

NOTICE TO NOTEHOLDERS

**USD 68,000,000 Floating Rate Notes due 26 February 2026 (ISIN: XS2305850591)
issued by Sumitomo Corporation of Americas**

**under the Sumitomo Corporation, Sumitomo Corporation Capital Asia Pte. Ltd.,
Sumitomo Corporation Capital Europe plc and Sumitomo Corporation of Americas
U.S.\$3,000,000,000 Euro Medium Term Note Programme**

The holders of USD 68,000,000 Floating Rate Notes due 26 February 2026 (ISIN: XS2305850591) issued by Sumitomo Corporation of Americas (the “**Issuer**”) are invited to confirm their acceptance of the terms of the Written Resolution set out in Schedule 1 hereto (the “**Written Resolution**”), to effect modifications to the Final Terms of the Notes. The modifications to the Final Terms of the Notes are set out in Schedule 2 hereto and are referred to herein as the “**Modifications**”.

The Modifications (if approved in accordance with this Notice) will be effected in respect of the Notes with effect from the date on which the Written Resolution is signed.

In confirming acceptance to the Modifications, each holder of Notes will agree that the Written Resolution will take effect as an Extraordinary Resolution.

Subject to the Written Resolution being signed and returned to the Issuer by holders holding 100 per cent in nominal amount of the Notes then outstanding, the Modifications shall be effected by completion by the Issuer of the amended and restated Final Terms in respect of the Notes.

To arrange for the signing of the Written Resolution, please contact the Issuer at the following email addresses:

yuichi.hasegawa@sumitomocorp.com
david.chen@sumitomocorp.com

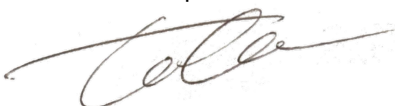
Words and expressions used in this Consent Request Notice shall, unless defined herein or the context otherwise requires, have the meanings given to them in the terms and conditions of the Notes (and the Agency Agreement, as defined therein).

This notice is given by:

Sumitomo Corporation of Americas

300 Madison Avenue
New York
NY, 10017-9096

Dated 6 April 2023.



Takamasa Nagamine
Vice President & Treasurer

SCHEDULE 1
FORM OF WRITTEN RESOLUTION

WRITTEN RESOLUTION

of the holders of

**USD 68,000,000 Floating Rate Notes due 26 February 2026 (ISIN: XS2305850591)
issued by Sumitomo Corporation of Americas**

**under the Sumitomo Corporation, Sumitomo Corporation Capital Asia Pte. Ltd.,
Sumitomo Corporation Capital Europe plc and Sumitomo Corporation of Americas
U.S.\$3,000,000,000 Euro Medium Term Note Programme**

The undersigned, being the holder of [●] per cent of the principal amount of the USD 68,000,000 Floating Rate Notes due 26 February 2026 (ISIN: XS2305850591) (the “**Notes**”) issued by Sumitomo Corporation of Americas (the “**Issuer**”) and for the time being outstanding, hereby passes by way of Written Resolution, which shall take effect as an Extraordinary Resolution:

That the holders of the Notes:

1. authorise, approve and consent to (i) the amendments to the Final Terms of the Notes in the form shown in Schedule 2 of the Consent Request Notice dated 6 April 2023 (the “**Consent Request Notice**”); and (ii) the completion by the Issuer of an amended and restated Final Terms in respect of the Notes to effect such amendments to the terms and conditions of such Notes;
2. irrevocably waive any claim against the Issuer arising as a result of any loss or damage suffered or incurred as a result of the Issuer acting upon this Written Resolution (including circumstances where it is subsequently found that this Written Resolution is not valid or binding on the holders) and confirm that the holders of the Notes will not seek to hold the Issuer liable for any such loss or damage;
3. confirm that this Written Resolution shall take effect as an Extraordinary Resolution of the holders of 100 per cent of the outstanding principal amount of the Notes such that the Modifications (as defined in the Consent Request Notice) take effect on the date hereof.

Capitalised terms used but not defined in this Written Resolution shall have the meanings given to them in the terms and conditions of the Notes (and the Agency Agreement, as defined therein).

[We certify that we are the beneficial owner of [●] per cent of the outstanding principal amount of the Notes and are accordingly entitled to pass this Written Resolution.

