Last Updated: January 20, 2020 Sumitomo Mitsui Construction Co., Ltd. Hideo Arai, Representative Director, President Contact: 03-4582-3000 Securities Code: 1821 https://www.smcon.co.jp

The status of corporate governance of Sumitomo Mitsui Construction Co., Ltd. ("SMCC" or "the Company") is as indicated below.

I. Basic Views on Corporate Governance, and Capital Structure, CorporateAttributes, and Other Basic Information

#### 1. Basic Views

The SMCC Group aims to maintain good relationships with all stakeholders, including shareholders, customers, local communities, and employees, and carry out transparent, fair, quick, and bold decision-making by building an efficient and fair management system to achieve sustainable growth and enhance mid- to long-term corporate value. To that end, it prioritizes the following five actions for corporate governance.

- 1. Quick decision-making
- 2. Designing a highly strategic organization
- 3. Transparent and rational corporate behavior
- 4. Developing an appropriate internal control system
- 5. Practicing accountability with proper disclosure

With this basic concept, SMCC, as a corporate group, is developing and operating an appropriate internal control system, continually developing and enhancing the compliance system, and taking quick and appropriate actions against various risks which may have a significant impact on management.

[Reasons for Non-compliance with the Principles of the Corporate Governance Code] SMCC complies with all the principles of the Corporate Governance Code. [Disclosure Based on the Principles of the Corporate Governance Code] UPDATED [Principle 1-4] [Cross-Shareholdings]

SMCC takes into consideration the business strategy and business relationships with its clients or suppliers from a comprehensive perspective and holds shares of other companies as cross-shareholdings for the purpose of enhancing mid- to long-term corporate value by maintaining and strengthening transactional relationships with its investee companies. With respect to individual cross-shareholdings, SMCC examines economic rationality and future prospects, including the purpose of holding the shares and whether the benefits and risks associated with holding match its capital costs.

SMCC adopts a policy of reducing shares by selling when it is decided to be of little value to hold them.SMCC decided to sell part of its shares in accordance with an examination result in fiscal year 2019.

With respect to the exercise of voting rights in the context of cross-shareholdings, SMCC decides whether to vote for or against proposals after considering whether the proposals are contrary to the enhancement of the mid- to long-term corporate value of its investee companies or whether its investee companies have significant corporate governance problems.

#### [Principle 1-7] [Related Party Transactions]

Transactions with officers: Decisions on whether to approve the transactions are required to be made at the Board of Directors meeting pursuant to the Regulations of the Board of Directors.

Transactions with major shareholders (holding 10% or more of voting rights): SMCC decides whether to approve the transactions at the Board of Directors meeting after examining market price and transactional terms and conditions as is the case for other general transactions.

[Principle 2-6] [Roles of Corporate Pension Funds as Asset Owners]

SMCC has adopted a defined contribution corporate pension plan. It has provided employees with ongoing education programs on a yearly basis.

#### [Principle 3-1] [Information Disclosure]

1) SMCC Corporate Principles and Management Strategy (Mid-term Management Plan) on its website.

Corporate Principles: https://www.smcon.co.jp/company/policy/

Mid-term Management Plan: <a href="https://www.smcon.co.jp/investor/middle-term/">https://www.smcon.co.jp/investor/middle-term/</a>

- 2) Basic views and guidelines on corporate governance are as described in "I. Basic Views on Corporate Governance, and Capital Structure, Corporate Attributes, and Other Basic Information 1. Basic Views" of this report.
- 3) Policies and procedures in deciding remuneration of individual officers are as described in "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Oversight in Management 2. Matters on Functions of Business Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)" of this report.
- 4) The Board of Directors' policies and procedures in appointing/dismissing members of senior management and nominating director and auditor candidates are as described in "II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Oversight in Management 2. Matters on Functions of Bussiness Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)" of this report.
- 5) SMCC discloses specific grounds for appointing (dismissing) members of senior management and director and auditor candidates on its website.

  Notice of annual general shareholders meeting:

https://www.smcon.co.jp/investor/stock-information/generalmeeting/

#### [Supplementary Principle 4-1-1]

SMCC has adopted the executive officer system. It separates the oversight function of the Board of Directors from the execution of operations function of the executive officers. Matters to be delegated to executive officers are clearly decided by a resolution of the Board of Directors. The subordinate regulations clearly provide work responsibilities, division of duties, and approval authority according to the matters to be delegated.

#### [Principle 4-8] [Effective Use of Independent External Directors]

SMCC appoints three persons as independent external directors in order to provide independence and objectivity to the monitoring function of the Audit & Supervisory Board and to the monitoring and oversight functions of the Board of Directors. The General Affairs Department, a secretariat of the Board of Directors, makes contact and arrangements with senior management. In addition, external directors and the Audit & Supervisory Board hold

regular meetings to share information and exchange opinions about important management agendas or functions to be fulfilled by the Board of Directors and promote cooperation.

[Principle 4-9] [Independence Standards and Qualification for Independent External Directors]

SMCC selects a person as an independent external director on the condition that he/she meets the requirements of independent officers provided by the Tokyo Stock Exchange. As a side note, transactional partners should be those other than someone related to "specified associated service providers." In addition, SMCC holds the view that anyone who belongs to its consulting law firm or accounting audit firm lacks independence.

#### [Supplementary Principle 4-11-1]

On the grounds that SMCC is a comprehensive construction company mainly engaging in civil engineering and architecture businesses domestically and internationally SMCC appoints a director who has an appreciable extent of knowledge in those businesses. Additionally, from the perspective of maintaining a system appropriate to perform business activities as a corporation listed on the First Section of the Tokyo Stock Exchange, SMCC ensures that its Board of Directors is comprised of those with seasoned knowledge on governance, financing arrangements, and corporate management, with consideration for achieving an appropriate balance of diversity for the Board of Directors, including in terms of the gender and international experience of its members.

SMCC will decide the number of members of the Board of Directors in consideration of the current sales and business lineups.

#### [Supplementary Principle 4-11-2]

SMCC discloses general information on directors or auditors who also serve as directors or auditors of other companies on its website.

Notice of annual shareholders meeting: https://www.smcon.co.jp/investor/stock-information/generalmeeting/

Securities Report: https://www.smcon.co.jp/investor/library/security-report/

#### [Supplementary Principle 4-11-3]

SMCC discloses a summary of the result of the current status evaluation on the effectiveness of the Board of Directors conducted by directors and auditors on its website. SMCC will ask for advice or opinions for further improvement and seek to contribute to the effectiveness of the Board of Directors.

