at the conclusion of the Meeting.
  7. Mr. Kunitaro Saida and Mr. Akira Watanabe respectively have concluded, with the Company, an agreement to limit the liability for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liability based on the agreement is the minimum limit provided by relevant laws and regulations.
  8. Mr. Kunitaro Saida and Mr. Akira Watanabe have been reported to the Tokyo Stock Exchange, Inc. as an Independent Director.
  9. Rate of attendance of the Board of Directors for Mr. Akira Watanabe is the percentage of his attendance to the total number of the meetings (13 times) held after his appointment as a Director until March 31, 2016.

### Item 3: Election of 2 Company Auditors

At the conclusion of the Meeting, the term of office will expire for Mr. Ryuji Muramatsu and Mr. Kazuo Suzuki. The Company, therefore, proposes the Election of 2 Company Auditors. The Board of Company Auditors has consented to this proposition.

The candidates for the positions are as follows:

Number	Name and date of birth	Brief record, position and important concurrent positions	Number of shares of the Company owned by the candidate
1	<p style="text-align: center;"><b>Kaname Ito</b> May 10, 1959</p> <p>* New Candidate</p>	<p>Apr. 1982 Joined the Company</p> <p>Jun. 2008 General Manager of Internal Audit D.</p> <p>Jun. 2012 General Manager of Secondary Battery Material Business Promoting D.</p> <p>Apr. 2013 General Manager of Battery Materials Business Div.</p> <p>Jun. 2013 General Manager of General Affairs D., Hachinohe Cement Co., Ltd. (to the present)</p>	6,000
<p><b>【The reason for nomination as a company auditor candidate】</b></p> <p>Mr. Kaname Ito has abundant experience and accomplishment obtained by engaging primarily in finance and accounting, and business planning over a long time. The Company believes that he would fulfil the duties of Company Auditor with appropriate expertise on finance and accounting based on the above experience and accomplishment. The Company therefore proposes the election of Mr. Kaname Ito to be a Company Auditor.</p>			
2	<p style="text-align: center;"><b>Kazuo Suzuki</b> Mar. 3, 1947</p> <p>* Reappointment * Candidate for Outside Company Auditor</p> <p>* Rate of attendance of the Board of Company Auditors: 100% * Rate of attendance of the Board of Directors: 100%</p>	<p>Jan. 1973 Joined Tetsuzo Ota &amp; Co. (currently Ernst &amp; Young ShinNihon LLC)</p> <p>Mar. 1977 Registered as Certified Public Accountant (to the present)</p> <p>May 1995 Representative Partner of Ernst &amp; Young ShinNihon LLC</p> <p>May 2004 Executive Director of Ernst &amp; Young ShinNihon LLC</p> <p>May 2008 Managing Director of Ernst &amp; Young ShinNihon LLC</p> <p>Sep. 2008 Senior Advisor of Ernst &amp; Young ShinNihon LLC</p> <p>Jul. 2009 Established Suzuki CPA accounting office (to the present)</p> <p>Jun. 2010 Corporate Auditor of the Company (to the present)</p>	6,000
<p><b>【The reason for nomination as a company auditor candidate】</b></p> <p>The Company formed a view that Mr. Kazuo Suzuki would fulfil the duties of Outside Company Auditor properly from an objective standpoint drawing on substantial knowledge of corporate management and his long experience developed through his service as a Certified Public Accountant. The Company therefore proposes the election of Mr. Kazuo Suzuki to be a Company Auditor.</p>			

- (Notes)
1. No conflict of interests exists between the Company and each candidate.
  2. Mr. Kazuo Suzuki is a candidate for Outside Company Auditor.
  3. Mr. Kazuo Suzuki was previously employed by Ernst & Young ShinNihon LLC, the Company's financial auditor. Although there has been a transactional relationship such as the payment of an audit fee between the Company and Ernst & Young ShinNihon LLC, Mr. Kazuo Suzuki had no involvement in the Company's audits while he was employed by Ernst & Young ShinNihon LLC, and in addition, the ratio of the total amount of the audit fee paid to Ernst & Young ShinNihon LLC by the Sumitomo Osaka Cement Group is less than 0.1% against the consolidated sales of the Company and against the total revenue of Ernst & Young ShinNihon LLC respectively. Mr. Kazuo Suzuki is, therefore, sufficiently independent from the Company.
  4. Mr. Kazuo Suzuki will have served as an Outside Company Auditor of the Company for 6 years at the conclusion of the Meeting.
  5. Mr. Kazuo Suzuki and the Company have concluded an agreement to limit the liability for damages based on Paragraph 1 of Article 423 of the Companies Act. The maximum amount of such liability based on the agreement is the minimum limit provided by relevant laws and regulations.
  6. Mr. Kazuo Suzuki has been reported to the Tokyo Stock Exchange, Inc. as an Independent Auditor.