We attach a certificate issued by [●], which is acting as our custodian (the “**Custodian**”), which certifies that it is holding U.S.\$[●] in principal amount of the Notes on our behalf, and a proof of the Custodian’s holding in its [Euroclear/Clearstream] account [●].]

Signed for and on behalf of

[●]

By: _____

Name:

Title:

Dated:

SCHEDULE 2
FORM OF AMENDED AND RESTATED FINAL TERMS

**SUMITOMO CORPORATION
SUMITOMO CORPORATION CAPITAL ASIA PTE. LTD.
SUMITOMO CORPORATION CAPITAL EUROPE PLC
SUMITOMO CORPORATION OF AMERICAS**

Issue of USD 68,000,000 Floating Rate Notes due 26 February 2026
guaranteed by **Sumitomo Corporation**

Under the **U.S.\$3,000,000,000 Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Offering Circular dated 3 December 2020. This document constitutes the Final Terms of the Notes described herein and must be read in conjunction with the Offering Circular. These Final Terms amend and restate and supersede the Final Terms dated 26 February 2021 relating to the Notes. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any Notes by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the Income Tax Act, Chapter 134 of Singapore (the “ITA”), shall not apply if such person acquires such Notes using the funds and profits of such person’s operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Notes is not exempt from Singapore income tax (including for the reasons described above) shall include such income in a return of income made under the ITA.

PRIIPs REGULATION – PROHIBITION OF SALES TO EEA RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “MiFID II”); (ii) a customer within the meaning of Directive 2002/92/EC (as amended), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Directive 2003/71/EC (as amended).

Consequently, no key information document required by Regulation (EU) No 1286/2014 (the “PRIIPs Regulation”) for offering or selling the Notes or otherwise making them available to retail investors in the European Economic Area has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the European Economic Area may be unlawful under the PRIIPs Regulation.

MIFID II PRODUCT GOVERNANCE / PROFESSIONAL INVESTORS AND ECPS ONLY TARGET MARKET – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels.

Notification under Section 309B(1) of the SFA: In connection with Section 309B of the Securities and Futures Act Chapter 289) of Singapore (the “SFA”) and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), the Issuer has determined the classification of the Notes as prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

	(ii) Guarantor:	SUMITOMO CORPORATION
2	(i) Series Number:	A026
	(ii) Tranche Number:	1
3	Specified Currency or Currencies:	United States Dollars ("USD")
4	Aggregate Nominal Amount of Notes admitted to trading:	
	(i) Series:	USD 68,000,000
	(ii) Tranche:	USD 68,000,000
5	Issue Price:	100.00 per cent. of Aggregate Nominal Amount
6	(i) Specified Denominations:	USD 1,000,000
	(ii) Calculation Amount:	USD 1,000,000
7	(i) Issue Date:	26 February 2021
	(ii) Interest Commencement Date:	26 February 2021
8	Maturity Date:	26 February 2026
9	Interest Basis:	3 month USD LIBOR + 0.55 per cent Floating Rate (further particulars specified below, and subject to amendment effective from 26 May 2023 as set out in the provisions in the Annex hereto)
10	Redemption /Payment Basis:	Redemption at par
11	Change of Interest or Redemption/Payment Basis:	Not Applicable
12	Investor Put/Issuer Call Options:	Not Applicable
13	(i) Status of the Notes:	Senior
	(ii) Status of Guarantee:	Senior
14	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15	Fixed Rate Note Provisions	Not Applicable
16	Floating Rate Note Provisions	Applicable (subject to amendment effective from 26 May 2023 as set out in the provisions in the Annex hereto)
	(i) Interest Period(s):	The first interest period will commence from (and including) 26 February 2021 to (but excluding) 26 May 2021. Subsequent interest periods will run from (and including) each Specified Interest Payment Date to (and excluding) the subsequent Specified Interest Payment Date (as specified in 16.(ii) below)
	(ii) Specified Interest Payment Dates:	Interest on the Notes shall be payable quarterly, in arrear, on 26 February, 26 May, 26 August and 26 November in each year from (and including) 26 May