Summary of the result of evaluation on the effectiveness of the Board of Directors: https://www.smcon.co.jp/investor/corporate-governance/

#### [Supplementary Principle 4-14-2]

SMCC utilizes occasions dedicated to the training of officers to foster their qualifications as management executives. In addition, SMCC provides the members of the Board of Directors with opportunities for regular training to acquire knowledge necessary for business management, including the Companies Act and corporate governance, and on management information to improve their skills for achieving missions as the constituent members of the Board of Directors.

#### [Principle 5-1] [Policy for Constructive Dialogue with Shareholders]

1) SMCC holds not only shareholders meetings but also annual financial results briefings for analysts and individual meetings as opportunities to communicate with shareholders and investors and explain its corporate management and business activities as well as to improve the content of such dialogue based on opinions and requests from shareholders and investors.

- 2) The Officer in charge of the Public Relations Office, the Division Director of the Administration Division, and the Officer in charge of the Corporate Planning Department supervise the aforementioned dialogue with shareholders and investors. The Office Manager of the Public Relations Office, the Department Manager of the General Affairs Department, and the Department Manager of the Corporate Planning Department assist them. Relevant internal departments assisting the dialogue perform operations, such as preparing and evaluating documents to be disclosed and sharing necessary information, in active cooperation, with the aim of realizing constructive dialogue.
- 3) Officers in charge make reports on the content of dialogue with shareholders and investors to the Board of Directors as necessary, and at the same time explain policies to be taken by the Company.
- 4) Upon having dialogue with shareholders and investors, SMCC manages insider information in an appropriate manner pursuant to the internal regulations titled "Insider Transaction Management Regulations." As a side note, SMCC designates a period from the day following the account closing date of each quarter to the date of announcement of financial results as a "silent period," during which SMCC refrains from engaging in dialogue on financial results information.

[Principle 5-2] [Establishing and Disclosing Business Strategies and Business Plans] SMCC calculates capital costs on a regular basis. SMCC develops its business plans and management strategy based on the calculated capital costs and is conscious of the aim of maintaining ROE (return on equity) at a level exceeding its shareholders' equity. In addition, SMCC checks and analyzes the progress of the management strategy every year and reviews the distribution of the management resources, including investment into new technological development and human resource development. SMCC will continually seek to earn revenue exceeding shareholders' equity with the aim of enhancing corporate value over

2. Capital Structure

the long-term.

[Status of Major Shareholders] UPDATED

Name / Company Name	Number of Shares Owned	Proportion (%)
Japan Trustee Services Bank, Ltd. (Trust	11,327,200	7.16
Account)		
The Master Trust Bank of Japan, Ltd. (Trust	10,799,200	6.83
Account)		
Mitsui Fudosan Co., Ltd.	5,397,965	3.41
Sumitomo Realty & Development Co., Ltd.	5,340,413	3.37
STATE STREET LONDON CARE OF STATE	3,707,700	2.34
STREET BANK AND TRUST, BOSTON SSBTC		
A/C UK LONDON BRANCH CLIENTS-		
UNITED KINGDOM		
Japan Trustee Services Bank, Ltd. (Trust	3,446,100	2.18
Account 9)		
Japan Trustee Services Bank, Ltd. (Trust	3,104,000	1.96
Account 5)		
NORTHERN TRUST GLOBAL SERVICES SE,	3,072,120	1.94
LUXEMBOURG RE LUDU RE: UCITS		
CLIENTS 15.315 PCT NON TREATY		
ACCOUNT		

JUNIPER		3,003,200	1.90
JP MORGAN CHASE BANK 385151		2,509,741	1.58
		·	
Controlling Shareholder (Except for Parent			
Company			
Parent Company	None		
	_	_	
Supplementary Explanations UPDATED			

- O The aforementioned [Status of Major Shareholders] is based on descriptions on the shareholder registry as of September 30, 2019.
- OThe Company's treasury stock of 4,644 thousand shares is not included in the total number of issued shares when calculating the ratio of [Status of Major Shareholders].
- The large volume holding report (the change report) is made available for public inspection as of August 21, 2019 states that JPMorgan Asset Management (Japan) Limited and two co-holders hold the following shares as of August 15, 2019. However, SMCC cannot fully obtain information on the number of shares substantially held by those companies as of September 30, 2019. Therefore, the number is not included in the aforementioned status of major shareholders.
- Holder of shares: JPMorgan Asset Management (Japan) Limited and two other companies
- Number of shares held: 8,554thousand shares
- Proportion of shares held: 5.26%
- The large volume holding report (the change report) is made available for public inspection as of August 15, 2019states that Sumitomo Mitsui Trust Asset Management Co., Ltd. and one co-holder hold the following shares as of December 14, 2018. However, SMCC cannot fully obtain information on the number of shares substantially held by those companies as of September30, 2019. Therefore, the number is not included in the aforementioned status of major shareholders.
- Holder of shares: Sumitomo Mitsui Trust Asset Management Co., Ltd. and one other company
- Number of shares held: 13,123 thousand shares
- Proportion of shares held: 8.07%

#### 3. Corporate Attributes

Listed Stock Market and Market Section	Tokyo Stock Exchange, First Section
Fiscal Year-End	March
Type of Business	Construction
Number of Employees (Consolidated) as of	1,000 or more
the End of the Previous Fiscal Year	
Sales (Consolidated) as of the End of the	From 100 billion yen to less than 1 trillion
Previous Fiscal Year	yen
Number of Consolidated Subsidiaries as of	From 10 to less than 50
the End of the Previous Fiscal Year	

4. Policy on Measures to Protect Minority Shareholders in Conducting Transactions with Controlling Shareholders

5. Other Special Circumstances Which May Have Material Impacts on Corporate Governance UPDATED

#### OListed subsidiaries

SMCC's corporate group includes "Sumiken Mitsui Road Co., Ltd.," a listed subsidiary. The share of voting rights SMCC owns for the subsidiary is 53.94% (as of September 30, 2019). The subsidiary adopts a policy of maintaining autonomy and independence and performs corporate activities placing great emphasis on profitability in order to contribute to mutual development.

With respect to the management of the subsidiary, which has minority shareholders, SMCC respects the minority shareholders' interests, and performs proper procedures for setting transaction terms and conditions in accordance with the competition principle as is the case for other subcontracting companies, in order to avoid coercing the subsidiary to engage in unjust and unfair transactions.

