[Translation]
NOTICE: The following report is an English Translation of the Japanese-language original.
This press release is made pursuant to the requirements under the listing rules of, and reported to, the Tokyo Stock Exchange.

April 2, 2015

To whom it may concern,

Company name: SUMCO Corporation
Representative: Mayuki Hashimoto, President & CEO
(Code: 3436, TSE First Section)
Contact: Hiroshi Shibuya, Executive Officer
General Manager of Public Relations & IR Department
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Announcement regarding: Issuance of Common Stock of the Company through a Public Offering and Secondary Offering of Common Stock of the Company; Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock Pursuant to Article 156 of the Companies Act); and Cancellation of Treasury Stock (Class A Stock and Class B Stock) and Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of Common Stock of the Company

The Company hereby announces that it has resolved, at the meeting of the board of directors held on April 2, 2015, to issue the common stock of the Company and commence a secondary offering of the common stock of the Company. Additionally, pursuant to the resolution on the acquisition of treasury stock (Class B Stock) (Article 156 of the Companies Act) as approved and adopted by the 16th ordinary general meeting of shareholders held on March 25, 2015 (the "Ordinary Shareholders Meeting"), the board of directors at its meeting referred to above resolved the acquisition of treasury stock pursuant to Article 157 of the Companies Act (Class B Stock) and the cancellation of treasury stock pursuant to Article 178 of the Companies Act (Class A Stock and Class B Stock). The Company also hereby announces that following the resolution on the issuance of the common stock of the Company and the Secondary Offering of the common stock of the Company referred to above, certain terms and conditions relating to the reduction in the amount of capital stock and capital reserve, as was resolved at the meeting of the board of directors held on March 3, 2015, have been determined.

【Background and Purpose of the Funding through Issuance of the Common Stock of the Company and the Purpose of the Secondary Offering of the Common Stock】

The Company publicly announced on March 3, 2015 its "New Medium-Term Management Strategy", which is a strategic roadmap for the new growth stage following the Business Reorganization Plan, and its "Capital Increase and Restructuring Plan" (the "Plan"), which focuses on the strengthening of the Company's financial base and raising funds for growth through the issuance of common stock of the Company and acquisition of class stock of the Company.

The Company is implementing capital policies under the Plan after the approval by the Ordinary Shareholders Meeting on the transfer of capital reserve through the reduction of capital reserve and

transfer to other capital surplus in the amount of 9 billion yen under Article 448, Paragraph 1 of the Companies Act and acquisition of treasury stock (Class B Stock) under Article 156 of the Companies Act. In order to support the business/investment strategies set out in the "New Medium-Term Management Strategy", the Company has now determined, under the given conditions above, to implement the public offering of the common stock of the Company (the "Offering") as a part of the Plan for the purposes of exchanging its class stock, which is entitled to preferred dividends and whose put option is anticipated to be exercised, for common stock, which is a more stable form of capital, and a further infusion of capital.

The Company believes that the implementation of the Plan, including the Offering, will help the Company to (i) strengthen its financial base and establish the ability to make disciplined capital expenditures and (ii) establish a basis for realizing flexible shareholder returns, which will become a foundation for medium- to long-term earnings growth and contribute to the enhancement of shareholder value.

Concurrently with the Offering, a secondary offering of the common stock of the Company will be implemented by Nippon Steel & Sumitomo Metal Corporation ("NSSMC") and Mitsubishi Materials Corporation ("MMC") (NSSMC and MMC are hereinafter collectively referred to as the "Two Major Shareholders") as selling shareholders. The number of shares of common stock to be sold by the Two Major Shareholders has been determined based on factors including market conditions and the extent of dilution of the shareholding ratio of both companies as a result of the Offering. The Company believes that this secondary offering of the common stock of the Company will contribute to the improvement of the status and composition of shareholders and the enhancement of liquidity of shares. The Company's status as an equity-method affiliate of the Two Major Shareholders will not be changed for the time being following the secondary offering by the Two Major Shareholders.

I. Issuance of the Common Stock of the Company and Secondary Offering of the Common Stock of the Company

1. Issuance of the Common Stock of the Company by way of Public Offering

(1) Type and number of offered shares to be issued	33,903,800 shares of common stock of the Company, which is the total of (i) through (iii) below: (i) 17,468,000 shares of the common stock of the Company to be subscribed for and purchased by Japanese underwriters in the Japanese offering as described in (4) (i) below. (ii) 14,292,000 shares of the common stock of the Company to be subscribed for and purchased by international managers in the international offering as described in (4) (ii) below. (iii) 2,143,800 shares, the maximum number of additional shares of common stock of the Company that the international managers may acquire pursuant to the rights they shall be granted in the international offering as described in (4) (ii) below.
(2) Method for determining the offer price	The offer price is to be determined on a date between Monday, April 20, 2015 and Thursday, April 23, 2015 (such date, the

