

Ticker symbol 8830

June 4, 2015

Sumitomo Realty & Development Co., Ltd.

2-4-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo

Kojun Nishima

Executive Managing Director and President

To Our Shareholders:

**NOTICE OF CONVOCATION OF THE
82nd ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 82nd Ordinary General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

In the event that you are unable to attend, you can exercise your voting rights with the appropriate form. You are requested to review the attached reference documents and indicate your approval or disapproval on the enclosed Form for the Exercise of Voting Rights and return it to the Company by 5:40 p.m. of Thursday, June 25, 2015.

Particulars

1. Date and Time: 10:00 a.m. on Friday, June 26, 2015

2. Place: Bellesalle Shinjuku Central Park, Sumitomo Fudosan Shinjuku Central Park Building 1F
6-13-1 Nishi-Shinjuku, Shinjuku-ku, Tokyo
(The meeting venue is different from last year. Therefore, please refer to the guide map attached to the end so as to avoid mistakes.)

3. Purpose of the Meeting:
Matters to be reported:
 1. Business Report, Consolidated Financial Statements and Audit Report for Consolidated Financial Statements by Accounting Auditor and the Board of Statutory Auditors for the 82nd fiscal year (from April 1, 2014 to March 31, 2015)
 2. Financial Statements for the 82nd fiscal year (from April 1, 2014 to March 31, 2015)**Matters to be resolved:**
 - Agenda 1.** Appropriation of Retained Earnings
 - Agenda 2.** Election of 12 Directors of the Company
 - Agenda 3.** Election of 1 Statutory Auditor

Agenda 4. Election of 1 Substitute Statutory Auditor

If attending the meeting in person, you are kindly requested to submit the enclosed Form for the Exercise of Voting Rights to a receptionist.

Any modification on this notice of the 82nd ordinary general meeting of shareholders and/or accompanying reference documents for this ordinary general meeting will be notified by mail or posted on the Company website.

(<http://www.sumitomo-rd.co.jp/>)

REFERENCE DOCUMENTS
FOR GENERAL MEETING OF SHAREHOLDERS

Agenda and References

Agenda 1. Appropriation of Retained Earnings

The company's basic policy of profit distribution ensures continuance of stable dividends first and the repletion of retained earnings required for the long-term and stable growth of business.

For this fiscal year, we originally planned that both the interim dividends and the year-end cash dividends be 10 yen per share. However, reflecting the fact that the ordinary profit reached a record high for the second year in a row, we would like to propose that the year-end cash dividends for the 82nd fiscal year be 11 yen per share, which is 1 yen increased from the amount of those paid in the previous fiscal year, and the total dividends for this fiscal year be 21 yen per share.

Matters concerning year-end dividends

(1) Type of dividends

Cash

(2) Matters concerning allocation of dividends to shareholders and the aggregate amount

Dividends of 11 yen per share of common stock of the Company

The aggregate amount: 5,214,003,971 yen

(3) The effective date of the appropriation of retained earnings

June 29, 2015

Agenda 2. Election of 12 Directors of the Company

The term of office of all 10 directors will expire upon the conclusion of this shareholders' meeting. We ask you to vote for the appointment of 2 outside directors anew, for a total of 12 directors to improve the management efficiency and to reinforce the corporate governance system.

Candidates for Directors of the Company:

Candidates number	Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
1	Junji Takashima (April 11, 1930)	<p>April 1954 Entered Sumitomo Coal Mining Co., Ltd.</p> <p>September 1971 Entered the Company</p> <p>June 1979 Director</p> <p>June 1983 Managing Director</p> <p>June 1985 Senior Managing Director</p> <p>June 1986 Executive Managing Director (present)</p> <p>June 1991 Director - Deputy President</p> <p>June 1994 Director - President</p> <p>June 2007 Director - Chairman of the Board (present)</p>	23,234
2	Kenichi Onodera (February 4, 1947)	<p>April 1970 Entered the Company</p> <p>June 1998 Director</p> <p>June 2001 Managing Director</p> <p>April 2004 Director, Senior Executive Officer</p> <p>June 2005 Executive Managing Director</p> <p>June 2007 Director - President</p> <p>June 2013 Director - Deputy Chairman of the Board (present)</p>	20,000