SMCC is building an internal control system as a corporate group, continually developing and enhancing the compliance system, taking quick and appropriate actions against various risks that may have a significant impact on management, we will form a highly transparent corporate group by properly disclosing information to our stakeholders and society, in order to enhance the SMCC Group's corporate value.

#### Others

With respect to the case of a collective housing complex SMCC constructed in Yokohama, we have continuous meetings with the rebuilding association, the sellers and other stakeholders as necessary and taking appropriate actions.

- II. Business Management Organization and Other Corporate Governance Systems Regarding Decision-making, Execution of Business, and Oversight in Management
- 1. Organizational Composition and Operation

Organization Form	Company with Audit & Supervisory Board
[Directors]	
Maximum Number of Directors Stipulated in Articles of Incorporation	18
Term of Office Stipulated in Articles of Incorporation	1 year
Chairperson of the Board of Directors	President
Number of Directors	9
Appointment of External Directors	Appointed
Number of External Directors	3
Number of Independent Directors among External Directors	3

#### Relationships with the Company (1)

Name	Attribute Relationships with the Company (*)										
		a	b	c	d	е	g	h	i	j	k
Sakio Sasamoto	From another							$\triangle$			
	company										
Jun Sugie	From another										
	company										
Tamao Hosokawa	Other							0			

<sup>\*</sup> Categories for Relationships with the Company:

- " $\bigcirc$ " when the director presently falls or has recently fallen under the category; " $\triangle$ " when the director fell under the category in the past
- "●" when a close relative of the director presently falls or has recently fallen under the category; "▲" when a close relative of the director fell under the category in the past
- a. Executive of the Company or its subsidiaries
- b. Executive or non-executive director of a parent company of the Company
- c. Executive of a fellow subsidiary of the Company
- d. A Party whose major client or supplier is the Company or an executive thereof
- e. Major client or supplier of the listed Company or an executive thereof
- f. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides officer remuneration
- g. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- h. Executive of a client or supplier of the Company (which does not correspond to any of d, e, or f) (the director himself/herself only)
- i. Executive of a company, between which and the Company external officers are mutually appointed (the director himself/herself only)

- j. Executive of a company or organization that receives a donation from the Company (the director himself/herself only)  $\frac{1}{2}$
- k. Others

## Relationships with the Company (2)

No	Indones de la	Complement	Dagger - f
Name	Independent Officer	Supplementary Explanations of the	Reasons for
	Officer	_	Appointment
Sakio Sasamoto	0	Relationship Mr. Sasamoto has	CMCC appointed Ma
Sakio Sasamoto			SMCC appointed Mr. Sasamoto as an
		extensive experience in	external director in the
		corporate management. He worked for JFE	
		Holdings, Inc., which is	expectation that leverage his extensive
		SMCC's client company.	experience in corporate
		He also served as	management for the
		representative director	benefit of SMCC's
		and president of JFE Life	management.
		Corporation as well as	Mr. Sasamoto has no
		Senior Managing	stake in SMCC. In
		Executive Officer and	addition, there is no
		Auditor of JFE Holdings,	risk of a conflict of
		Inc.	interests with regular
		Mr. Sasamoto has	shareholders in light of
		assumed the position of	the ratio of annual
		External Director of	transaction amounts
		SMCC (part-time) since	between the SMCC
		June 2016.	Group and the JFE
			Group to their
			respective consolidated
			sales. Therefore,
			SMCC holds the view
			that his independence
			is assured, and
			designates him as an
			independent officer.
Jun Sugie	0	Mr. Sugie has extensive	SMCC appointed Mr.
		work experience. He	Sugie as an External
		assumed a position of	Director in the
		significant responsibility	expectation that
		at the National Tax	leverage his
		Agency. He has also held	professional knowledge
		several other positions,	in the area of tax and
		including Director of the	extensive experience
		Japan Securities	and insight into
		Depository Center,	corporate management for the benefit of
		Incorporated, External Director of IDOM Inc.,	SMCC's management.
		and Vice Chairman and	Mr. Sugie has no stake
		Executive Director of The	in SMCC. In addition,
		Investment Trusts	there is no risk of a
		Association, Japan.	conflict of interests
		Mr. Sugie has assumed	with regular
		the position of External	shareholders.
		Director of SMCC (part-	Therefore, SMCC holds
	<u> </u>	Director of SMICO (part	Therefore, SMICO Holds

	1	I \	1.1
		time) since June 2019.	the view that his independence is
			assured, and
			designates him as an
			independent officer.
Tamao Hosokawa		Ms. Hosokawa works as a journalist as well as an on-air personality at RF Radio Nippon, part-time lecturer at Seisa University, Director of the Japan Institute for National Fundamentals, and Director of the Chiba Institute of Technology, which is SMCC's client. Ms. Hosokawa has assumed the position of External Director of SMCC (part-time) since June 2019.	designates him as an
			that her independence
			is assured, and
			designates her as an
			independent officer.
		·	

Voluntary Establishment of Committee(s)	Established
Corresponding to Nomination Committee or	
Remuneration Committee	

## Committee's Name, Composition, and Attributes of Chairperson

	Committee	All	Full-	Intern	Extern	Exter	Othe	Chairper
	's Name	Commit	time	al	al	nal	rs	son
		tee	Commit	Direct	Direct	Exper		
		Member	tee	ors	ors	ts		
		s	Member					
			s					
Committee	Appointme	9	0	4	3	0	2	External
Correspon	nt and							Director
ding to	Remunera							
Nominatio	tion							
n	Advisory							
Committee	Committee							

Committee	Appointme	9	0	4	3	0	2	External
Correspon	nt and							Director
ding to	Remunera							
Remunera	tion							
tion	Advisory							
Committee	Committee							

#### Supplementary Explanations

SMCC has established the Appointment and Remuneration Advisory Committee as an advisory body to the Board of Directors in order to ensure the transparency and fairness of officer personnel change and officer remuneration. The Committee comprises internal directors having the right to represent, external directors, and external auditors (part-time). The other two committee members are external auditors (part-time).