	"Pricing Date"), in accordance with the method prescribed in Article 25 of the Rules Relating to the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association.
(3) Amounts of capital stock and capital reserve to be increased	The amount of the capital stock to be increased shall be the amount equal to one-half of the maximum limit of capital stock increase as calculated in accordance with the provisions of Paragraph 1, Article 14 of the Company Accounting Regulations, with fractional amounts less than one (1) yen resulting from this calculation to be rounded upward to one (1) yen. Furthermore, the amount of capital reserve to be increased shall be equal to the amount of such maximum limit of capital stock increase minus such amount of capital stock to be increased.
(4) Method for offering	The shares will be offered simultaneously in Japan and outside Japan. (i) Japanese offering: The offering in Japan (the "Japanese Offering") shall be an ordinary offering and the Company will cause the underwriters in the Japanese offering (the "Japanese Underwriters") to subscribe for and purchase all shares to be issued in the Japanese offering. (ii) International offering: The offering outside Japan (the "International Offering") is to be made in overseas markets (provided, however, that the offering in the United States is limited to offerings to qualified institutional buyers in the United States pursuant to Rule 144A under the U.S. Securities Act of 1933), and the Company will cause the managers in the international offering (the "International Managers"), to subscribe for and purchase all shares to be issued in the International Offering. Additionally, the International Managers shall be granted the right to acquire additional shares of common stock of the Company to be issued as described in (1) (iii) above. With respect to each of the offerings described in (i) and (ii) above, the number of shares to be issued will be 17,468,000 shares for the Japanese Offering and 16,435,800 shares for the International Offering (14,292,000 shares subject to the subscription and purchase as described in (1) (ii) above, and 2,143,800 shares subject to the right to acquire additional

	shares of common stock of the Company to be issued as described in (1) (iii) above). The actual allocation of shares between the Japanese Offering and the International Offering will, however, be determined on the Pricing Date, taking into consideration investor demand and other factors. Furthermore, the offer price of each of the above offerings described in (i) and (ii) is to be determined on the Pricing Date, based on the price range set by multiplying the closing price of common stock of the Company at the Tokyo Stock Exchange, Inc. on the Pricing Date (if the closing price is not reported on such day, the closing price of the nearest preceding day shall apply) by a number between 0.90 and 1.00 (with any fraction less than one (1) yen being rounded down), taking into consideration investor demand and other factors, in accordance with the method prescribed in Article 25 of the Rules Relating to the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association.
(5) Commission to the underwriters	No commission shall be paid to the underwriters. In place thereof, the aggregate amount of the difference between the offer price with respect to the Japanese Offering and the International Offering and the subscription price to be paid by the respective underwriters to the Company shall be the proceeds to be received by the respective underwriters.
(6) Subscription period (Japanese Offering)	From the business day following the Pricing Date until two (2) business days following the Pricing Date.
(7) Closing date	A date between Monday, April 27, 2015 and Friday, May 1, 2015; provided, however, that the date shall be five (5) business days after the Pricing Date.
(8) Deposit for Subscription	Same amount as the offer price per share
(9) Unit of shares for subscription	100 shares
(10) The Company shall authorize Mr. Mayuki Hashimoto, the President & CEO of the Company, or an attorney-in-fact appointed by him, to determine the subscription price, the amounts of the capital stock and capital reserve to be increased, the offer price and any other matters necessary for the issuance of the common stock by way of public offering.	
(11) If the secondary offering to be subscribed for and purchased by the underwriters described in 2. below is cancelled, the issuance of the common stock of the Company by way of public offering shall also be cancelled.	

2. Secondary Offering of the Common Stock of the Company (Secondary Offering through Subscription and Purchase by the Underwriters)

(1) Type and number of shares to be sold	33,903,800 shares of common stock of the

	Company, which is the total of (i) through (iii) below: (i) 17,468,000 shares of the common stock of the Company to be subscribed for and purchased by the Japanese Underwriters in the Japanese Secondary Offering as described in (5) (i) below. (ii) 14,292,000 shares of the common stock of the Company to be subscribed for and purchased by the International Managers in the International Secondary Offering as described in (5) (ii) below. (iii) 2,143,800 shares, the maximum number of additional shares of common stock of the Company which the International Managers in the International Secondary Offering are granted the right to acquire as described in (5) (ii) below.
(2) Selling Shareholders and number of shares to be sold	(i) The common stock of the Company to be subscribed for and purchased by the Japanese Underwriters in the Japanese Secondary Offering as described in (1) (i) above: From NSSMC: 8,734,000 shares From MMC: 8,734,000 shares (ii) The common stock of the Company to be subscribed for and purchased by the International Managers in the International Secondary Offering as described in (1) (ii) above: From NSSMC: 7,146,000 shares From MMC: 7,146,000 shares (iii) The maximum number of additional shares of common stock of the Company subject to the acquisition right granted to the International Managers as described in (1) (iii) above: From NSSMC: 1,071,900 shares From MMC: 1,071,900 shares (hereinafter NSSMC and MMC shall be referred to as the "Selling Shareholders", except for item 3. below.)
(3) Offer price	Undetermined (To be determined on the Pricing Date. The offer price shall be the same as the offer price for the Japanese Offering and the International Offering)
(4) Subscription price	The offer price shall be determined on the Pricing Date, in accordance with the method prescribed in Article 25 of the Rules Relating to the Rules Concerning Underwriting, Etc. of Securities established by the Japan Securities Dealers Association. The subscription price shall mean the purchase price per share that the