	2021 to (and including) 26 February 2026 (the Maturity Date)
(iii) First Interest Payment Date:	26 May 2021
(iv) Interest Period Date:	Not Applicable
(v) Business Day Convention:	Modified Following Business Day Convention
(vi) Business Centre(s) (Condition 4(h)):	London, New York, and Tokyo
(vii) Manner in which the Rate(s) of Interest is/are to be determined:	ISDA Determination
(viii) Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent):	Not Applicable
(ix) Screen Rate Determination (Condition 4(b)(iii)(B)):	Not Applicable
— Reference Rate:	Not Applicable
— Interest Determination Date(s):	Not Applicable
— Relevant Screen Page:	Not Applicable
(x) ISDA Determination (Condition 4(b)(iii)(A)):	Applicable
— Floating Rate Option:	USD LIBOR
— Designated Maturity:	3 months
— Reset Date:	The first day of each Interest Period For the avoidance of doubt, the Rate of Interest for a relevant Interest Period shall be determined two (2) London Banking Days prior to the Reset Date for that Interest Period
(xi) Margin(s):	+ 0.55 per cent per annum
(xii) Minimum Rate of Interest:	Not Applicable
(xiii) Maximum Rate of Interest:	Not Applicable
(xiv) Day Count Fraction (Condition 4(h)):	Actual/360
(xv) Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions:	Interest shall be calculated per Calculation Amount, rounded to 2 (two) decimal points with 0.005 being rounded upwards
17 Zero Coupon Note Provisions	Not Applicable
PROVISIONS RELATING TO REDEMPTION	
18 Issuer Call Option	Not Applicable

19	Investor Put Option	Not Applicable
20	Final Redemption Amount of each Note	USD 1,000,000 per Calculation Amount
21	Early Redemption Amount	
	(i) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons (Condition 5(b)) or an event of default (Condition 9) and/or the method of calculating the same (if required or if different from that set out in the Conditions):	Not Applicable
	(ii) Unmatured coupons to become void upon early redemption (Condition (f)):	No

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22	Form of Notes:	Registered Notes Global Certificate exchangeable for definitive Certificates in the limited circumstances specified in the Global Certificate
23	Financial Centre(s) (Condition 6(h)) or other special provisions relating to payment dates:	London and Tokyo in addition to New York
24	Talons for future Coupons or Receipts to be attached to definitive Notes (and dates on which such Talons mature):	No
25	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
26	Other final terms:	Not Applicable

DISTRIBUTION

27	(i) If syndicated, names of Managers:	Not Applicable
	(ii) Stabilising Manager(s) (if any):	Not Applicable
28	If non-syndicated, name of Dealer	Shinkin International Ltd.
29	Additional Selling Restrictions	Not Applicable

LISTING AND ADMISSION TO TRADING

These Final Terms comprise the final terms required to list and have admitted to trading the issue of Notes described herein pursuant to the US\$3,000,000,000 Sumitomo Corporation Euro Medium Term Note Programme, guaranteed by Sumitomo Corporation.

RESPONSIBILITY

The Issuer and the Guarantor each accepts responsibility for the information contained in these Final Terms.

Signed on behalf of the Issuer:

By:
Duly authorised

Signed on behalf of the Guarantor

By:
Duly authorised

PART B – OTHER INFORMATION

1 LISTING AND ADMISSION TO TRADING

Application will be made for listing and quotation of the Notes on the SGX-ST

2 RATINGS

Ratings for the Notes: Moody's: Baa1

3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE / OFFER

Save as disclosed in "Plan of Distribution" in the Offering Circular, so far as the Issuers and the Guarantor are aware, no person involved in the offer of the Notes has an interest material to the offer.

4 USE OF PROCEEDS

As described under "Use of Proceeds" in the Offering Circular

5 OPERATIONAL INFORMATION

ISIN Code: XS2305850591

Common Code: 230585059

Legal Entity Identifier: MS3EH353583WSFYQKX90

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking, *société anonyme* and the relevant identification number(s): Not Applicable

Delivery: Delivery against payment

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

6 GENERAL

Applicable TEFRA exemption: Not Applicable

Annex

Effective on 26 May 2023, paragraph 9 and paragraph 16 of the Final Terms shall be replaced with the following, which shall apply to any Interest Period starting on or after 26 May 2023:

