

Ticker symbol 8830

June 6, 2012

**Sumitomo Realty & Development Co., Ltd.**

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

Kenichi Onodera

Representative Director and President

To Our Shareholders:

**NOTICE OF CONVOCATION OF THE  
79th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are hereby notified that the 79th 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. on Wednesday June 27, 2012.

Particulars

1. Date and Time: 10:00 a.m. on Thursday, June 28, 2012

2. Place: Sumitomo Hall, Shinjuku Sumitomo Building B1  
2-6-1, Nishi-Shinjuku, Shinjuku-ku, Tokyo

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 Corporate Auditors for the 79th fiscal year (from April 1, 2011 to March 31, 2012)
2. Financial Statements for the 79th fiscal year (from April 1, 2011 to March 31, 2012)

**A matter to be resolved:**

**Agenda** Appropriation of Retained Earnings

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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 79<sup>th</sup> 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    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.

This fiscal year, taking comprehensively into consideration the results of this fiscal year and the policy mentioned above, we would like to propose that the year-end cash dividends for the 79<sup>th</sup> fiscal year be 10 yen per share, which is equal to the amount of those paid in the previous fiscal year.

Accordingly, as with the previous fiscal year, the total dividends for this fiscal year, including the interim dividends of 10 yen per share, will be 20 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 10 yen per share of common stock of the Company

The aggregate amount: 4,741,348,630 yen

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

June 29, 2012

MEMO