	Selling Shareholders receive from the respective underwriters described in (5) below. No commission shall be paid to the respective underwriters; provided, however, the aggregate amount of the difference between the offer price and the subscription price shall be the proceeds to be received by the respective underwriters.
(5) Method of secondary offering	The shares will be secondarily sold simultaneously in Japan and outside Japan. (i) Japanese secondary offering: The secondary offering in Japan (the "Japanese Secondary Offering"; excluding the secondary offering through over-allotment described in 3. below.) shall be the Secondary Offering and the Selling Shareholders will cause the Japanese Underwriters to subscribe for and purchase all shares to be sold in the Japanese secondary offering. (ii) International secondary offering: The secondary offering outside Japan (the "International Secondary Offering") is to be made in overseas markets (provided, however, that the offering in the United States is limited to offerings to qualified institutional buyers in the United States pursuant to Rule 144A under the U.S. Securities Act of 1933), and the Selling Shareholders will cause the International Managers to subscribe for and purchase all shares to be issued in the International Secondary Offering. Additionally, the Selling Shareholders shall grant the International Managers the right to acquire additional shares of common stock of the Company as described in (1) (iii) above. With respect to each of the secondary offerings described in (i) and (ii) above, the number of shares to be issued will be 17,468,000 shares for the Japanese Secondary Offering and 16,435,800 shares for the International Secondary Offering (14,292,000 shares subject to the subscription and purchase as described in (1) (ii) above, and 2,143,800 shares subject to the right to acquire additional shares of common stock of the Company as described in (1) (iii) above). The actual allocation of shares between the Japanese Secondary Offering and the International Secondary Offering will, however, be determined on the Pricing Date, taking into consideration investor demand and other factors.
(6) Subscription period (Japanese secondary	The subscription period shall be the same

offering)	period as that of the Japanese Offering.
(7) Delivery date	The delivery date shall be the business day immediately following the closing date of the Japanese Offering.
(8) Deposit for Subscription	Same amount as the offer price per share
(9) Unit of shares for subscription	100 shares
(10) The Company authorizes Mr. Mayuki Hashimoto, the President & CEO of the Company, or an attorney-in-fact appointed by him, to determine the offer price and any other matters necessary for the secondary offering through issuance and subscription by the underwriters.	
(11) If the issuance of the common stock of the Company by way of public offering described in 1. above is cancelled, the secondary offering to be subscribed for and purchased by the underwriters shall also be cancelled.	

3. Secondary Offering of Common Stock of the Company (Secondary Offering through Over-Allotment) (See <Reference> 1. below.)

(1) Type and number of shares to be sold	5,240,400 shares of common stock of the Company The above number of shares to be sold is the maximum number of shares and may be decreased depending on investor demand and other factors in the Japanese Offering and the Japanese Secondary Offering, or the secondary offering through over-allotment may not be implemented at all. The number of shares to be sold shall be determined on the Pricing Date, taking into consideration investor demand and other factors in the Japanese Offering and the Japanese Secondary Offering.
(2) Selling Shareholders	The designated Japanese Underwriter
(3) Offer price	Undetermined. (To be determined on the Pricing Date. The offer price shall be the same as the offer price for the Japanese Offering and the International Offering.)
(4) Method of secondary offering	In connection with the Japanese Offering and the Japanese Secondary Offering, the shares of common stock of the Company up to a maximum number of 5,240,400 shares may be sold in Japan by way of the designated Japanese Underwriter's borrowing the shares from NSSMC and MMC, which are the shareholders of the Company (the "Stock Lenders"), taking into consideration investor demand and other factors in the Japanese Offering and the Japanese Secondary Offering.
(5) Subscription period	The subscription period shall be the same period as the subscription period of the Japanese Offering.
(6) Delivery date	The delivery date shall be the business day immediately following the closing date of the Japanese Offering.
(7) Deposit for subscription	Same amount as the offer price per share

(8) Unit of shares for subscription:	100 shares
(9) The Company authorizes Mr. Mayuki Hashimoto, the President & CEO of the Company, or an attorney-in-fact appointed by him, to determine the offer price and any other matters necessary for the secondary offering through over-allotment.	
(10) If the Japanese Offering is cancelled, the secondary offering through over-allotment shall also be cancelled.	

4. Issuance of Common Stock by Way of Third-Party Allotment (See <Reference> 1. below.)

(1) Type and number of offered shares	2,620,200 shares of common stock of the Company
(2) Method for determining the subscription price	The subscription price is to be determined on the Pricing Date and is to be the same as the offer price for the Japanese Offering and the International Offering.
(3) Amounts of capital stock and capital reserve to be increased	The amount of the capital stock to be increased shall be the amount equal to one-half of the maximum limit of capital stock increase as calculated in accordance with the provisions of Paragraph 1, Article 14 of the Company Accounting Regulations, with fractional amounts resulting from this calculation to be rounded upward to one (1) yen. Furthermore, the amount of the capital reserve to be increased shall be equal to the amount of such maximum limit of capital stock increase minus such amount of capital stock to be actually increased.
(4) Third party	The designated Japanese Underwriter
(5) Subscription period (subscription date)	Any date between Friday, May 22, 2015 and Wednesday, May 27, 2015; provided, however, that such date shall be the date two (2) business days after the 28th day (if such 28th day is not a business day, the immediately preceding business day thereof shall be such day) after the day immediately following the last day of the subscription period for the Japanese Offering, the International Offering and the secondary offering through over-allotment.
(6) Closing date	Any date between Monday, May 25, 2015 and Thursday, May 28, 2015; provided, however, that such date shall be the date three (3) business days after the 28th day (if such 28th day is not a business day, the immediately preceding business day thereof shall be such day) after the day immediately following the last day of the subscription period for the Japanese Offering, the International Offering and the secondary offering through over-allotment.
(7) Unit of shares for subscription	100 shares
(8) Any shares which are not subscribed for during the subscription period (subscription date) as described in (5) above shall not be issued.	
(9) The Company authorizes Mr. Mayuki Hashimoto, the President & CEO of the Company, or an attorney-in-fact appointed by him, to determine the subscription price, the amounts of the	

capital stock and capital reserve to be increased and any other matters necessary for the issuance of common stock by way of a third-party allotment.
(10) The issuance of common stock through third-party allotment shall be subject to the effectuation of the securities registration under the Financial Instruments and Exchange Act. If the Japanese Offering is cancelled, any issuance of common stock by way of a third-party allotment shall also be cancelled.

II. Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock pursuant to Article 156 of the Companies Act) and Cancellation of Treasury Stock (Class A Stock and Class B Stock)

1. Reasons for Acquiring the Treasury Stock (Class B Stock)

With respect to Class B Stock to be delivered to holders of Class A Stock upon exercise of the put options pursuant to the Plan, the consideration for which is (i) a cash payment and (ii) Class B Stock, the Company intends to acquire Class B Stock in order to avoid the dilution of common stock of the Company that would arise if the put options attached to Class B Stock, the consideration for which is common stock of the Company, are exercised.

2. Details regarding Acquisition of Treasury Stock (Class B Stock)

(1) Type of Shares to be Acquired

Class B Stock

(2) Total Number of Shares to Be Acquired

Up to 450 shares

(As of April 2, 2015, no shares of Class B Stock have been issued; however, a total of 450 shares of Class B Stock is scheduled to be issued under the Plan.)

(3) Per Share Acquisition Price of Shares

20 million yen

(4) Total Acquisition Price of Shares

Up to 9 billion yen

(5) Scheduled Date of Acquisition of Shares

May 11, 2015

With respect to 300 shares of the 450 maximum number of shares to be acquired stated in (2) above, the scheduled date of acquisition is either (i) the effective date of the reduction in the amount of capital stock and capital reserve, as stated in "III. Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of Common Stock (Current Status of Disclosed Matters)" below, or (ii) May 11, 2015, whichever comes later. However, as stated in "III. Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of Common Stock (Current Status of the Disclosed Matters)" below, since the effective date of the reduction in the amount of capital stock and capital reserve will be a date between Monday, April 27, 2015 and Friday, May 1, 2015 (the effective date will be the same date as the closing date of the Offering), the scheduled date of the acquisition of shares will be May 11, 2015.

(6) Terms and Conditions of Acquisition

The number of shares of Class B Stock issued as of the scheduled date of the acquisition

exceeds the number of shares to be acquired with respect to the relevant acquisition.

(Reference) Details of shareholding of treasury stock as of April 2, 2015 (Class B Stock)

Total number of issued shares (Excluding treasury stock)	0 share (Note)
Treasury stock	0 share

(Note) As of April 2, 2015, Class B Stock has not been issued; however, a total of 450 shares of Class B Stock is scheduled to be issued on May 11, 2015 under the Plan.

3. Details regarding Cancellation of Treasury Stock (Class A Stock and Class B Stock)

(1) Type of Shares to be Cancelled
Class A Stock and Class B Stock

(2) Total Number of Shares to Be Cancelled
450 shares of Class A Stock and 450 shares of Class B Stock; provided, however, that, if the number of shares of Class A Stock or Class B Stock held by the Company on the scheduled cancellation date stated in (3) below is fewer than the above number, the total number of shares to be cancelled shall be the number of shares of Class A Stock or Class B Stock held by the Company on the scheduled cancellation date.

(3) Scheduled Cancellation Date
May 11, 2015

III. Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of Common Stock (Current Status of the Disclosed Matters)

The Company determined that the strengthening of its financial base and the procurement of funds for growth through the Offering and the acquisition of Class A Stock, as part of the Plan, will contribute to the enhancement of shareholder value. In order to acquire all Class A Stock, the Company will reduce the amount of capital stock and capital reserve in the same amount of capital stock and capital reserve to be increased by the Japanese Offering and the International Offering, as described in "Issuance of the Common Stock of the Company by way of Public Offering" above, up to the amount scheduled to be issued stated in the shelf registration statement (60 billion yen), and transfer such amount to other capital surplus (such reduction in the amount of capital stock and capital reserve is hereinafter referred to as the "Reduction in the Amount of Capital Stock and Capital Reserve"), and the Company has resolved, at the meeting of the board of directors held on March 3, 2015, the Reduction in the Amount of Capital Stock and Capital Reserve (for details thereof, please see the press release dated March 3, 2015, entitled "Announcement regarding: Shelf Registration for the Issuance of New Shares and Schedule of Secondary Offering; Reduction in the Amount of Capital Reserve and Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of New Shares; and Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock Pursuant to Article 156 of the Companies Act)"). By resolution of the meeting of the board of directors of the Company regarding the Offering, a part of the scheduled timeline for the Reduction in the Amount of Capital Stock and Capital Reserve was fixed. Other matters related to the Reduction in the Amount of Capital Stock and Capital Reserve have not changed from those stated in the press release mentioned above.

The scheduled timeline regarding the Plan, including the Reduction in the Amount of Capital Stock

and Capital Increase, is as follows.

