

June 3, 2013

Dear Shareholders:

Shoji Muneoka
Representative Director, Chairman and CEO
Nippon Steel & Sumitomo Metal Corporation (Code Number 5401) (the “Company”)
6-1, Marunouchi 2-chome, Chiyoda-ku, Tokyo, Japan

Notice of the 89th Annual Meeting of Shareholders

We are pleased to invite you to attend the 89th Annual Meeting of Shareholders which will be held at **10 a.m., Tuesday, June 25, 2013, at the banquet room TSURU (Banquet Floor (1st Floor), the Main Building), Hotel New Otani Tokyo, 4-1, Kioi-cho, Chiyoda-ku, Tokyo, Japan**, the agenda of which is set forth below.

If you are unable to attend, you can exercise your voting rights after reading the attached documents either by returning the Voting Rights Exercise Form by mail or via the Internet, as instructed below. When votes are registered by both methods, the vote registered via the Internet will be treated as the vote of record.

(Voting by mail)

Please indicate your choices on the enclosed Voting Rights Exercise Form and return it so that it will arrive at the Company by 17:00, Monday, June 24, 2013.

(Voting via Internet)

Please vote via the Company-designated website (<http://www.web54.net>) by 17:00, Monday, June 24, 2013. Meanwhile, institutional investors can use the Internet voting rights exercise platform operated by ICJ, Inc.

AGENDA

Matters to be reported to the shareholders:

1. Report on operations for the 88th term (from April 1, 2012 to March 31, 2013), consolidated financial statements and non-consolidated financial statements, and reports of accounting auditors and the Audit & Supervisory Board on consolidated financial statements for the 88th term.

Matters for approval by the shareholders:

- Item 1: Appropriation of surplus for the 88th term (from April 1, 2012 to March 31, 2013)
- Item 2: Election of Twelve (12) Directors
- Item 3: Election of One (1) Audit & Supervisory Board Member

The report on operations, consolidated and non-consolidated financial statements, and copies of the reports of accounting auditors and the Audit & Supervisory Board are described in the attached "88th Term Report".

1. Doors will open at 9:00 a.m.
2. Attendees are requested to submit the enclosed Voting Rights Exercise Form at the reception desk upon arrival at the meeting. When the voting rights are exercised by a proxy, the said proxy is requested to submit the Voting Rights Exercise Form of the principal at the reception desk, together with a power of attorney in this matter. Meanwhile, please note that a proxy must be another shareholder entitled to exercise voting rights.
3. When exercising your voting rights via the Internet, please read the attached "Exercise of Voting Rights via the Internet" on page 14.
4. If revisions are made to the "Reference Documents for Exercising Voting Rights", the report on operations or consolidated and non-consolidated financial statements, such changes will be indicated on the Company website (<http://www.nssmc.com/>).

Reference Documents for Exercising Voting Rights

Item 1 Appropriation of surplus for the 88th term (from April 1, 2012 to March 31, 2013)

As stated in the accompanying “88th Term Report” (page 3), the Company posted a consolidated net loss for the full fiscal year due to an impairment loss and other factors. However, the Board of Directors proposes that, with due consideration of the Company’s earnings for the second half of the fiscal year following the Company’s integration with Sumitomo Metal Industries, Ltd. on October 1, 2012 (consolidated net income for the period of 52.0 billion yen), future business environment and other factors, the term-end dividend for the 88th term will be paid as follows:

- (1) Kind of Dividend
Cash
- (2) Dividend Payment and Total Payment
1.00 yen per share Total payment: 9,090,831,452 yen
- (3) Effective Date of the Dividend
Wednesday, June 26, 2013

Item 2 Election of Twelve (12) Directors

The term of office of all the current directors ends at the conclusion of the 89th Annual Meeting of Shareholders. The Board of Directors proposes that twelve (12) directors be elected. The candidates for directors are set forth below.

The responsibilities of the candidates who are currently directors of the Company are described in the attached “88th Term Report” (page 26-27).

