

**CONVOCAION NOTICE OF
THE 143RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

June 4, 2013
Sumitomo Electric Industries, Ltd.

On June 4, 2013, Sumitomo Electric Industries, Ltd. (“SEI”) sent a notice convening the Ordinary General Meeting of Shareholders (the “Notice”) to its shareholders on record as of March 31, 2013. This document only provides translations of certain selected information contained in the Japanese original text of the Notice, solely for the purpose of identifying the items of information contained in the Notice for reference. SEI does not represent or warrant that the information provided on this document (the “Information”) constitutes a summary of the Notice or provides a complete and accurate record of the material information in the Notice. No warranty is given to any user of the Information as to its accuracy or completeness or timeliness. In the event of a dispute or difference as to meaning or intent of the Information and the Japanese original text of the Notice, the Japanese original text of the Notice shall prevail. In order to accurately and completely understand the information contained in the Notice, it is necessary to read the complete Japanese original text thereof. The shareholders of SEI are therefore requested to refer to the complete text of the Notice. The original Japanese text of the Notice should be available on our Japanese Web site (<http://www.sei.co.jp/share>).

Neither the provision of the Information nor any part of the Information shall be deemed to be an offer to purchase or sell, or a solicitation of an offer to purchase or sell, any securities, nor shall it be deemed a recommendation for or an endorsement of investment by SEI. Neither SEI nor any of its directors, officers, employees, agents, affiliates and assigns shall be liable to any person for any losses, damages, costs or expenses of whatever nature arising out of, or in any way related to, any errors to, delays in, ambiguities of, omissions from or alterations to, the Information or for any reliance by such person on any part of the Information.

(Translation)

Securities Code: 5802

June 4, 2013

To the Shareholders

Sumitomo Electric Industries, Ltd.
5-33, Kitahama 4-chome
Chuo-ku, Osaka
Represented by: Masayoshi Matsumoto
President

**CONVOCATION NOTICE OF
THE 143RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are hereby pleased to inform you that the 143rd Ordinary General Meeting of Shareholders will be held as set forth below, and to hereby request your attendance.

If you do not attend the Meeting, you can exercise your voting rights in writing or by electromagnetic means (the Internet, etc.). We cordially request that you exercise your voting rights (in doing so, please follow the “Instructions Regarding Voting” set forth on page 48 [of the Japanese original text]) by 5:15 p.m. of June 25, 2013 (Tuesday), after examining the Reference Document regarding the Ordinary General Meeting of Shareholders set out below.

- 1. Date:** June 26, 2013 (Wednesday) at 10:00 a.m.
- 2. Place:** “The Grand Ballroom” 2nd floor
The Ritz-Carlton, Osaka
5-25, Umeda 2-chome, Kita-ku, Osaka
- 3. Purposes of the Meeting:**

Matters to be reported

1. Reporting on the Business Report, the Consolidated Financial Statements and the results of the examination of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 143rd fiscal year (from April 1, 2012 to March 31, 2013)
2. Reporting on the Financial Statements for the 143rd fiscal year (from April 1, 2012 to March 31, 2013)

Matters to be resolved

First item: Disposition of surplus

Second item: Appointment of two (2) Directors

Third item: Appointment of one (1) Audit & Supervisory Board Member

Fourth item: Payment of bonus to the Directors

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- * When you attend the Meeting, please submit the enclosed “Voting Instruction Form” at the reception desk.
 - * Substitutions are allowed only when the proxy is the Company’s shareholder with voting rights, and one person for each shareholder. (The proxy must bring not only the “Voting Instruction Form” of the shareholder but also a certification for his or her authority.)
 - * When the contents of the attachment to this Convocation Notice (including the Reference Document regarding the Ordinary General Meeting of Shareholders) need modification by the day before the Meeting, we will notify the shareholders in writing by mail or by notice on our Web site (<http://www.sei.co.jp/>).

(Translation)

**REFERENCE DOCUMENTS
REGARDING THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Agendas and Reference Information

First item: Disposition of surplus

Based on maintenance of stable dividends, the Company has the basic policy of making distribution of profits to shareholders after taking into consideration the consolidated business results, the dividend payout ratio, the accumulation level of the retained earnings and other matters.

As for the year-end dividend for the 143rd fiscal year, in consideration of the business results for this fiscal year and other matters, the Company proposes to distribute in the amount of ten yen (¥10) per share, which is equal to that of the preceding year. As a result, the dividend for this fiscal year, including the interim dividend (ten yen (¥10)), is twenty yen (¥20) per share, which is one yen (¥1) per share more than that of the preceding fiscal year.

1. Matters concerning the year-end dividend
 - (1) Type of properties to be distributed:

Cash
 - (2) Matter concerning the allocation of properties to be distributed and the total amount thereof:

Ten yen (¥10) per ordinary share of the Company
Total amount of dividends: 7,933,440,080 yen
 - (3) Effective date of distribution of surplus:

June 27, 2013
2. Other matters concerning the disposition of surplus

Not applicable.

Second item: Appointment of two (2) Directors

Upon the closing of this Meeting, Director Mr. Shigeru Noda will resign. Approval is hereby requested for the appointment of two (2) Directors, in order to fill the vacancy, and to increase the present number of Directors by one.