Dates (scheduled)	Procedures
April 13, 2015	Last day of the period for creditors to object with respect to the reduction in the amount of capital reserve approved at the Ordinary Shareholders Meeting (the "Reduction in the Amount of Capital Reserve") and the Reduction in the Amount of Capital Stock and Capital Reserve
April 14, 2015	Effective date of the Reduction in the Amount of Capital Reserve
Any date between April 27, 2015 through May 1, 2015 (The effective date will be the same date as the closing date of the Offering.)	Effective date of the payment for the Offering, and the Reduction in the Amount of Capital Stock and Capital Reserve
May 11, 2015	The Company will acquire 450 shares in total of Class A Stock and 450 shares in total of Class B Stock.

<Reference>

1. The secondary offering through over-allotment

   The secondary offering through over-allotment referred to in "Secondary Offering of Common Stock of the Company (Secondary Offering for Sale through Over-Allotment)" above is the Japanese Offering of the common stock of the Company in which the designated Japanese Underwriter, as the lead manager of the Japanese Offering and the Japanese Secondary Offering, makes a borrowing from the Stock Lenders, taking into consideration investor demand, etc. regarding the Japanese Offering described in "I. 1. Issuance of the Common Stock of the Company by way of Public Offering" above and the Japanese Secondary Offering described in "I. 2. Secondary Offering of the Common Stock of the Company (Secondary Offering through Subscription and Purchase by the Underwriters)." The number of shares of common stock to be sold in the secondary offering through over-allotment is expected to be 5,240,400 shares; however, such number of shares to be sold is the maximum number of shares that may be sold and it is possible that the actual number of shares sold will fall below such maximum number due to the status of demand, etc. or in the case where the secondary offering through over-allotment itself is not conducted.

   In addition, in relation to the secondary offering through over-allotment, in order for the designated Japanese Underwriter to acquire the shares necessary to return the shares that the designated Japanese Underwriter borrowed from the Stock Lenders (the "Borrowed Shares"), the Company resolved at the meeting of the Board of Directors held on April 2, 2015 (Thu) that 2,620,200 shares of common stock of the Company will be newly issued and allocated to the designated Japanese Underwriter as a capital increase by issuance of new shares through allotment to a person other than shareholders (the "Third Party Allotment") wherein the closing date will be the date three (3) business days after the 28th day (if such 28th day is not a business day of the Company, the immediately preceding business day thereof shall be such day) after the day immediately following the last day of the subscription period for the Japanese Offering, the International Offering and the secondary offering through over-allotment. In relation to the above, the Company grants to the designated Japanese Underwriter the right to receive the Third Party Allotment (the "Green Shoe Option of the Issuer") up to a ceiling of 2,620,200 shares, and the expiry date thereof is the 28th day (if such 28th day is not a business day of the Company, the immediately preceding business day thereof shall be such day, the "Green Shoe Option

Expiry Date" (Note)) after the day immediately following the last day of the subscription period for the Japanese Offering, the International Offering and the secondary offering through over-allotment. In addition, in relation to the secondary offering through over-allotment, the Stock Lenders grant the designated Japanese Underwriter the right to additionally receive the common stock of the Company up to a ceiling of 2,620,200 shares (the "Green Shoe Option of the Shareholders") in addition to the shares subject to the Japanese Secondary Offering whose expiry date is the Green Shoe Option Expiry Date (the Green Shoe Option of the Issuer and the Green Shoe Option of the Shareholders together, the "Green Shoe Option").

The designated Japanese Underwriter may, by the 28th day (or, if such 28th day is not a business day of the Company, the immediately preceding business day) after the day immediately following the last day of the subscription period for the Japanese Public Offering, the Japanese Secondary Offering, and the secondary offering through over-allotment (the "Syndicate Cover Transaction Period"), also purchase on the Tokyo Stock Exchange up to the number of shares concerning the secondary offering through over-allotment on the Tokyo Stock Exchange, Inc. for the purpose of returning the Borrowed Shares (the "Syndicate Cover Transactions"). The entire amount of shares acquired by the designated Japanese Underwriter through the Syndicate Cover Transactions will be used to return the Borrowed Shares. During the Syndicate Cover Transaction Period, it is possible that the designated Japanese Underwriter may not undertake any Syndicate Cover Transactions, or may suspend the Syndicate Cover Transactions without having reached the number of shares concerning the secondary offering through over-allotment by the decision of the designated Japanese Underwriter.

In addition, the designated Japanese Underwriter may conduct stabilization operations associated with the Japanese Offering, the Japanese Secondary Offering, and the secondary offering through over-allotment, and may use all or a part of the common stock of the Company acquired through the stabilization operations to return the Borrowed Shares.

The designated Japanese Underwriter will exercise the Green Shoe Option for the number of shares obtained by subtracting the number of shares purchased through the shares to be used to return the Borrowed Shares from the number of shares concerning the secondary offering through over-allotment out of the common stock of the Company acquired through the stabilization operations; i.e. the number of shares deficit in respect of return of the Borrowed Shares. Regarding the acquisition of the deficit of shares, the designated Japanese Underwriter will exercise the Green Shoe Option in order that the percentage of the Green Shoe Option of the Issuer and the Green Shoe Option of the Shareholders will be approximately equal.

Accordingly, all or part of the number of shares issued through the Third Party Allotment may not be subscribed for and the right to subscribe for such shares may be forfeited, and, as a result, the number of shares issued under the Third Party Allotment may be reduced or such Third Party Allotment may not be carried out at all.

In the event that the designated Japanese Underwriter exercises the Green Shoe Option, the designated Japanese Underwriter will pay using the proceeds from the secondary offering through over-allotment.