Candidates for Directors

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
1	Shoji Muneoka (May 3, 1946)	April 1970:	Joined Nippon Steel Corporation (NSC)	291,056
		June 1999:	Director and General Manager, Corporate Secretariat Division of NSC	
		April 2003:	Managing Director and Director, Flat Products Division of NSC	
		April 2005:	Representative Director and Executive Vice President of NSC	
		April 2008:	Representative Director and President of NSC	
		Assumed current position as Representative Director, Chairman and CEO of the Company in October 2012		
2	Hiroshi Tomono (July 13, 1945)	April 1971:	Joined Sumitomo Metal Industries, Ltd. (SMI)	321,754
		June 1998:	Director of SMI	
		June 1999:	Managing Executive Officer and General Manager, Electronics Division of SMI	
		June 2001:	Managing Executive Officer, General Manager of Kashima Steel Works of SMI	
		April 2003:	Senior Managing Executive Officer and President of Steel Sheet, Plate, Titanium & Structural Steel Company of SMI	
		June 2003:	Director, Senior Managing Executive Officer and President, Steel Sheet, Plate, Titanium & Structural Steel Company of SMI	
		April 2005:	Representative Director and Executive Vice President of SMI	
		June 2005:	Representative Director and President of SMI	
		Assumed current position as Representative Director, President and COO of the Company in October 2012		
		Chairman, The Japan Iron and Steel Federation Vice Chairman, Nippon Keidanren (Japan Business Federation) Chairman of the Board, Tekkogakuen Educational Institution		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
3	Syuichiro Kozuka (November 13, 1948)	April 1972:	Joined SMI	179,585
		June 2005:	Director and Managing Executive Officer of SMI	
		April 2006:	Director and Senior Managing Executive Officer of SMI	
		April 2009:	Director, Executive Vice President and General Manager, Osaka Head Office of SMI	
		April 2011:	Director, Executive Vice President and General Manager, Osaka Head Office and President, Pipe & Tube Company of SMI	
		Assumed current position as Representative Director and Executive Vice President, Project Leader, Wuhan Tin Mill Project of the Company in October 2012		
4	Kosei Shindo (September 14, 1949)	April 1973:	Joined NSC	139,354
		June 2005:	Director (Member of the Board) and General Manager, Corporate Planning Division of NSC	
		June 2006:	Director (under the Executive Management System) and General Manager, Corporate Planning Division of NSC	
		April 2007:	Director (under the Executive Management System) and General Manager, General Administration Division of NSC	
		April 2009:	Executive Vice President (under the Executive Management System) of NSC	
		June 2009:	Representative Director and Executive Vice President of NSC	
		Assumed current position as Representative Director and Executive Vice President of the Company in October 2012 (Chairman, Nippon Steel Arts Foundation)		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
5	Masakazu Iwaki (March 20, 1949)	May 1972:	Joined NSC	217,521
		June 2003:	Director (Member of the Board) of NSC	
		August 2003:	Director (Member of the Board) and Deputy General Manager, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group of NSC	
		June 2006:	Director (under the Executive Management System) and Deputy General Manager, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group of NSC	
		April 2007:	Managing Director (under the Executive Management System) and Deputy General Manager, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group of NSC	
		June 2010:	Representative Director, Executive Vice President and Director, Technical Development Bureau of NSC	
		April 2011:	Representative Director, Executive Vice President and General Manager, Usiminas Project Group of NSC	
		Assumed current position as Representative Director, Executive Vice President and Project Leader, Usiminas Project Group of the Company in October 2012		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned	
6	Shinya Higuchi (November 12, 1953)	April 1976:	Joined NSC	120,856	
		April 2007:	Director (under the Executive Management System) and General Manager, Overseas Business Development Division of NSC		
		April 2009:	Director (under the Executive Management System) and Director, Pipe & Tube Division of NSC		
		April 2010:	Managing Director (under the Executive Management System) and Director, Pipe & Tube Division of NSC		
		April 2011:	Managing Director (under the Executive Management System), Director, Flat Products Division, Director, Pipe & Tube Division, and General Manager, India Continuous Annealing and Processing Line Project Group of NSC		
		June 2011:	Managing Director (Member of the Board), Director, Flat Products Division, Director, Pipe & Tube Division, and General Manager, India Continuous Annealing and Processing Line Project Group of NSC		
		June 2012:	Representative Director and Executive Vice President of NSC		
		Assumed current position as Representative Director and Executive Vice President of the Company in October 2012			
		(Chairman, Baosteel-NSC Automotive Steel Sheets Co., Ltd.)			

