

June 3, 2014

Dear Shareholders:

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

Notice of the 90th Annual Meeting of Shareholders

We are pleased to invite you to attend the 90th Annual Meeting of Shareholders which will be held at **10 a.m., Wednesday, June 25, 2014, 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 “Reference Documents for Exercising Voting Rights” 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, Tuesday, June 24, 2014.

(Voting via Internet)

Please vote via the Company-designated website (<http://www.web54.net>) by 17:00, Tuesday, June 24, 2014. Meanwhile, institutional investors can use the Internet voting rights exercise platform operated by ICJ, Inc.

AGENDA

Matters to be reported to the shareholders:

Report on operations for the 89th term (from April 1, 2013 to March 31, 2014), consolidated financial statements and non-consolidated financial statements, and reports of accounting auditors and the Audit & Supervisory Board on consolidated financial statements for the 89th term.

Matters for approval by the shareholders:

Item 1: Appropriation of surplus for the 89th term (from April 1, 2013 to March 31, 2014)

Item 2: Amendments to the Articles of Incorporation

Item 3: Election of Fourteen (14) Directors

Item 4: Election of Two (2) Audit & Supervisory Board Members

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 “89th 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 “Exercise of Voting Rights via the Internet” on page 17.
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 89th term (from April 1, 2013 to March 31, 2014)

The Board of Directors proposes that the term-end dividend for the 89th term will be paid according to the “Surplus Distribution Policy” described in the “89th Term Report” (page 17) as follows:

- (1) Kind of Dividend
Cash
- (2) Dividend Payment and Total Payment
3.00 yen per share Total payment: 27,422,908,077 yen
- (3) Effective Date of the Dividend
Thursday, June 26, 2014

Item 2 Amendment to the Articles of Incorporation

(1) Reason for Proposal

The Board of Directors proposes to newly establish a provision that authorizes the Company to enter into liability limitation agreements with outside Directors in order to retain competent outside Directors and enable them to fully perform their duties as expected of such outside Directors (new Article 23.2).

The submission of this proposal has been consented to by each of the Audit & Supervisory Board Members.

(2) Contents of Amendment

The following table shows the proposed change, which is indicated by underlines, from the current provisions of the Articles of Incorporation.

Current Articles of Incorporation	Proposed Amendment
Article 23. (Omitted) (Newly established)	Article 23. (Not amended) <u>2. The Company may, in accordance with laws and regulations, enter into an agreement with its outside Director which limits the liability of such outside Director to the greater of an amount determined in advance by the Company which shall not be less than twenty million yen (¥20,000,000) and the sum of the amounts set forth in Article 425, Paragraph 1 of the Companies Act.</u>

Item 3 Election of Fourteen (14) Directors

The term of office of all twelve (12) current Directors ends at the conclusion of the 90th Annual Meeting of Shareholders. The Board of Directors proposes that the number of Directors be increased by two (2) outside Directors and fourteen (14) 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 “89th Term Report” (page 23). Mr. Mutsutake Otsuka and Mr. Ichiro Fujisaki are candidates for outside Directors.

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)	311,531
		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	
		October 2012:	Representative Director, Chairman and CEO of the Company	
		Assumed current position as Representative Director and Chairman of the Company in April 2014		
2	Hiroshi Tomono (July 13, 1945)	April 1971:	Joined Sumitomo Metal Industries, Ltd. (SMI)	343,575
		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	
		October 2012:	Representative Director, President and COO of the Company	
		Assumed current position as Representative Director and Vice Chairman of the Company in April 2014		
		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 10px;"> Vice Chairman, Nippon Keidanren (Japan Business Federation) Chairman of the Board, Tekkogakuen Educational Institution </div>		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned		
3	Kosei Shindo (September 14, 1949)	April 1973:	Joined NSC	163,654		
		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			
		October 2012:	Representative Director and Executive Vice President of the Company			
		Assumed current position as Representative Director and President of the Company in April 2014				
		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> Vice Chairman, The Japan Iron and Steel Federation Chairman, Nippon Steel & Sumitomo Metal Arts Foundation </div>				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned		
4	Shinya Higuchi (November 12, 1953)	April 1976:	Joined NSC	160,751		
		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				
		<div style="border: 1px solid black; padding: 5px; display: inline-block;"> Chairman, Baosteel-NSC Automotive Steel Sheets Co., Ltd. Chairman, The Japan Titanium Society </div>				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned		
5	Katsuhiko Ota (June 30, 1953)	April 1977:	Joined NSC	157,313		
		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: 1px solid black; padding: 5px; width: fit-content;"> Director, Japan Casting & Forging Corporation Representative Director and President, East Asia United Steel Corporation Chairman, The Japan Ferrous Raw Materials Association </div>				
6	Akihiro Miyasaka (February 22, 1954)	April 1976:	Joined NSC	60,910		
		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			
		April 2013:	Executive Vice President, Head of Bureau, Technical Research & Development Bureau of the Company			
		Assumed current position as Representative Director, Executive Vice President and Head of Bureau, Technical Research & Development Bureau of the Company in June 2013				
					(President, The Japan Research and Development Center for Metals)	