Whether the secondary offering through over-allotment will be conducted or not and the number of shares of common stock to be offered in the case of the secondary offering through

over-allotment will be determined on the Pricing Date. In the event that the secondary offering through over-allotment is not conducted, the designated Japanese Underwriter will not borrow common stock of the Company from the Stock Lenders and will not exercise the Green Shoe Option of the Issuer and the Green Shoe Option of the Shareholder. In addition, the Syndicate Cover Transaction will not be conducted on the Tokyo Stock Exchange, Inc.

The Japanese Underwriters will conduct the above transactions upon mutual discussion.

(Note) The Green Shoe Option Expiry Date and the Syndicate Cover Transaction Period are as follows.

(i) If the Pricing Date is April 20 (Monday), 2015, the Green Shoe Option Expiry Date will be May 20 (Wednesday), 2015, and the Syndicate Cover Transaction Period will be from April 23 (Thursday), 2015 to May 20 (Wednesday), 2015
(ii) If the Pricing Date is April 21 (Tuesday), 2015, the Green Shoe Option Expiry Date will be May 21 (Thursday), 2015, and the Syndicate Cover Transaction Period will be from April 24 (Friday), 2015 to May 21 (Thursday), 2015
(iii) If the Pricing Date is April 22 (Wednesday), 2015, the Green Shoe Option Expiry Date will be May 22 (Friday), 2015, and the Syndicate Cover Transaction Period will be from April 25 (Saturday), 2015 to May 22 (Friday), 2015
(iv) If the Pricing Date is April 23 (Thursday), 2015, the Green Shoe Option Expiry Date will be May 25 (Monday), 2015, and the Syndicate Cover Transaction Period will be from April 28 (Tuesday), 2015 to May 25 (Monday), 2015

2. Change in the Total Number of Issued Shares as a result of the Issuance of the Common Stock of the Company through the Public Offering and the Issuance of Common Stock through the Third-Party Allotment

Total Number of Issued Shares (as of February 28, 2015)	Common Stock Class A Stock Class B Stock	257,751,739 shares 450 shares 0 shares	
Increase in the Number of Shares of the Common Stock Due to the Public Offering	Common Stock	33,903,800 shares	(Note) 1.
Total Number of Issued Shares after the Issuance of the Common Stock of the Company in the Public offering	Common Stock Class A Stock Class B Stock	291,655,539 shares 450 shares 0 shares	(Note) 1. (Note) 2. (Note) 2.
Increase in the Shares of the Common Stock Due to the Third Party Allotment	Common Stock	2,620,200 shares	(Note) 3.
Total Number of Issued Shares after the Issuance of the Common Stock through the Third Party Allotment	Common Stock Class A Stock Class B Stock	294,275,739 shares 450 shares 0 shares	(Note) 3. (Note) 2. (Note) 2.

(Notes) 1. These figures are based on the assumption that the international managers will exercise all of the options set forth in (1) (iii) in “I. 1. Issuance of Common Stock of the Company through Public Offering” above.
2. As described in “II. Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock pursuant to Article 156 of the Companies Act) and Cancellation of Treasury Stock (Class A Stock and Class B Stock)” and “III. Reduction in the Amount of Capital Stock and Capital Reserve

Concurrently with the Issuance of Common Stock (Current Status of the Disclosed Matters)", if the payment for the Offering, and the reduction in the amount of capital stock and capital reserve are completed, the Two Major Shareholders and Japan Industrial Solutions Investment Limited Partnership I (these three shareholders are hereinafter referred to as the "Three Class A Shareholders") will exercise put options, the consideration for which is a cash payment and Class B Stock in respect of all Class A Stock held, on May 11, 2015 (the "Exercise"). With respect to Class B Stock issued in accordance with the Exercise, the Company expects to acquire all of such Class B Stock on May 11, 2015 by way of acquiring treasury stock pursuant to the Companies Act.

3. These figures are based on the assumption that the new shares to be offered as described in "4. Issuance of Common Stock by way of Third-Party Allotment" are all subscribed for by the designated Japanese Underwriter and issued.

3. Use of proceeds

(1) Use of proceeds from the Offering

The Company plans to apply the net proceeds, from the Japanese Offering, the International Offering and the Third Party Allotment in the aggregate amount of approximately up to 68,387,360,000 yen, to (i) fund a portion in the amount of 30,000,000,000 yen of the cash portion of the acquisition of Class A Stock on May 11, 2015, (ii) fund capital investments by the Company in the amount of 26,000,000,000 yen for the period ending December 31, 2017 and (iii) fund certain investments in and loans by the Company to its subsidiary, SUMCO TECHXIV Corporation, in the amount of 4,000,000,000 yen for the period ending December 31, 2017. If there is any amount remaining unused, the Company shall use such remaining amount for the repayment of its interest-bearing debt owed to financial institutions becoming due and payable during the fiscal year ending December 31, 2015.

The above funds for investments in and loans to SUMCO TECHXIV Corporation will be applied by it to its capital investments.

As demand for leading-edge semiconductor devices continues to increase, the Company's customers, the manufacturers of semiconductor devices, require increasingly technologically sophisticated high-precision 300mm silicon wafers in order to meet this demand. Because the above capital investments are for the purpose of adopting next-generation high-precision compatible development equipment to accommodate such demand, these investments will allow the Company to maintain and strengthen its ability to develop products that satisfy customer needs.