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned		
7	Katsuhiko Ota (June 30, 1953)	April 1977:	Joined NSC	137,020		
		April 2007:	Director (under the Executive Management System) and General Manager, Corporate Planning Division of NSC			
		April 2009:	Director (under the Executive Management System) of NSC			
		April 2011:	Managing Director (under the Executive Management System) of NSC			
		June 2011:	Managing Director (Member of the Board) of NSC			
		April 2012:	Managing Director (Member of the Board) and General Manager, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group of NSC			
		October 2012:	Managing Director, Member of the Board and Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group of the Company			
		Assumed current position as Representative Director and Executive Vice President of the Company in April 2013			<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 2px;"> Director, Japan Casting & Forging Corporation Representative Director and President, East Asia United Corporation </div>	
8	Akihiro Miyasaka (February 22, 1954)	April 1976:	Joined NSC	46,313		
		April 2007:	Fellow, General Manager, Surface Treatment Research Laboratory Division, Steel Research Laboratories, Technical Research & Development Bureau of NSC			
		July 2009:	Fellow of NSC			
		April 2011:	Managing Director (under the Executive Management System), Head of Works, Nagoya Works of NSC			
		October 2012:	Managing Executive Officer, Head of Works, Nagoya Works of the Company			
		Assumed current position as Executive Vice President, Head of Bureau, Technical Research & Development Bureau of the Company in April 2013			<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 2px;"> Outside Director, Daido Steel Co., Ltd. President, The Iron and Steel Institute of Japan President, The Japan Research and Development Center for Metals </div>	

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
9	Kinya Yanagawa (October 3, 1952)	April 1978:	Joined SMI	110,758
		April 2007:	Managing Executive Officer and Assistant General Manager of Kashima Steel Works of SMI	
		April 2009:	Managing Executive Officer and General Manager of Kashima Steel Works of SMI	
		April 2011:	Senior Managing Executive Officer and General Manager of Kashima Steel Works of SMI	
		April 2012:	Senior Managing Executive Officer and President of Steel Sheet, Plate & Structural Steel Company of SMI	
		June 2012:	Director, Senior Managing Executive Officer and President of Steel Sheet, Plate & Structural Steel Company of SMI	
		Assumed current position as Managing Director, Member of the Board of the Company in October 2012		
10	Soichiro Sakuma (February 15, 1956)	April 1978:	Joined NSC	35,645
		April 2004:	General Manager (Legal Affairs), General Administration Division of NSC	
		April 2009:	Director (under the Executive Management System) of NSC	
		April 2012:	Managing Director (under the Executive Management System) of NSC	
		June 2012:	Managing Director (Member of the Board) of NSC	
		Assumed current position as Managing Director, Member of the Board of the Company in October 2012		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
11	Yasumitsu Saeki (May 8, 1955)	April 1979:	Joined NSC	22,964
		April 2003:	General Manager, Automotive Flat Products Sales Division, Flat Products Division of NSC	
		April 2009:	Director (under the Executive Management System) and Deputy Director, Flat Products Division and Director, Bar & Wire Rod Division of NSC	
		July 2010:	Director (under the Executive Management System), Deputy Director, Flat Products Division, Director, Bar & Wire Rod Division and Deputy General Manager, India Continuous Annealing and Processing Line Project Group of NSC	
		June 2012:	Managing Director (Member of the Board), Director, Flat Products Division, Director, Bar & Wire Rod Division, Director, Pipe & Tube Division and General Manager, India Continuous Annealing and Processing Line Project Group of NSC	
		October 2012:	Managing Director, Member of the Board, Director, Flat Products Division, Director, Bar & Wire Rod Division and Project Leader, India Continuous Annealing and Processing Line Project Group of the Company	
		Assumed current position as Managing Director, Member of the Board and Head of Unit, Flat Products Unit, Project Leader, Shanghai-Baoshan Cold-rolled & Coated Sheet Products Project Group, Project Leader, India Continuous Annealing & Processing Line Project of the Company in April 2013		
Outside Audit & Supervisory Board Member, Nichia Steel Works, Ltd. Outside Director, Nippon Concrete Industries Co., Ltd. Director, Nippon Steel & Sumikin Coated Sheet Corporation Director, Nippon Steel & Sumikin Metal Products Co., Ltd. Director, The Siam United Steel (1995) Company Limited Director, Baosteel-NSC Automotive Steel Sheets Co., Ltd.				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
12	Shinji Morinobu (September 8, 1953)	April 1977:	Joined SMI	32,495
		April 2005:	General Manager of Railway, Automotive & Machinery Parts Sales Department, Railway, Automotive & Machinery Parts Company of SMI	
		April 2009:	Managing Executive Officer, General Manager of Railway, Automotive & Machinery Parts Sales Department, Railway, Automotive & Machinery Parts Company of SMI	
		April 2010:	Managing Executive Officer of SMI	
		October 2012:	Managing Executive Officer of the Company	
		Assumed current position as Managing Executive Officer, Head of Unit, Railway, Automotive & Machinery Parts Unit of the Company in April 2013		

Item 3 Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Takao Kusakari will end at the conclusion of the 89th Annual Meeting of Shareholders. The Board of Directors proposes that one (1) Audit & Supervisory Board Member be elected. The candidate for Audit & Supervisory Board Member is set forth below.

The submission of this proposal has been consented to by the Audit & Supervisory Board. Mr. Katsunori Nagayasu is a candidate for an outside Audit & Supervisory Board Member.