Name	(Position)	(Attendance in FY2018)
- Sakio Sasamoto	Director (External)	100% (5 times / 5 meetings)
- Hideo Arai	Representative Director, President & CEO	100% (5 times / 5 meetings)
- Yoshitaka Mimori	Representative Director, Executive Vice President	100% (5 times / 5 meetings)
- Kunio Hanato	Representative Director, Executive Vice President	100% (3 times / 3 meetings)
- Shoji Kimijima	Representative Director, Executive Vice President	– (Appointed in April 2019)
- Jun Sugie	Director (External)	– (Appointed in June 2019)
- Tamao Hosokawa	Director (External)	– (Appointed in June 2019)
- Aizou Murakami	Auditor (External)	100% (5 times / 5 meetings)
- Yukihiro Hoshi	Auditor (External)	100% (3 times / 3 meetings)

#### [Audit & Supervisory Board]

Establishment of the Audit & Supervisory Board	Established
Maximum Number of Auditors Stipulated in Articles of Incorporation	6
Number of Auditors	5

#### Cooperation among Auditors, Accounting Auditors and Internal Audit Departments

- The Audit & Supervisory Board holds meetings with accounting auditors as necessary, as part of monitoring and examination activities for checking the appropriateness of accounting audit approaches and results conducted by accounting auditors (6 meetings in FY2018). It receives reports and explanations on audit plans including audit approaches, the progress of implementation of audits, problems identified as a consequence of audits, the progress of development of systems for ensuring that accounting auditors perform their duties in a proper manner, and evaluation on the progress of development and operations of internal control on financial reports. Meanwhile, auditors also explain the progress of implementation of audits. In this way, the Audit & Supervisory Board seeks to strengthen communication with accounting auditors through candid dialogue.

- The Audit & Supervisory Board holds meetings with the Audit Department, an internal audit department, on a monthly basis in principle (11 meetings in FY2018). Thus, it seeks to conduct audits in an organized and efficient manner as well as share information, such as receiving detailed reports on audit plans, the progress of implementation of audits, and problems identified as a consequence of audits.

Appointment of External Auditors	Appointed
Number of External Auditors	3
Number of Independent Auditors	3

#### Relationship with the Company (1)

Name	Attribute		Relationship with the Company (*)										
		a	b	c	d	e	g	h	i	j	k	1	m
Yoshiyuki Kato	From another									$\triangle$			
	company												
Aizou	Lawyer												
Murakami													
Yukihiro Hoshi	From another									$\triangle$			
	company												

- \* Categories for Relationships with the Company:
- " $\bigcirc$ " when the auditor presently falls or has recently fallen under the category; " $\triangle$ " when the auditor fell under the category in the past
- "●" when a close relative of the auditor presently falls or has recently fallen under the category; "▲" when a close relative of the auditor fell under the category in the past
- a. Executive of the Company or its subsidiaries
- b. Non-executive director or accounting advisor of the Company or its subsidiaries
- c. Executive or non-executive director of a parent company of the Company
- d. Auditor of a parent company of the Company
- e. Executive of a fellow subsidiary of the Company
- f. A party whose major client or supplier is the listed Company or its executive
- g. Major client or supplier of the Company or an executive thereof
- h. Consultant, accountant or legal professional who receives a large amount of monetary consideration or other property from the Company besides officer remuneration
- i. Major shareholder of the Company (or an executive of the said major shareholder if the shareholder is a legal entity)
- j. Executive of a client or supplier of the Company (which does not correspond to any of f, g, or h) (the auditor himself/herself only)
- k. Executive of a company, between which and the Company external officers are mutually appointed (the auditor himself/herself only)
- l. Executive of a company or organization that receives a donation from the Company (the auditor himself/herself only)
- m. Others

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Relationship with the Company (2)	
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Name	Designation	Supplementary	Reasons for
	as	Explanations of the	Appointment
	Independent	Relationship	
	Audit &		
	Supervisory		

	Board		
	Member		
Yoshiyuki Kato	Member	Mr. Kato has extensive professional experience and knowledge in trust banking. He worked for Sumitomo Mitsui Trust Bank, Limited, which is SMCC's correspondent financial institution. Mr. Kato has assumed the position of External Auditor of SMCC since June 2012.	SMCC appointed Mr. Kato as an external auditor in the expectation that leverage his experience in internal auditing he acquired while working for the trust bank to enhance the audit system of SMCC. Mr. Kato has no stake in SMCC. In addition, there is no risk of a conflict of interests with regular shareholders in light of the ratio of amounts the SMCC Group borrows from the Sumitomo Mitsui Trust Bank Group to SMCC's consolidated total assets. Therefore, SMCC holds the view that his independence is secured, and designates him as an independent Auditor.
Aizou Murakami		Mr. Murakami has professional knowledge and experience as an attorney, being the Chief Representative Attorney of Kioi General Law Office.  Mr. Murakami has assumed the position of external auditor of SMCC (part-time) since June 2012.	SMCC appointed Mr. Murakami as an external auditor in the expectation that leverage his professional knowledge and experience as an attorney to enhance the audit system of SMCC. Mr. Murakami has no stake in SMCC. In addition, there is no risk of a conflict of interests with regular shareholders. Therefore, SMCC holds the view that his independence is secured, and designates him as an independent Auditor.
Yukihiro Hoshi	0	Mr. Hoshi has extensive	SMCC appointed Mr.
		experience in	Hoshi as an External

auditor in the manufacturing, security, the environment, and risk expectation that he management. He has leverages his extensive worked for Sumitomo experience in Metal Mining Co., Ltd., manufacturing, which is SMCC's client security, the company. environment, and risk Mr. Hoshi has assumed management to the position of External enhance the audit Auditor of SMCC (partsystem of SMCC. time) since June 2018. Mr. Hoshi has no stake in SMCC. In addition, there is no risk of a conflict of interests with regular shareholders in light of the ratio of annual transaction amounts between the SMCC Group and the Sumitomo Metal Mining Group to their respective consolidated sales. Therefore, SMCC holds the view that his independence is secured, and designates him as an independent Auditor. [Independent Officers] Number of Independent Officers 6 Other Matters Relating to Independent Officers [Incentives] Incentive Policies for Directors Other Supplementary Explanations By a resolution of the annual generalshareholdersmeeting held on June 28, 2018, SMCC has adopted the remuneration system of allocating transfer-restricted SMCC shares to directors (except for external directors) in order that they may share the advantages and risks of the fluctuation of share value with shareholders and to thereby further increase directors' motivation for contributing to the rise in share value and enhancement of corporate value.

Recipients of Stock Options

Supplementary Explanations

#### [Director Remuneration]

Disclosure of Individual Directors'	individual directors' Remuneration is not
Remuneration	disclosed.

#### Supplementary Explanations

SMCC discloses the number of directors to whom it paid remuneration in the fiscal year and the total amount of remuneration in the Securities Report and the Business Report. (It discloses such information pertaining to auditors as well.)