The details of the capital investment plan of the Company's group as of April 2, 2015 are as follows:

Company Name	Equipment	Anticipated investment amount		Funding method	Commencement date	Scheduled completion date	Increased capacity after completion
		Total investment amount (million yen)	Amount already paid (million yen)				
The Company (SUMCO Corporation)	Equipment to accommodate high-precision 300mm wafers	26,000	-	Proceeds from capital increase, cash on hand and loans (Note 1)	January 2015	December 2017	(Note 3)
SUMCO	Equipment to	4,000	-	Loan	January 2015	December 2017	(Note 3)

TECHXIV Corporation	accommodate high-precision 300mm wafers			(Note 2)			
Total		30,000	-				

(Notes) 1. If the net proceeds from the Offering suffice to fund the full amount, neither cash on hand nor loans will be used.
2. The Company plans to make investment in and loans to its subsidiary from a portion of the net proceeds from the Offering.
3. As these capital investments are for the purposes of adopting next-generation high-precision compatible development equipment to accommodate high-precision 300mm wafers, the Company does not expect a significant increase in manufacturing capacity even after the completion of the investments above.

(2) Changes in the use of proceeds from previous issue of Class A Stock

As notified in our release entitled "Notice on Issuance of Shares by Third-Party Allotment" dated March 8, 2012, the Company plans to apply an unused portion in the amount of 13,832,000,000 yen of the proceeds from the previous fund procurement, as part of implementing the Plan, to a portion of the Company's cash payment to the Three Class A Shareholders upon exercise of their put options, in exchange for the cash payment and Class B Stock on May 11, 2015. For details, please see our release entitled "Announcement regarding Change in the Use of Proceeds from the Issuance of Class Stock by Third-Party Allotment" dated March 3, 2015.

(3) Impact on results of operations of the Company

The Company believes that, by implementing the Plan, by replacing the class stock with common stock, which is a more stable form of capital, and by further strengthening the capital base, (i) the Company will be able to strengthen its financial base and reform itself to enable the implementation of disciplined growth investments, and (ii) the Company will establish a stable foundation for realizing flexible shareholder returns, which we believe will become a foundation for medium- to long-term earnings growth and contribute to enhancing shareholder value; and, accordingly, the Plan will contribute to enhancement of the stock value of the common stock of the Company.

4. Distribution of profit, etc. to shareholders

(1) Basic policy regarding profit distribution

The Company recognizes the appropriate return of profit to the shareholders as an important management issue. The Company will, with respect to its dividend policy, distribute profits to the shareholders after taking into consideration various factors comprehensively, including level of net income in each fiscal year, future prospects, cash requirements for capital expenditures and level of retained earnings.

In addition, the Company shall make every effort to stabilize its business platform and to improve its corporate value by utilizing the retained earnings for capital expenditures and research and development investments.

(2) Policy to determine the payment of dividends

The Company's basic policy is to pay dividends twice a year, i.e. interim and fiscal year-end dividends. The decision-making body of the distribution of surplus is the ordinary general meeting of shareholders in the case of the year-end dividends, and the Company's board of directors in the case of interim dividends.

The Company's articles of incorporation provide that the Company may, "by resolution of the board of directors, distribute interim dividends to the shareholders or the registered stock pledgee whose names have been recorded in the latest register of shareholders as of June 30 of each year".

(3) Use of retained earnings

As described in the part "(1) Basic policy regarding the profit distribution" above.

(4) Distribution of dividends during the past three fiscal years

	Fiscal Year ended January 31, 2013	Fiscal Year ended December 31, 2013 (11-month term)	Fiscal Year ended December 31, 2014
Consolidated net income/loss per share	8.93 yen	(1.22) yen	58.84 yen
Annual dividend per share (Interim dividend per share)	2.00 yen (-)	1.00 yen (-)	4.00 yen (-)
Consolidated actual payout ratio	22.4%	-	6.8%
Consolidated return on equity	2.6%	0.4%	9.2%
Consolidated ratio of dividends to total equity	0.5%	0.2%	0.8%

(Notes) 1. The consolidated actual payout ratio is the annual dividend per share divided by consolidated net income/loss per share. There is no consolidated actual payout ratio for the fiscal year ended December 31, 2013 as the Company recorded a consolidated net loss per share in that year.

2. The consolidated return on equity is the consolidated net income/loss divided by shareholders' equity capital (the average of the amount calculated by deducting minority interests from consolidated total equity at the beginning and end of the fiscal year).

3. The consolidated ratio of dividends to total equity is the annual dividend per share divided by the consolidated equity per share (average of the beginning and end of the fiscal year).

5. Other matters

(1) Designation of party of any allotment

Not applicable

(2) Information on dilutive shares

The Company issued 450 shares of Class A Stock (total issue amount of 45 billion yen) on May 11, 2012. Both of the put options attached to Class A Stock, the consideration for which is a cash payment and Class B Stock and the put options attached to Class B Stock, the considerations for which is a common stock, will become exercisable on and after May 11, 2015; provided, however, that as set out in "II. Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock pursuant to Article 156 of the Companies Act) and Cancellation of Treasury Stock (Class A Stock and Class B Stock)"and "III. Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of Common Stock (Current Status of the Disclosed Matters)", if the closing of the Offering and the Reduction in the Amount of Capital Stock and Capital Reserve are completed, the Three Class A Shareholders

will, under the Plan, exercise the put options attached to all Class A Stock held by them on May 11, 2015, the consideration for which is a cash payment and Class B Stock. The put options, the consideration for which is common stock of the Company, are attached to Class B Stock delivered as a result of the Exercise, and pursuant to the Plan, the Company intends to acquire all of those shares of Class B Stock on May 11, 2015, through the method for the acquisition of treasury stock prescribed in the Companies Act. If the Exercise and the relevant stock repurchase are implemented, the common stock of the Company will not be diluted by the exercise of the put options attached to Class A Stock and Class B Stock, the consideration for which is common stock of the Company.