3	Kojun Nishima (March 6, 1961)	April 1984 April 2004 April 2007 April 2009 June 2009 September 2009 June 2010 June 2013	Entered the Company Executive Officer Managing Executive Officer Head of Residential Business Division Director Head of Building Development Division Executive Managing Director (present) Director - President (present)	5,000
4	Nobuaki Takemura (February 13, 1959)	April 1981 April 2004 April 2007 June 2008 October 2008 June 2010 October 2012 June 2013	Entered the Company Executive Officer Managing Executive Officer Director Head of Finance and Accounting Division Executive Managing Director (present) Head of Business Management Division Director -Deputy President (present)	15,000
5	Masato Kobayashi (June 14, 1960)	April 1983 April 2004 April 2007 April 2009 June 2009 June 2010 August 2010 June 2013 February 2014	Entered the Company Executive Officer Managing Executive Officer Head of Site Acquisition Division Director Executive Managing Director (present) Head of Residential Business Division Director - Deputy President (present) Head of Site Acquisition Division in the Metropolitan Area	9,000

6	Yoshiyuki Odai (June 9, 1961)	<p>April 1985 Entered the Company</p> <p>April 2005 Executive Officer</p> <p>April 2010 Head of Residential Business Division</p> <p>November 2010 Head of Corporate Planning Division</p> <p>June 2011 Director</p> <p>November 2011 Head of Finance and Accounting Division</p> <p>January 2014 Executive Managing Director (present), Head of Overseas Business Division (currently General Manager of Overseas Business) (present)</p>	10,000
7	Hiroshi Kato (August 1, 1961)	<p>April 1984 Entered the Company</p> <p>April 2000 General Manager of Related Businesses Department, Building Development Division</p> <p>April 2007 Executive Officer, General Manager of Site Acquisition Department, Urban Property Development Division</p> <p>April 2010 Deputy Head of Site Acquisition Division</p> <p>August 2010 Deputy Head of Building Development Division</p> <p>April 2012 Managing Executive Officer, Head of New Business Development Division</p> <p>April 2103 Head of Assets Development Division</p> <p>June 2013 Director (present)</p> <p>April 2015 President's Assistant (present)</p>	4,000

8	Koji Ito (December 13, 1959)	<p>April 1984</p> <p>April 2000</p> <p>April 2004</p> <p>April 2009</p> <p>April 2010</p> <p>October 2012</p> <p>April 2013</p> <p>June 2013</p> <p>January 2014</p> <p>April 2015</p>	<p>Entered the Company</p> <p>General Manager of Jyosai Operation Department, Building Management Division</p> <p>Executive Officer, General Manager of Development and Planning Department, Urban Property Development Division</p> <p>Managing Executive Officer, Head of Construction Technology Division</p> <p>Head of Customer Division</p> <p>Head of Business Development Division</p> <p>Head of Residential Business Division</p> <p>Director (present)</p> <p>General Manager of Related Businesses Division</p> <p>Deputy President's Assistant (present)</p>	14,568
9	Yoshinobu Sakamoto (November 4, 1958)	<p>April 1981</p> <p>August 2000</p> <p>April 2004</p> <p>April 2007</p> <p>April 2009</p> <p>June 2011</p> <p>January 2014</p> <p>August 2014</p> <p>April 2015</p>	<p>Entered the Company</p> <p>General Manager of Administration and Planning Department, Housing Business Division No.2</p> <p>Executive Officer, Deputy Head of Housing Business Division</p> <p>Managing Executive Officer</p> <p>Head of Information System Division</p> <p>Director (present)</p> <p>General Manager of Corporate Planning Department</p> <p>General Manager of Finance and Accounting Department</p> <p>Deputy President's Assistant (present)</p>	8,000

10	Toshikazu Tanaka (April 8, 1960)	<p>April 1983 Entered the Company</p> <p>April 2000 General Manager of Central Operation Department, Building Development Division</p> <p>April 2004 Executive Officer, Deputy Head of Housing Business Division</p> <p>April 2007 Managing Executive Officer</p> <p>October 2008 Head of General Affairs Division</p> <p>April 2010 Head of Affiliated Companies Division</p> <p>September 2011 Head of Housing Renovation Division</p> <p>June 2013 Executive Managing Director - President of Sumitomo Real Estate Sales Co., Ltd. (present) Director of the Company (present)</p> <p>(Important Concurrent) Executive Managing Director - President of Sumitomo Real Estate Sales Co., Ltd.</p>	10,000
11	Hiromasa Yonekura (March 31, 1937)	<p>April 1960 Entered Sumitomo Chemical Co., Ltd.</p> <p>June 2000 President</p> <p>April 2009 Chairman</p> <p>May 2010 Chairman of KEIDANREN</p> <p>June 2014 Honorary Chairman of KEIDANREN (present) Counselor of Sumitomo Chemical Co., Ltd. (present)</p> <p>(Important Concurrent) Honorary Chairman of KEIDANREN Counselor of Sumitomo Chemical Co., Ltd.</p>	0