Policy on Determining Remuneration	Established
Amounts and Calculation Methods	

#### Disclosure of Policy on Determining Remuneration Amounts and Calculation Methods

The Board of Directors decides director remuneration by its resolution after the Appointment and Remuneration Advisory Committee discusses the structure and criteria of officer remuneration. As a side note, the cap on director remuneration is as indicated below.

- (1) Annual shareholders meeting held on June 27, 2019
- Monetary remuneration: not more than the annual total amount of 450 million yen including employee salaries to be paid to employees who also serve as directors (among those, not more than 80 million yen for external directors)
- (2) Annual shareholders meeting held on June 28, 2018
- Monetary remuneration claims as remuneration for shares with restriction on transfer to be provided separately from the aforementioned remuneration indicated in (1): not more than the annual total amount of 60 million yen (except for external directors)

[Supporting Systems for External Directors (External Auditors)]

- SMCC has a system in which the administrative departments of the Head Office provide external directors with information useful for the execution of duties as necessary.
- SMCC has established the Office of Audit & Supervisory Board Members under the direct control of auditors. The Office provides external auditors with information useful for the execution of duties as necessary.

[Status of Persons Who Retired from Position of Representative Director and President, etc.]

Name and Other Information of Advisors ("Sodanyaku" or "Komon") Who Have Formerly Served as Representative Director and President or Other Officers

Name	Title /	Summary of	Working	Date of	Term
	Position	Duties	Arrangement /	Retirement	
			Conditions	from	
			(Full-time /	President ,etc.	
			Part-time,		
			Remuneration,		
			and Others)		
Yoshiyuki	Advisor	- Matters	Paid	June 28, 2018	Annual
Norihisa	("Sodanyaku")	concerning			renewal
		maintenance and			
		expansion of			
		transactional			

relationships with	
clients	
- Matters	
concerning	
activities of	
industry	
organizations,	
financial	
communities, and	
corporate groups	
- Matters	
concerning public	
activities,	
including social	
contribution	
activities	

Total Number of Advisors ("Sodanyaku" or	. 1
"Komon") who have formerly served as	
Representative Director and President, etc.	

#### Others

- SMCC appoints an advisor from among those who have retired from the position of Chairperson or President by a resolution of the Board of Directors based on discussions at the Appointment and Remuneration Advisory Committee as necessary.
- The advisors neither attend the Board of Directors meeting or Executive Management Meeting nor become involved in any decision-making related to management. They sometimes give advice at the request of the current Senior Management Team. However, they have no authority to influence the judgment of management.
- 2. Matters on Functions of Bussiness Execution, Auditing, Oversight, Nomination and Remuneration Decisions (Overview of Current Corporate Governance System)

#### □ Officers

- Directors (9 persons) Internal Directors: 6 persons / External Directors: 3 persons, Men: 8 persons / Women: 1 person
- Auditors (5 persons) Internal Auditors: 2 persons / External Auditors: 3 persons, Men: 5 persons / Women: 0 persons
- SMCC has established the Appointment and Remuneration Advisory Committee as an advisory body to the Board of Directors in order to ensure the transparency and fairness of officer personnel change and officer remuneration and enhance corporate governance.
- SMCC has concluded agreements limiting liability as provided in Article 423, paragraph (1) of the Companies Act with external directors and all auditors. The liability amount under the agreements is the minimum liability amount provided by laws and regulations.

#### ☐ Execution of Operations

- The Board of Directors discusses, makes decisions and reports on SMCC's management policy and other important matters. The Board of Directors holds meetings on a monthly basis, in principle, as well as when necessary.

At the Board of Directors meetings, each director makes regular reports on the progress of execution of operations he/she oversees to improve the Board of Directors' oversight function.

(Name)	(Position)	(Attendance at Board of
		Directors meetings in FY2018)
- Hideo Arai	Representative Director,	100% (15 times / 15 meetings)
	President & CEO	
- Yoshitaka Mimori	Representative Director,	100% (15 times / 15 meetings)
	<b>Executive Vice President</b>	
- Kunio Hanato	Representative Director,	100% (12 times / 12 meetings)
	<b>Executive Vice President</b>	
- Shoji Kimijima	Representative Director,	100% (15 times / 15 meetings)
	Executive Vice President	
- Hiroshi Mashiko	Director, Senior Managing	100% (12 times / 12 meetings)
	Executive Officer	
- Shigetoshi Kondo	Director, Senior Managing	– (Appointed in June 2019)
	Executive Officer	
- Sakio Sasamoto	Director (External)	100% (15 times / 15 meetings)
- Jun Sugie	Director (External)	– (Appointed in June 2019)
- Tamao Hosokawa	Director (External)	– (Appointed in June 2019)

- SMCC has adopted the executive officer system for the purpose of vitalizing the Board of Directors, strengthening the system of execution of operations, and increasing management efficiency by separating and clearly defining the decision-making and oversight functions of the Board of Directors and the execution of operations functions of the executive officers.
- SMCC has established the Executive Management Meeting comprising mainly key executive officers as an advisory body for discussing important matters related to execution of operations. The Executive Management Meeting holds meetings on a weekly basis, in principle, as well as when necessary, to speed up the execution of operations and improve the operational efficiency.
- SMCC has established various committees as advisory bodies to the Executive Management Meeting to ensure expeditious and accurate decision-making in the execution of operations. The committees established as advisory bodies to the Executive Management Meeting include various ones, such as the Internal Control Committee, established to discuss important policies for fulfilling SMCC's social responsibilities and the development of the compliance system. The committees are led by chairpersons who are directors or executive officers and hold meetings when necessary.

#### ☐ Auditors' Audit

- The Audit & Supervisory Board receives audit reports from auditors, and discusses and make decisions on important matters concerning audits. It holds meetings on a monthly basis, in principle, as well as when necessary. Auditors hold regular meetings for exchanging opinions with the president and representative directors to share recognition and deepen mutual trust with them. In addition, they hold regular meetings with external directors to exchange opinions on important issues in auditing as well as challenges to be handled by the Company and risks surrounding the Company and share recognition with them.
- SMCC has established the position of an employee assigned to provide dedicated assistance to auditors (hereinafter referred to as the "Assistant Employee"). It has also established the Office of Audit & Supervisory Board Members under the direct control of auditors as an organization to which the Assistant Employee belongs. It considers further enhancing the function while maintaining that system. In addition, only auditors have the authority to instruct and give orders to the Assistant Employee. It is ensured that the Assistant Employee has independence from all directors, and his/her personnel transfer or personnel evaluation requires the prior consent of full-time auditors.
- SMCC has appointed two auditors (full-time) from within the Company. One of them has an appreciable extent of knowledge in finance and accounting through longtime experience in the accounting department and, furthermore, has extensive knowledge of SMCC's

operations and expertise in audit practice through working in the internal audit department. The other one has an appreciable extent of knowledge in finance and accounting through longtime experience in the accounting and finance departments and, furthermore, has extensive knowledge of affiliated companies' operations through working in relevant business divisions.