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
7	Kinya Yanagawa (October 3, 1952)	April 1978:	Joined SMI	127,535
		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	
		October 2012:	Managing Director, Member of the Board of the Company	
		Assumed current position as Representative Director and Executive Vice President of the Company in April 2014		
		(Vice President, The Iron and Steel Institute of Japan)		
8	Soichiro Sakuma (February 15, 1956)	April 1978:	Joined NSC	59,018
		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	
		October 2012:	Managing Director, Member of the Board of the Company	
		Assumed current position as Representative Director and Executive Vice President of the Company in April 2014		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned	
9	Yasumitsu Saeki (May 8, 1955)	April 1979:	Joined NSC	35,082	
		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			
		(Director, Nippon Steel & Sumikin Coated Sheet Corporation Director, Nippon Steel & Sumikin Metal Products Co., Ltd. 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
10	Shinji Morinobu (September 8, 1953)	April 1977:	Joined SMI	37,501
		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	
		April 2013:	Managing Executive Officer, Head of Unit, Railway, Automotive & Machinery Parts Unit of the Company	
		Assumed current position as Managing Director, Member of the Board and Head of Unit, Railway, Automotive & Machinery Parts Unit of the Company in June 2013		
11	Shinji Fujino (July 29, 1955)	April 1981:	Joined NSC	150,865
		April 2009:	Director (under the Executive Management System) and Head of Works, Oita Works of NSC	
		April 2011:	Director (under the Executive Management System) and Head of Works, Kimitsu Works of NSC	
		October 2012:	Executive Officer and Head of Works, Kimitsu Works of the Company	
		April 2013:	Managing Executive Officer and Head of Works, Kimitsu Works of the Company	
		Assumed current position as Managing Executive Officer of the Company in April 2014		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
12	Ritsuya Iwai (September 16, 1956)	April 1981:	Joined SMI	63,061
		August 2007:	Assistant General Manager of Wakayama Steel Works, Pipe & Tube Company of SMI	
		April 2010:	Managing Executive Officer of SMI	
		April 2012:	Managing Executive Officer and General Manager of Steel Tube Works, Pipe & Tube Company of SMI	
		October 2012:	Executive Officer and Head of Works, Amagasaki Works, Pipe & Tube Unit of the Company	
		April 2013:	Managing Executive Officer and Head of Works, Amagasaki Works, Pipe & Tube Unit of the Company	
		Assumed current position as Managing Executive Officer and Head of Unit, Pipe & Tube Unit of the Company in April 2014		
		(Outside Director, Nippon Steel & Sumikin Stainless Steel Pipe Co., Ltd.)		
13	Mutsutake Otsuka (January 5, 1943)	April 1965:	Joined Japanese National Railways	20,000
		June 1990:	Director and General Manager of Personnel Dept. of East Japan Railway Company	
		June 1992:	Executive Director and General Manager of Personnel Dept. of East Japan Railway Company	
		January 1994:	Executive Director of East Japan Railway Company	
		June 1996:	Executive Director and Deputy Director General of Corporate Planning Headquarters of East Japan Railway Company	
		June 1997:	Executive Vice President and Director General of Corporate Planning Headquarters of East Japan Railway Company	
		June 2000:	President and CEO of East Japan Railway Company	
		April 2006:	Chairman and Director of East Japan Railway Company	
		Assumed current position as Executive Advisor to the Board of East Japan Railway Company in April 2012		
		(Outside Corporate Auditor, Electric Power Development Co., Ltd. Outside Director, JX Holdings, Inc. Vice Chairman, Nippon Keidanren (Japan Business Federation))		

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
14	Ichiro Fujisaki (July 10, 1947)	April 1969:	Joined Ministry of Foreign Affairs of Japan	10,000
		August 1999:	Director-General, North American Affairs Bureau, Ministry of Foreign Affairs of Japan	
		September 2002:	Deputy Minister for Foreign Affairs	
		January 2005:	Ambassador of Japan to the United Nations and WTO in Geneva	
		April 2008:	Ambassador of Japan to the United States of America	
		November 2012:	Retired from Ambassador of Japan to the United States of America	
		Assumed current position as Distinguished Professor of Sophia University in January 2013		
		[Outside Director, ITOCHU Corporation President, The America-Japan Society, Inc.]		

(Note 1) Note regarding Outside Director Candidate Mutsutake Otsuka

- 1) The Board of Directors has proposed the election of Mr. Mutsutake Otsuka as an outside Director because it believes that he is well-qualified due to his deep knowledge and ample experience in corporate management.
- 2) Concerning the candidate's liability under Article 423, paragraph 1 of the Companies Act, subject to the approval of original proposal, submitted as Item 2, the Company is to conclude an agreement with Mr. Mutsutake Otsuka that limits his liability to the greater of the amount stipulated in Article 425, paragraph 1 of the Companies Act and twenty million (20,000,000) yen, as long as he is without knowledge and is not grossly negligent in performing his duties.
- 3) The Company has already filed Mr. Mutsutake Otsuka as an "independent director/auditor" candidate with each financial exchange in Japan and this has been accepted by all of them.

