

March 2, 2017

To Whom It May Concern:

Company : Sumitomo Heavy Industries, Ltd.
Representative : Shunsuke Betsukawa
President and Chief Executive Officer
Code : 6302
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**Notice Regarding the Acquisition of Amec Foster Wheeler plc.'s CFB Boiler Business
by Acquiring the Shares of FW Energie B.V.**

Today, Sumitomo Heavy Industries, Ltd. (hereinafter the “Company”) has resolved to enter into a stock purchase agreement to acquire the outstanding shares of FW Energie B.V. (headquartered in the Netherlands, hereinafter “FW”), a company, from Foster Wheeler LLC (headquartered in the US), a subsidiary of Amec Foster Wheeler plc. (headquartered in the UK), and to make FW its subsidiary (the “Transaction”).

1. Reason of Acquisition of Shares

Amec Foster Wheeler (www.amecfw.com) designs, delivers and maintains strategic and complex assets for its customers across the global energy and related sectors. Employing around 36,000 people in more than 55 countries and with 2015 revenues of GBP 5.5 billion, the company operates across the oil and gas industry – from production through to refining, processing and distribution of derivative products – and in the mining, power and process, pharma, environment and infrastructure markets. Amec Foster Wheeler offers full life-cycle services to offshore and onshore oil and gas projects (conventional and unconventional, upstream, midstream and downstream) for greenfield, brownfield and asset support projects, plus leading refining technology. Amec Foster Wheeler shares are publicly traded on the London Stock Exchange and its American Depositary Shares are traded on the New York Stock Exchange. Both trade under the ticker AMFW.

The market of the CFB boiler business is expected to grow in the medium and the long term in the context of the development of electric power infrastructures responding to the potential power shortage especially in the emerging countries, the development of industrial power generation facilities such as private power generation facilities, and the diffusion of renewable energy power generation facilities in ASEAN countries.

The Company has built technological cooperation with Amec Foster Wheeler in CFB boiler business since 2001, which allows the Company to achieve top-class high supplying performance in Japan and also expand supplying to South East Asia. By acquiring the shares of FW, the Company will obtain the technology and know-how of Amec Foster Wheeler in CFB boiler business that enable the Company to provide higher technologies and develop its business throughout the world.

2. Summary of Subsidiary Being Transferred

(1)Name of Subsidiary	FW Energie B.V.	
(2)Head Office	Naritaweg 165, Telestone 8, 1043 BW Amsterdam, the Netherlands	
(3)Name and Title of Representative	Anthony Scerbo (Director)	
(4)Nature of Business	A holding and finance company	
(5)Capital Stock	EUR 19,148.25	
(6)Date of Establishment	December 4,1973	
(7)Major Shareholders and Shareholding Ratio	FW Investment Holdings S.a.r.l. 100%*1	
(8)Relationship with Listed Companies	Capital Relationship	No relationship
	Personnel Relationship	No relationship
	Business Relationship	The Company has technological cooperation with Amec Foster Wheeler
(9)Last Two Years' Operating Results of CFB Business		
Fiscal Term (million USD)	December 2015 Unaudited	December 2016 Unaudited
Total Assets	357	335
Sales	273	281
New orders	381	348

*1 By restructuring, at the end of transaction, the Foster Wheeler LLC will become the 100% Shareholder of FW Energie B.V.

3. Summary of Current Shareholder

(1)Name of Shareholder	Foster Wheeler LLC	
(2)Head Office	1209 Orange Street, Wilmington, New Castle, DE 19801, US	
(3)Name and Title of Representative	Grant Richmond Ling (Manger, President and CEO)	
(4)Nature of Business	Holding Company for investments in other Amec Foster Wheeler entities	
(5)Capital Stock	USD 380 million	
(6)Date of Establishment	February 9, 2001	
(7)Net Assets	USD 1,267million (Unaudited)	
(8)Total Assets	USD 1,762million (Unaudited)	
(9)Major Shareholders and Shareholding Ratio	Foster Wheeler Holdings Ltd. (a Bermuda company) 100%*2	
(10)Relationship with Listed Companies	Capital Relationship	No relationship
	Personnel Relationship	No relationship
	Business Relationship	The Company has technological cooperation with Amec Foster Wheeler
	Status as Related Party	Not applicable

*2 Foster Wheeler Holdings Ltd. is the holding company for investments in other Amec Foster Wheeler entities.

(For reference) Summary of Amec Foster Wheeler plc.

(1)Name of Shareholder	Amec Foster Wheeler plc.
(2)Head Office	Booths Park Chelford Road Knutsford Cheshire UK
(3)Name and Title of Representative	Jonathan Lewis (CEO)
(4)Nature of Business	Consultancy, engineering and project management in the energy and electric power sectors etc.
(5)Capital Stock	GBP 197 million
(6)Date of Establishment	November 2,1982
(7)Net Assets	GBP 1,608 million
(8)Total Assets	GBP 5,572 million
(9)Major Shareholders and Shareholding Ratio	BlackRock, Inc. 5.63%, Mondrian Investment Partners Limited 5.28%, Franklin Templeton Institutional, LLC 5.05%

4. Number of Shares Being Acquired, Acquisition Price and State of Share Ownership Before and After Acquisition

(1) Number of Shares Held Before Transfer	0 shares (number of voting rights: 0) (percent of voting rights: 0.0%)
(2) Acquisition Price*3	USD 170 million
(3) Number of Shares Held After Transfer	211 shares (number of voting rights: 211) (percentage of voting rights: 100.0%)

*3 The Acquisition Price is subject to customary price adjustment as of the closing date stipulated in the stock transfer agreement.

5. Schedule

(1) Resolution	March 2, 2017
(2) Signing of Agreement	March 2, 2017
(3) Execution of Transaction*4	Between July to September 2017

*4 The closing of the Transaction is subject to antitrust clearance in the relevant counties, as well as other customary closing conditions.

6. Future Outlook

Although the potential impact of this transaction on the Company's consolidated financial result for March 2017 is estimated to be small, in case this transaction comes out to have a material impact, the Company will make a disclosure in a timely manner.