#### ☐ Accounting Auditors

- SMCC has concluded an audit agreement with Ernst & Young ShinNihon LLC as its accounting auditor.

As a side note, the following are the names of the certified public accountants who performed the audit in FY2018 and the number of assistants.

- ONames of certified public accountants who conducted the audit
- Designated limited liability partner: Executive partner Sento Fukumoto
- Designated limited liability partner: Executive partner Yoshikatsu Nakahara
- ONumber of assistants
- Certified public accountants: 6 persons, Others: 17 persons

#### □ Appointment and Dismissal of Officers and Remuneration Decisions

- SMCC has established the Appiontment and Remuneration Advisory Committee, comprising representative directors and part-time external officers, as an advisory body to the Board of Directors. The Committee carefully discusses senior management proposals on SMCC's officer remuneration structure from an independent and objective perspective and provides appropriate advice and opinions. By referring to the advice and opinions of the Committee, the Board of Directors makes decisions on remuneration of individual officers.
- The Appiontment and Remuneration Advisory Committee examines proposals on officer personnel change made by the president as to transparency, fairness, and timeliness and evaluates their appropriateness and rationality according to the uniquely provided "Criteria for Officer Appointment." By referring to the evaluation of the Committee, the Board of Directors makes decisions on officer personnel change. In addition, with respect to successor selection, SMCC has uniquely set the "Successor Succession Plan," which clarifies requirements for successors, the selection process, and the development plan. The Appointment and Remuneration Advisory Committee examines successor selection proposals made by the president as to transparency, fairness, and timeliness and evaluates their appropriateness and rationality according to the Plan. By referring to the evaluation of the Committee, the Board of Directors makes decisions on successor selection.
- When dismissing members of the senior management team before expiry of their term of office, the Appointment and Remuneration Advisory Committee confirms their dismissal as to objectivity, timeliness, and transparency and discusses its appropriateness and rationality according to the uniquely provided "Criteria for Dismissal of CEO and Other Officers" or "Criteria for Dismissal of Officers." By referring to the discussions of the Committee, the Board of Directors makes decisions on dismissal.

#### 3. Reasons for Adoption of Current Corporate Governance System

SMCC has adopted the executive officer system and the auditor system as systems in which the function of execution of operations and that of monitoring and oversight of such execution are respectively fulfilled. It is managed under an organizational structure divided into "decision-making and oversight" by the Board of Directors, "execution of operations" by executive officers, and "audit" by the Audit & Supervisory Board and accounting auditors. In addition, besides appointing external auditors, it also appoints external directors to enhance the decision-making and oversight functions of the Board of Directors. Furthermore, separate to enhancing the monitoring function as a company with a board of auditors, it has established the Appointment and Remuneration Advisory Committee in order to improve the transparency and fairness of corporate management.

### III. Implementation of Measures for Shareholders and Other Stakeholders

# $1. \ Measures \ to \ Vitalize \ the \ Shareholders Meeting \ and \ Smooth \\ Exercise \ of \ Voting \ Rights$

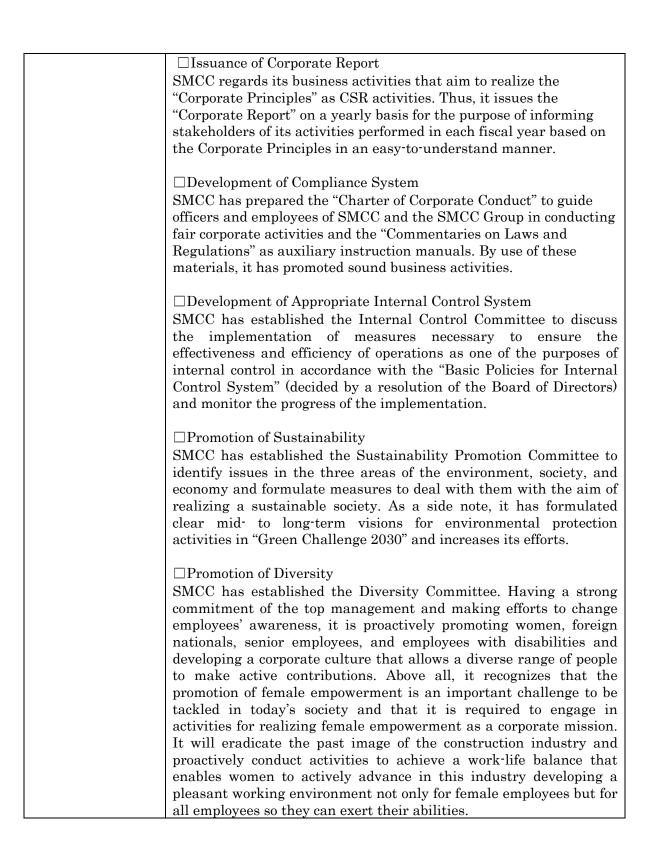
	Supplementary Explanations	
Early Dispatch of Convocation Notice of	onvocation Notice of SMCC dispatches convocation notices for	
Shareholders Meetings	shareholders meetings three weeks before	
	the date of each meeting in order to provide	
	shareholders with sufficient time for	
	consideration ahead of their exercise of	
	voting rights.	
Electronic Exercise of Voting Rights	SMCC has allowed the electronic exercising	
	of voting rights.	
Participation in the Electronic Voting	SMCC has adopted the "ICJ platform for	
Platform	institutional investors."	
Providing Convocation Notice in English	SMCC prepares English versions of	
	convocation notices for shareholders	
	meetings, submits them to the "ICJ	
	platform for institutional investors," and	
	posts them on its website.	