For details of the Plan, please see the press release dated March 3, 2015, entitled "Announcement regarding: Shelf Registration for the Issuance of New Shares and Schedule of Secondary Offering; Reduction in the Amount of Capital Reserve and Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of New Shares; and Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock Pursuant to Article 156 of the Companies Act)".

(3) Equity finance, etc. for the past three years

(i) Equity finance for the past three years

(in million yen)

Date	Amount of capital increase	Amount of capital stock after the capital increase	Amount of capital reserve after the capital increase
May 11, 2012	45,000	136,607	10,500

(ii) Change in stock prices for the past three years and the most recent stock prices

	Fiscal Year ended January 31, 2013	Fiscal Year ended December 31, 2013 (11-month term)	Fiscal Year ended December 31, 2014	Fiscal Year ending December 31, 2015
Opening price	645 yen	963 yen	914 yen	1,718 yen
Highest price	1,065 yen	1,422 yen	1,883 yen	2,458 yen
Lowest price	480 yen	725 yen	675 yen	1,636 yen
Closing price	949 yen	928 yen	1,749 yen	1,978 yen
Price/earnings ratio	106.27 times	-	29.72 times	-

(Notes) 1. The stock price is the price on the First Section of the Tokyo Stock Exchange.
2. The stock prices, etc. for the fiscal year ending December 31, 2014 are as of Wednesday, April 1, 2015.
3. The price/earnings ratio is the stock price (closing price) at the end of the relevant fiscal year divided by the consolidated net income/loss per share for the relevant fiscal year. There is no price/earnings ratio for the fiscal year ended December 31, 2013 as the Company recorded a consolidated net loss per share in that year. In addition, there is no price/earnings ratio for the fiscal year ending December 31, 2015 as it is not yet determined.

(iii) Change, etc. in the holding policy of the party receiving allotment upon the capital increase by way of third-party allotment executed for the past five years

The Class A Stock issued on May 11, 2012 was anticipated to be held by the Three Class A Shareholders for the medium- to long-term, and, in principle, was determined not to be converted into common stock until the lapse of three years from the issuance date and determined to be subject to the provisions of transfer restriction, under which the Company's approval is required in the case of transfer of Class A Stock. As the put options attached to the Class A Stock, the consideration for which is a cash payment and Class B Stock will become exercisable from May 11, 2015, the holders of the class stock are expected to exercise their put options from time to time. Accordingly, the Company executed the Memorandum of Understanding Concerning the Treatment of Class Stock dated March 3, 2015 with the Three Class A Shareholders and decided to dispose of the class stock by implementing the Plan (for details thereof, please see the press release dated March 3, 2015, entitled "Announcement regarding: Shelf Registration for the Issuance of New Shares and Schedule of Secondary Offering; Reduction in the Amount of Capital Reserve and Reduction in the Amount of Capital Stock and Capital Reserve Concurrently with the Issuance of New Shares; and Acquisition of Treasury Stock (Class B Stock) (Acquisition of Treasury Stock Pursuant to Article 156 of the Companies Act)").

(4) Lock-up

In connection with the Japanese Offering, International Offering, Japanese Secondary Offering, International Secondary Offering and the secondary offering through over-allotment (collectively referred to as the "Global Offering"), the Selling Shareholders have agreed with the joint global coordinators that, during the period beginning on the Pricing Date and ending on the date that is 365 calendar days from and including the date of delivery of the shares in the global offering, they will not, without the prior written consent of the joint global coordinators sell or otherwise dispose of the common stock or any other class stock of the Company (excluding the lending of shares and the granting of Green Shoe Option of the Shareholders in connection with the Japanese Secondary Offering, International Secondary Offering and secondary offering through over-allotment, and the disposal of Company's Class A Stock and Class B Stock pursuant to the Plan).

In addition, the Company has agreed with the joint global coordinators that, during the period beginning on the Pricing Date and ending on the date that is 180 calendar days from and including the date of delivery of the shares in the global offering, the Company will not, without the prior written consent of the joint global coordinators issue or otherwise dispose of the common stock or any other class stock of the Company (excluding the issue of the Company's common stock with respect to the Japanese Offering, International Offering and the Third Party Allotment, stock split, and the acquisition and disposal of Company's Class A Stock, the issuance of Class B Stock and the repurchase and disposal of Class B Stock pursuant to the Plan).

End of document

Note: This press release has been prepared for the sole purpose of publicly announcing the issuance of the Company's common stock through public offering and the secondary offering of the Company's common stock, acquisition of treasury stock (Class B Stock), cancellation of treasury stock (Class A Stock and Class B Stock) and the reduction in the amount of capital stock and capital reserve concurrently with the issuance of common stock, and not for the purpose of soliciting investment within or outside Japan. Investors should carefully review a prospectus prepared by the Company prior to making any investment decisions.

This press release does not constitute an offer of securities for sale in the United States. The

securities of the Company mentioned above have not been and will not be registered under the United States Securities Act of 1933, as amended (the "Securities Act"). The securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. The securities mentioned above will not be publicly offered or sold in the United States.