(Note 2) Note regarding Outside Director Candidate Ichiro Fujisaki

- 1) The Board of Directors has proposed the election of Mr. Ichiro Fujisaki as an outside Director because it believes that he is well-qualified due to his deep knowledge including international affairs, economics, and cultures that he accumulated at the Ministry of Foreign Affairs of Japan, and his ample experience as the Ambassador and other key positions, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside director and as an outside audit & supervisory board member.
- 2) Subject to the approval of original proposal, submitted as Item 2, the Company is to conclude an agreement with Mr. Ichiro Fujisaki with the same terms and conditions as described in (Note 1) 2).
- 3) The Company has already filed Mr. Ichiro Fujisaki as an "independent director/auditor" candidate with each financial exchange in Japan and this has been accepted by all of them.

Item 4 Election of Two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Member Shigeo Kifuji will end and Mr. Toshiro Mutoh will resign at the conclusion of the 90th Annual Meeting of Shareholders. The Board of Directors proposes that two (2) Audit & Supervisory Board Members be elected. The candidates for Audit & Supervisory Board Members are set forth below.

The submission of this proposal has been consented to by the Audit & Supervisory Board. Mr. Hiroshi Obayashi and Mr. Jiro Makino are candidates for outside Audit & Supervisory Board Members.

Candidates for Audit & Supervisory Board Members

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned	
1	Hiroshi Obayashi (June 17, 1947)	April 1972:	Prosecutor, Tokyo District Public Prosecutor's Office	0	
		May 2001:	Director-General, Rehabilitation Bureau, Ministry of Justice		
		January 2002:	Deputy Vice-Minister, Ministry of Justice		
		June 2004:	Director-General, Criminal Affairs Bureau, Ministry of Justice		
		June 2006:	Vice-Minister, Ministry of Justice		
		July 2007:	Superintending Prosecutor, Sapporo High Public Prosecutors Office		
		July 2008:	Superintending Prosecutor, Tokyo High Public Prosecutors Office		
		June 2010:	Prosecutor General, the Supreme Public Prosecutors Office		
		December 2010:	Retired from Prosecutor General, the Supreme Public Prosecutors Office		
		Registered as Attorney-at-law in March 2011			
		<div style="border-left: 1px solid black; border-right: 1px solid black; padding: 2px;"> Outside Auditor & Supervisory Board Member, Daiwa Securities Co. Ltd. Outside Director, Mitsubishi Electric Corporation </div>			

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
2	Jiro Makino (October 22, 1949)	April 1973:	Joined Ministry of Finance	20,000
		July 2003:	Director-General, Financial Bureau, Ministry of Finance	
		October 2006:	President, Policy Research Institute and President, Account Center, Ministry of Finance	
		July 2007:	Commissioner, National Tax Agency	
		July 2008:	Retired from Commissioner, National Tax Agency	
		July 2008:	Vice Chairman, General Insurance Rating Organization of Japan	
		November 2009:	Vice Chairman, The General Insurance Association of Japan	
		Assumed current position as Vice Chairman, The General Insurance Association of Japan in April 2012		

(Note 1) Note regarding Outside Audit & Supervisory Board Member Candidate Hiroshi Obayashi

- 1) The Board of Directors has proposed the election of Mr. Hiroshi Obayashi as an outside Audit & Supervisory Board Member because it believes that he is well-qualified due to his deep knowledge as a legal professional and ample experience as Prosecutor General and other key positions, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside director and an outside audit & supervisory board member.
- 2) Concerning the candidate's liability under Article 423, paragraph 1 of the Companies Act, the Company is to conclude an agreement with Mr. Hiroshi Obayashi that limits his liability to the greater of the amount stipulated in Article 425, paragraph 1 of the Companies Act and twenty million (20,000,000) yen, as long as he is without knowledge and is not grossly negligent in performing his duties.
- 3) The Company has already filed Mr. Hiroshi Obayashi as an "independent director/auditor" candidate with each financial exchange in Japan and this has been accepted by all of them.

(Note 2) Note regarding Outside Audit & Supervisory Board Member Candidate Jiro Makino

- 1) The Board of Directors has proposed the election of Mr. Jiro Makino as an outside Audit & Supervisory Board Member because it believes that he is well-qualified due to his deep knowledge of overall economics that he accumulated at the Ministry of Finance, and ample experience as Commissioner of National Tax Agency and other key positions, notwithstanding the fact that he does not have experience participating in corporate management other than serving as an outside director and as an outside audit & supervisory board member.
- 2) The Company is to conclude an agreement with Mr. Jiro Makino with the same terms and conditions as described in (Note 1) 2).
- 3) The Company has already filed Mr. Jiro Makino as an "independent director/auditor" candidate with each financial exchange in Japan and this has been accepted by all of them.

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 within Japan) (9:00~21:00)

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