#### 2. IR Activities

	Supplementary Explanations	Explanations by
		Representative
Preparation and	SMCC posts the Disclosure Policy on its	
Publication of	website.	
Disclosure Policy	https://www.smcon.co.jp/investor/disclosure-	
	policy/	
Regular Investor	SMCC holds "financial results briefings" twice a	
Briefings for	year (after making public its annual and	
Analysts and	second-quarter financial results), in principle.	Explained
Institutional		
Investors		
Posting of IR	SMCC posts IR materials promptly after	
Materials on	making them public.	
Website		
Establishment of	SMCC has established the "Public Relations	
Department	Office."	
/Manager in		
Charge of IR		

### 3. Measures to Ensure Respect for Stakeholders

	Supplementary Explanations
Implementation of	SMCC regards "responding to stakeholders' requests through its
Environmental	business activities" as its social responsibility. It promotes company-
Protection	wide CSR activities, aiming to realize the Corporate Principles in
Activities, CSR	order to further ensure its sustainable corporate development.
Activities, and	
Other Activities	



#### IV. Matters Related to the Internal Control System

1. Basic Views on Internal Control System and Progress of System Development

#### OBasic Views on Internal Control System

It is a basic principle of the internal control system of SMCC and the SMCC Group to continually develop and enhance the compliance system, take quick and appropriate actions against risks that may have a significant impact on management, disclose information to stakeholders and society at large in a proper manner, and form a highly transparent corporate group, in order to enhance the Group's value as a corporate group.

As a side note, SMCC regards the "Basic Policies for Internal Control System" as providing the basic direction for efforts that continue over multiple fiscal years, and reviews their content every fiscal year. At the same time, the Internal Control Committee holds quarterly meetings where the progress of the review, correction and improvement of issues identified in the operation of the internal control system, and the progress of preventive measures taken as necessary are reported, and monitors the status of operation. The results are reported to the Board of Directors to properly build and operate the internal control system.

Outline of "FY2019 Basic Policies for Internal Control System"

- (1) System for Ensuring that SMCC's Directors and Employees Execute Duties in Compliance with Laws and Regulations and the Articles of Incorporation
- To further raise awareness around compliance and establish higher corporate ethical standards, SMCC continually provides its officers and employees (including loaned employees and temporary employees), including those of its affiliated companies, with compliance education on laws and regulations, rules, and social norms pertaining to its operations, such as the Anti-Monopoly Act, the Construction Business Act, and the Act on Work Style Reform, by referring to bid-rigging issues and internal and external risk cases.
- To ensure the credibility of financial reports, SMCC operates the internal control system based on the "Basic Plan and Policy regarding Development and Operation of Internal Control on Financial Reports."
- To seek and establish a higher corporate ethical standard, ensure management transparency, take quick and appropriate actions against risk events by checking and self-cleaning functions, SMCC provides officers and employees of SMCC and its affiliated companies with education to promote better understanding of the "i-message" system (a general term for the internal reporting system and the anti-harassment counseling system). In addition, it ensures operations to increase the credibility and effectiveness of the system.
- To further raise awareness and facilitate the anchoring of internal control and risk and crisis management, the Audit Department audits the progress of operations of the internal control system. At the same time, it examines and evaluates the effectiveness of individual procedures provided in the basic policies on the monitoring system and the internal control system and requests the leading departments of the Head Office to improve the procedures. The leading departments of the Head Office ensure that they provide guidance for preventive measures for matters pointed out during various audits and materializing risk events, expand such guidance company-wide, and conduct monitoring. They also confirm the effectiveness of those activities in cooperation with the Audit Department. (They will do likewise with respect to each item of the following basic policies 2, 3, 4, and 5.)
- Directors in charge of the internal control system make regular reports about the progress of activities based on the basic policies for the (including those individual events related to materializing of risk events) to the Board of Directors. (They will do likewise with respect to each item of the following basic policies 2, 3, 4, and 5.)
- (2) System for Storing and Managing Information on Execution of Duties by SMCC's Directors

- Departments in charge keep and manage documents on the execution of duties by directors along with relevant materials in a proper manner pursuant to the "Document Management Regulations" and respond to requests for inspection made by directors and auditors, unless laws and regulations provide otherwise.
- SMCC develops a system which enables to promote protection, sharing, and utilization of information it holds by improving provisions on information security based on the "Information Security Basic Policy" (ISMS Manuals and other materials), IT environment, and other matters. In addition, it thoroughly implements ISMS measures through ISMS education and continually promoting awareness about the prevention of information security breaches.

#### (3) SMCC's Regulations on Management on Risk of Loss and Other Systems

- SMCC increases the effectiveness of risk management by developing, operating, and constantly improving the risk control system based on the "Risk Management Regulations" and works to thoroughly reduce risks that may affect business operations and prevent their materialization.
- SMCC raises awareness and promotes operations for realizing work style reforms by company-wide actions and steadily implements various measures including the "Shorter Hours Program." In addition, SMCC implements these reforms and various measures with the adequate understanding of officers and employees, increases their effectiveness through providing guidance for improvement, and reduces long working hours.
- SMCC closely examines potential significant risks of each project to prevent their materialization and enhances the response system to enable fast action through rapid and unfailing information sharing.
- SMCC appropriately conducts activities in accordance with the "Crisis Management Regulations" in order to take actions in response to materializing risks that may cause damage to human life or property or loss of social credibility and that affect or may affect SMCC's management or business activities.
- To cope with large-scale disasters and seek to reduce loss, SMCC maintains the system provided in the "Business Continuity Plan" (BCP). In addition, to cope with large-scale disasters, such as an earthquake occurring directly beneath the Tokyo metropolitan area, SMCC continually examines and reviews the effectiveness of the BCP on a timely basis.

#### (4) System for Ensuring that SMCC's Directors Execute Duties Efficiently

- SMCC clearly defines authorities and responsibilities to increase management efficiency and execute operations by clearly separating the decision-making and oversight functions of the Board of Directors from the execution of operations function of the executive officers. In addition, at meetings of the Board of Directors, each director makes regular reports on the progress of execution of operations for which he/she has oversight.
- The Executive Management Meeting comprising senior executive officers considers important management issues regarding the execution of operations of SMCC and the SMCC Group from various aspects in an efficient manner and seeks to expedite decision-making.
- The progress of the fiscal year management plan is shared at the Board of Directors meeting and the Executive Management Meeting as well as the Expanded Executive Management Meeting comprising executive officers and branch office managers in charge of the plan for the purpose of improving its effectiveness.

## (5) System for Ensuring Propriety of Operations in Corporate Group Comprising SMCC and its Subsidiaries

- Departments in charge of affiliated companies (domestic: relevant business divisions, overseas: international branch offices) develop appropriate governance systems in consideration of the actual situation of each affiliated company and the internal control and risk management systems. At the same time, they enhance SMCC's group control and build and operate an effective internal control system.