Candidate for Audit & Supervisory Board Member

Name (date of birth)	Brief personal history (with material concurrent positions)		Number of shares of the Company owned
Katsunori Nagayasu (April 6, 1947)	May 1970:	Joined The Mitsubishi Bank, Limited	10,000
	June 1997:	Director of The Bank of Tokyo-Mitsubishi, Ltd. (BTM)	
	June 2000:	Retired from Director of BTM Managing Director of Nippon Trust Bank Limited	
	April 2001:	Director of Mitsubishi Tokyo Financial Group, Inc. (MTFG)	
	October 2001:	Managing Director of The Mitsubishi Trust and Banking Corporation (MTB)	
	June 2002:	Retired from Managing Director of MTB Managing Director of BTM	
	April 2004:	Director and Managing Officer of MTFG	
	June 2004:	Managing Officer of MTFG	
	January 2005:	Senior Managing Director of BTM	
	May 2005:	Deputy President of BTM	
	October 2005:	Managing Officer of Mitsubishi UFJ Financial Group, Inc. (MUFG)	
	December 2005:	Retired from Managing Officer of MUFG	
	January 2006:	Deputy President of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU)	
	June 2006:	Deputy President of MUFG	
	April 2008:	Director of MUFG President of BTMU	
	April 2010:	President & CEO of MUFG	
	Assumed current position as Chairman of BTMU in April 2012 and Director of MUFG in April 2013		
(Director, Mitsubishi UFJ Financial Group, Inc.)			

- (Note 1) The Board of Directors has proposed the election of Katsunori Nagayasu as an outside Audit & Supervisory Board Member because it believes that he is well-qualified due to his deep knowledge and ample experience in corporate management.
- (Note 2) As stated in the above “Brief personal history (with material concurrent positions)”, Mr. Katsunori Nagayasu currently serves as an operating officer at the Bank of Tokyo-Mitsubishi UFJ Ltd., one of the Company's lending institutions. He has been receiving remuneration from the bank as a director for two years and will continue to do so. However, in light of the fact that the proportion of the amount of loans from the bank in the Company’s total borrowings represented less than 10 percent, and that the amounts of the Company’s borrowings from some of the other lenders exceeded that from the bank, the Company believes that Mr. Nagayasu has no potential conflict of interest with “general shareholders”. It has already filed Mr. Nagayasu as an “independent director/auditor” candidate with each financial exchange in Japan and this has been accepted by all of them.
- (Note 3) Concerning the candidate’s liability under Article 423, paragraph 1 of the Companies Act, the Company is to conclude an agreement with Mr. Katsunori Nagayasu that limits his liability to the greater of the amount stipulated in Article 425, paragraph 1 of the Companies Act or twenty million (20,000,000) yen, as long as he is without knowledge and is not grossly negligent in performing his duties.

Exercise of Voting Rights via the Internet

Those who are unable to attend the Annual Meeting of Shareholders can exercise their voting rights via the Internet.

The exercise of voting rights via the Internet is only possible by accessing the designated website (<http://www.web54.net>).

In order to exercise your voting rights on the website, please read and confirm the following before voting. Please note that the exercise of voting rights via the Internet will require "voting right exercise code" and "password" indicated in the Voting Rights Exercise Form.

• Treatment of votes

When you vote more than once via the Internet, the last vote is treated as the vote of record.

• Treatment of password

1. The password is a means to confirm that the person exercising his or her voting rights is the shareholder in question. Shareholders are advised to keep their passwords confidential until the Annual Meeting of Shareholders is concluded. Inquiries about passwords may not be made by telephone or any other means.
2. When incorrect passwords are entered more than a specified number of times, the password will be invalidated. In such cases, please follow the instructions on the display.

• Operating system requirements

The following system environment is required to exercise voting rights via the Internet.

1. Display resolution: 800 x 600 dots (SVGA) or more
2. Installed applications:
 - (1) Microsoft® Internet Explorer Ver. 5.01 SP 2 or newer
 - (2) Adobe® Acrobat® Reader™ Ver. 4.0 or newer, or Adobe® Reader® Ver. 6.0 or newer
3. Any access charges assessed via the Internet providers and communications charges assessed by communications companies in order to use the Internet shall be borne by the shareholders.
4. The website for exercising voting rights by cellular phones is not set up.

• Inquiries about the operation of personal computers and other issues

For inquiries on how to exercise your voting rights via the Internet, please call:
0120-652-031 (toll-free number) (9:00~21:00)

This is a dedicated line for website support provided by the transfer agent, Sumitomo Mitsui Trust Bank, Limited.