- | | | |
|-----------------------------------|--|--|
| 9. | Interest Basis: | Three-Month Term SOFR + 0.81161 per cent Floating Rate (further particulars specified below) |
| 16. Floating Rate Note Provisions | | |
| (i) | Interest Period(s): | The first interest period will commence from (and including) 26 February 2021 to (but excluding) 26 May 2021. Subsequent interest periods will run from (and including) each Specified Interest Payment Date to (and excluding) the subsequent Specified Interest Payment Date (as specified in 16.(ii) below) |
| (ii) | Specified Interest Payment Dates: | Interest on the Notes shall be payable quarterly, in arrear, on 26 February, 26 May, 26 August and 26 November in each year from (and including) 26 May 2021 to (and including) 26 February 2026 (the Maturity Date) |
| (iii) | First Interest Payment Date | 26 May 2021 |
| (iv) | Interest Period Date | Not Applicable |
| (v) | Business Day Convention: | Modified Following Business Day Convention |
| (vi) | Business Centre(s) (Condition 4(h)): | London, New York, and Tokyo |
| (vii) | Manner in which the Rate(s) of Interest is/are to be determined: | In accordance with the additional provisions set out below (the “ Additional Provisions ”). |
| (viii) | Party responsible for calculating the Rate(s) of Interest and Interest Amount(s) (if not the Calculation Agent): | Not Applicable |
| (ix) | Screen Rate Determination (Condition 4(b)(iii)(B)): | Not Applicable |
| (x) | ISDA Determination (Condition 4(b)(iii)(A)): | Not Applicable |
| (xi) | Margin(s): | + 0.81161 per cent per annum |
| (xii) | Minimum Rate of Interest: | Not Applicable |
| (xiii) | Maximum Rate of Interest: | Not Applicable |
| (xiv) | Day Count Fraction (Condition 4(h)): | Actual/360 |
| (xv) | Fall back provisions, rounding provisions, denominator and any other terms relating to the method of calculating interest on Floating Rate Notes, if different from those set out in the Conditions: | Interest shall be calculated per Calculation Amount, rounded to 2 (two) decimal points with 0.005 being rounded upwards |

Additional Provisions

The rate of interest in respect of the Notes (the “**Rate of Interest**”) for each Interest Period will, subject as provided below, be equal to Three-Month Term SOFR plus the Margin, all as determined by the Calculation Agent on the Interest Determination Date.

Absent manifest error, the Calculation Agent’s determination of the Rate of Interest above for an Interest Period for the Notes will be binding and conclusive on the Issuer, the Noteholders and the other Agents and (in the absence of gross negligence, wilful default or fraud) shall not be liable to the Issuer, any Noteholder, any other Agent or any other person as a result of such determination. No Agent shall have any obligation or duty to confirm, verify or perform any such calculation or make such determination, or to procure any of the aforesaid to be done.

For the purposes of these Additional Provisions:

“**Interest Determination Date**” means, with respect of the Rate of Interest and Interest Period, a day falling two U.S. Government Securities Business Day prior to the first day of the relevant Interest Period;

“**Relevant Governmental Body**” means the Federal Reserve and/or the Federal Reserve Bank of New York, or a committee officially endorsed or convened by the Federal Reserve and/or the Federal Reserve Bank of New York or any successor thereto;

“**Term SOFR Administrator**” means the CME Group or any other entity designated by the Relevant Governmental Body as the administrator of Term SOFR (or any successor administrator);

“**Term SOFR Screen Rate**” means the forward-looking term rate based on SOFR for a tenor of three month;

“**Three-Month Term SOFR**” means, for any Interest Period, the rate per annum equal to the Term SOFR Screen Rate on the Interest Determination Date, as such rate is published by the Term SOFR Administrator; provided that if such rate is not published prior to 11:00 a.m. (New York City time) on such Interest Determination Date, then Three-Month Term SOFR means the Term SOFR Screen Rate as published by the Term SOFR Administrator on the first preceding U.S. Government Securities Business Day for which such Term SOFR Screen Rate was published by the Term SOFR Administrator so long as such first preceding U.S. Government Securities Business Day is not more than five U.S. Government Securities Business Days prior to such determination date.

All percentages used in or resulting from any calculation of Three-Month Term SOFR shall be rounded, if necessary, to the nearest one-hundred-thousandth of a percentage point, with 0.000005% rounded up to 0.00001%; and

“**U.S. Government Securities Business Day**” means any day except for a Saturday, a Sunday or a day on which the Securities Industry and Financial Markets Association recommends that the fixed income departments of its members be closed for the entire day for purposes of trading in U.S. government securities.