- SMCC creates regular occasions for presidents or other officers of affiliated companies to make reports on the execution of their duties. Through such reporting, it monitors the progress of implementation of each company's fiscal year management plan and provides support and guidance for the achievement of the plan.
- To further raise awareness regarding internal control and risk and crisis management and firmly establish those concepts within the SMCC Group, the Audit Department audits the progress of the building and operation of the internal control system in consideration of the actual situation of each company. At the same time, it examines and evaluates the effectiveness of the system and requests departments in charge of affiliated companies to improve the system. Departments in charge of affiliated companies ensure that they provide guidance for preventive measures for matters pointed out during various audits and materializing risk events, expand the guidance company-wide, and conduct monitoring. They also confirm the effectiveness of those activities in cooperation with the Audit Department.
- (6) Matters concerning System of Employees who Assist SMCC's Auditors in Performing Duties and Independence of the Employees from SMCC's Directors, and Matters concerning Ensuring Effectiveness of Auditors' Directions to the Employees
- SMCC establishes the Office of Audit & Supervisory Board Members under the direct control of auditors and assigns to one person to serve as a dedicated assistant to auditors (hereinafter referred to as the "Assistant Employee") and one clerical worker who is also a member of the Audit Department.
- Only auditors have the authority to instruct and give orders to the Assistant Employee assigned to the Office of Audit & Supervisory Board Members. It is ensured that the Assistant Employee is independent from all directors, and any transfer personnel, personnel evaluation, or disciplinary measures related to such person require the prior consent of full-time auditors.
- The Assistant Employee is granted the authority to collect information necessary for conducting the auditors' audit under the instruction of auditors from each internal department or affiliated company.
- (7) System for Reporting to SMCC's Auditors and System for Ensuring that Whistleblowers Are Not Treated Unfavorably
- Representative directors and other directors (including managers of each department and officers in charge) specifically define meetings to be attended and documents to be inspected by auditors and matters to be reported to them regularly or temporarily and immediately. They also keep managers of each internal department under their management informed about those matters.
- SMCC's directors and employees as well as directors, auditors, and employees of its affiliated companies (hereinafter referred to as "Interested Persons") make reports about important matters that affect operations or business performances of SMCC and its affiliated companies to auditors as they occur. Regardless of the above, auditors may request Interested Persons to make reports whenever necessary. Interested Persons are not treated unfavorably on the grounds of having made such reports.
- Interested Persons make reports immediately to auditors after obtaining reports and information that may violate compliance, including internal reporting. In addition, if any event classified as risk level 2 or higher in the Risk Management Regulations occurs, Interested Persons make reports to auditors promptly.
- (8) Matters concerning Procedures and Payment of Costs Arising from Execution of Duties of SMCC's Auditors Including Advance Payment
- Auditors may ask for the advice of external experts in conducting audits or outsource investigations at their discretion. The Company pays costs arising from those activities immediately, including advance payment, unless it is found that such costs are not necessary for the auditors' execution of duties.

- (9) System for Ensuring that Audits by SMCC's Auditors are Conducted Effectively
- SMCC promotes better understanding of representative directors and other directors (including managers of each department and officers in charge) of the significance and beneficial effects of auditors' audits to maintain and enforce their effectiveness.
- The president and representative directors hold regular meetings for exchanging opinions with auditors to share recognition with them.
- Auditors exchange information with the internal audit department and external directors on a regular basis and cooperate with them to enhance the effectiveness of auditors' audits.
- SMCC seeks to develop an IT environment to enhance the effectiveness of auditors' audits.

## $2.\ Basic\ Views\ on\ Eliminating\ Anti-Social\ Forces$

☐ Basic Views on Eliminating Anti-Social Forces

SMCC provides as a matter of compliance an assurance that it neither accedes to the unreasonable demands of anti-social forces nor engages in activities utilizing such forces in its adherence to the purposes of the Act for the Prevention of Wrongful Acts by Members of Organized Crime Groups in the "Charter of Corporate Conduct."

□ Progress Report on Eliminating Anti-Social Forces

The progress of development of SMCC's internal systems is as indicated below.

(1) Establishment of response management departments and persons in charge of prevention of unreasonable demands

SMCC has established the General Affairs Department at the Head Office and a Management Department at each branch office as response management departments that handle unreasonable demands. In addition, it has established persons in charge of prevention of unreasonable demands in each response management department.

(2) Cooperation with external professional organizations

SMCC has maintained regular and close cooperation with police officers in charge at local police stations and established contact and reporting systems between persons in charge at the Head Office and each branch office and those police officers.

(3) Collection and management of information regarding anti-social forces

SMCC actively participates in seminars held by the Center for Removal of Criminal Organizations in each prefecture to collect information. It also manages updated information on anti-social forces within the General Affairs Department in accordance with information obtained as a result of cooperation with local police stations.

(4) Preparation of handling manuals

The "Commentaries on Laws and Regulations" explain the Act for the Prevention of Wrongful Acts by Members of Organized Crime Groups and provide for how to handle the unreasonable demands of anti-social forces.

(5) Implementation of training activities

SMCC has provided education on how to handle the unreasonable demands of anti-social forces by use of the "Commentaries on Laws and Regulations" at induction training seminars or other internal training seminars.

#### V. Others

#### 1. Adoption of Anti-Takeover Measures

Adoption of Anti-Takeover Measures	Not Adopted	
Supplementary Explanation		

SMCC recognizes that it has an important responsibility as a corporation to enhance its own corporate value. It recognizes that increasing profitability and enhancing corporate value align with shareholder interests and result in long-term capital stability, which are the most effective measures against corporate takeovers. On the other hand, if a large volume of its shares is acquired in a way that it judges as not contributing to corporate value and the common interests of shareholders, the Board of Directors carefully considers responsive measures.

#### 2. Other Matters concerning Corporate Governance System

☐ Outline of Timely Disclosure System

SMCC designates the Corporate Planning Department as a department in charge of timely disclosure and discloses information under the following systems.

#### (1) Collection and Acquisition of Internal Information

The Corporate Planning Department is in charge of collecting and acquiring SMCC's internal information.

#### (2) Timely Disclosure

Acquired internal information is disclosed after the Corporate Planning Department discusses it with relevant departments. Decisions and financial results are disclosed promptly after being decided or approved, and information on incidents or accidents is disclosed promptly after their occurrence.

#### **Corporate Governance System**