12	Shoichi Abbe (September 20, 1940)	<p>April 1963 Entered The Sumitomo Warehouse Co., Ltd.</p> <p>June 1994 Director</p> <p>June 1997 Executive Managing Director - Managing Director</p> <p>June 2000 Executive Managing Director - President (present)</p> <p>June 2010 President - Executive Officer (holding two posts concurrently) (present)</p> <p>June 2013 Statutory Auditor of the Company (present)</p> <p>June 2015 Executive Managing Director – Chairman of the Board of The Sumitomo Warehouse Co., Ltd. (scheduled)</p> <p>(Important Concurrent) Executive Managing Director - President of The Sumitomo Warehouse, Co., Ltd., President - Executive Officer of The Sumitomo Warehouse, Co., Ltd.</p>	0
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- Notes: (1) Mr. Hiromasa Yonekura and Mr. Shoichi Abbe are candidates for outside corporate directors. You are kindly requested to elect Mr. Hiromasa Yonekura and Mr. Shoichi Abbe, based on the judgment that they are appropriate as outside corporate directors of the Company since they have rich experience and wide discernment as managers.
- (2) The term of office of Mr. Shoichi Abbe as a statutory auditor of the Company will reach 2 years upon the conclusion of this shareholders' meeting.
- (3) The Company will register Mr. Hiromasa Yonekura and Mr. Shoichi Abbe as independent officers with the Tokyo Stock Exchange, Inc.
- (4) There are business relations (realty rental transactions etc.) between The Sumitomo Warehouse Co., Ltd., of which Mr. Shoichi Abbe is Executive Managing Director - President and the Company.
- (5) There is no special conflict of interest between the Candidates for Directors other than above and the Company.
- (6) The Company has entered into with Mr. Shoichi Abbe a liability limitation agreement in accordance with the applicable laws and regulations and the articles of incorporation. Under the agreement, Mr. Shoichi Abbe's liability is

limited to the minimum limit of liability stipulated by law. In case Mr. Shoichi Abbe's election as outside corporate director is approved, the Company will enter into with him an agreement same as the above-mentioned. Further, in case Mr. Hiromasa Yonekura's election is approved, the Company will enter into with him an agreement same as the above-mentioned.

Agenda 3. Election of 1 Statutory Auditor

The term of office of statutory auditors Yoshifumi Nakamura will expire upon the conclusion of this shareholders' meeting. We ask you to vote for the appointment of 1 statutory auditor. The board of statutory auditors has consented to this agenda.

Candidates for Statutory Auditor:

Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
Yoshifumi Nakamura (March 29, 1951)	April 1973 Entered the Company July 1996 Head of Building Development Division June 2002 Director April 2004 Managing Executive Officer, Deputy Head of Urban Property Management Division May 2005 Head of Urban Property Management Division June 2005 Senior Managing Executive Officer June 2007 Executive Managing Director August 2010 Head of Housing Business Division June 2011 Statutory Auditor (present)	10,000

Notes: There is no special conflict of interest between Mr. Yoshifumi Nakamura and the Company.

Agenda 4. Election of 1 Substitute Statutory Auditor

In case Agenda 2 is approved, the number of outside statutory auditors of the Company will be 2. We ask you to vote for the appointment of 1 substitute statutory auditor, to provide for the case where the number of incumbent auditors becomes less than the number stipulated in laws and regulations. The board of statutory auditors has consented to this agenda.

Candidates for Substitute Statutory Auditors:

Name (Date of Birth)	Career summaries, positions at the Company and important concurrent offices with other companies	Number of company shares held
Ryoichi Nomura (March 1, 1935)	April 1960 Entered Sumitomo Coal Mining Co., Ltd. June 1990 Director June 1993 Managing Director June 1994 Senior Managing Director June 1996 Executive Vice President June 2000 Executive Managing Director, Executive Officer - Executive Deputy President June 2001 Adviser June 2002 Statutory Auditor of the Company (full-time)	0

Notes: (1) Mr. Ryoichi Nomura is a candidate for substitute outside statutory auditor.

You are kindly requested to elect Mr. Ryoichi Nomura, based on the judgment that he is appropriate as substitute outside statutory auditor of the Company since he has rich experience and wide discernment as managers.

(2) There is no special conflict of interest between Mr. Ryoichi Nomura and the Company.

(3) In case Mr. Ryoichi Nomura's election is approved and he assumes office as a Statutory Auditor, the Company will enter into with him an agreement same as the above-mentioned.