The nominees for the offices of Directors are as follows:

Nominee Number	Name (Birth Date)	Career Summary and Important Concurrent Post, and Position and Areas of Responsibility in Case of Being Director of the Company	Number of the Company Shares Owned
1	Fumiyoshi Kawai (July 31, 1954)	<p>Apr 1978 Joined the Company</p> <p>Jan 2003 General Manager, Plant & Production Systems Engineering Division</p> <p>Jun 2006 Ditto</p> <p> General Manager, Quality Management Division</p> <p>Jul 2006 General Manager, Plant & Production Systems Engineering Division</p> <p>Nov 2006 General Manager, Manufacturing Management & Engineering Unit, Ditto</p> <p>Jun 2007 Executive Officer</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p> General Manager, Plant & Production Systems Engineering Division</p> <p>May 2010 Managing Executive Officer</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p> General Manager, Superconductivity & Energy Technology Department</p> <p>Jan 2012 Managing Executive Officer</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p> General Manager, Superconductivity Technology Division</p> <p>Jul 2012 Managing Executive Officer</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p>(currently maintained)</p> <p>Important Concurrent Post: Director, Sumitomo Electric Wintec, Inc. Director, J-Power Systems Corporation</p>	6,000 shares

Nominee Number	Name (Birth Date)	Career Summary and Important Concurrent Post, and Position and Areas of Responsibility in Case of Being Director of the Company	Number of the Company Shares Owned
2	Nozomi Ushijima (May 21, 1957)	<p>Apr 1980 Joined the Company</p> <p>Jun 2004 General Manager, Administrative & Planning Department, Advanced Materials Business Unit</p> <p>Jun 2005 General Manager, Administrative & Planning Department, Industrial Materials Business Unit</p> <p>Jun 2010 Executive Officer General Manager, Hardmetal Division President and CEO, Sumitomo Electric Hardmetal Corp.</p> <p>Jun 2011 Executive Officer Deputy General Manager, Industrial Materials Business Unit General Manager, Hardmetal Division President and CEO, Sumitomo Electric Hardmetal Corp.</p> <p>Jun 2012 Managing Executive Officer General Manager, Advanced Materials Business Unit</p> <p>(currently maintained)</p> <p>Important Concurrent Post: Director, Sumitomo Electric Hardmetal Corp. Director, Sumitomo Electric Sintered Alloy, Ltd.</p>	5,200 shares

Notes: The nominees for the offices of Directors do not have business connections with the Company.

Third item: Appointment of one (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Mr. Ichiro Kobayashi expires upon the closing of this Meeting. Approval is hereby requested for the appointment of one (1) Audit & Supervisory Board Member.

The nominee for the office of Audit & Supervisory Board Member is as follows, and this agenda has already been approved by the Audit & Supervisory Board.

Name (Birth Date)	Career Summary and Important Concurrent Post, and Position in Case of Being Audit & Supervisory Board Member of the Company	Number of the Company Shares Owned
Katsuaki Watanabe (February 13, 1942)	Apr 1964 Joined Toyota Motor Co., Ltd. (present Toyota Motor Corporation)	0 shares
	Sep 1992 Director, Member of the Board of Toyota Motor Corporation	
	Jun 1997 Managing Director, Member of the Board of Toyota Motor Corporation	
	Jun 1999 Senior Managing Director, Member of the Board of Toyota Motor Corporation	
	Jun 2001 Executive Vice President, Member of the Board of Toyota Motor Corporation	
	Jun 2005 President, Member of the Board of Toyota Motor Corporation	
	Jun 2009 Vice Chairman of the Board of Toyota Motor Corporation	
	Jun 2011 Senior Advisor to the Board of Toyota Motor Corporation	
	(currently maintained)	
	Important Concurrent Post: Audit & Supervisory Board Member, Toyota Industries Corporation (Outside Audit & Supervisory Board Member) Director, TOHO GAS Co., Ltd. (Outside Director)	

Notes:

1. The nominee for the office of Audit & Supervisory Board Member has no business connections with the Company.
2. Mr. Katsuaki Watanabe is a nominee for an Outside Audit & Supervisory Board Member and for an Outside Officer defined by Tokyo Stock Exchange, Inc., etc.
3. Matters to be described specifically regarding the Outside Audit & Supervisory Board Member nominee are as follows:

- (1) The reason why the Company nominates the nominee as an Outside Audit & Supervisory Board Member

Mr. Katsuaki Watanabe has much experience and great insight into overall business management, through being involved for many years in the management of the company conducting business globally. The Company requests that the shareholders appoint him as an Outside Audit & Supervisory Board Member in order to make his experience available to the benefit of the auditing procedures of the Company.

- (2) Outline of the substance of the limited liability contract

If the appointment of Mr. Katsuaki Watanabe is approved, the Company plans to enter into a limited liability contract with Mr. Watanabe, which provides, with respect to the liability stipulated under Article 423, Paragraph 1 of the Companies Act, that Mr. Watanabe owes liability for damages limited to the higher amount of either 10 million yen or the minimum liability amount stipulated under Article 425, Paragraph 1 of said Act, if he was without knowledge and not grossly negligent in conducting his duties.

Fourth item: Payment of bonus to the Directors

Taking into consideration the business results of this fiscal year, the existing amount of payment and other factors, the Company proposes to declare bonuses totaling 160 million yen (¥160,000,000) for eleven (11) Directors other than the one (1) Outside Director among the twelve (12) Directors in all, as of the end of this fiscal year.