

**CONVOCAATION NOTICE OF
THE 145TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

June 3, 2015
Sumitomo Electric Industries, Ltd.

On June 3, 2015, Sumitomo Electric Industries, Ltd. ("SEI") has sent a notice convening the Ordinary General Meeting of Shareholders (the "Notice") to its shareholders on record as of March 31, 2015. This document only provides translations of information contained in the Japanese original text of the Notice (except non-consolidated financial statements, independent auditor's reports, the report of Audit & Supervisory Board, and instructions on exercise of voting rights), 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/ir/individual/>).

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 3, 2015

To the Shareholders

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

**CONVOCATION NOTICE OF
THE 145TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are hereby pleased to inform you that the 145th 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 52 [of the Japanese original text]) by 5:15 p.m. of June 24, 2015 (Wednesday), after examining the Reference Document regarding the Ordinary General Meeting of Shareholders set out below.

1. **Date:** June 25, 2015 (Thursday) 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 145th fiscal year (from April 1, 2014 to March 31, 2015)
2. Reporting on the Financial Statements for the 145th fiscal year (from April 1, 2014 to March 31, 2015)

Matters to be resolved

- First item: Disposition of surplus
- Second item: Appointment of one (1) Director
- Third item: Appointment of two (2) Audit & Supervisory Board Members
- 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/>).

BUSINESS REPORT
(from April 1, 2014 to March 31, 2015)

1. Matters Concerning Current Status of Corporate Group

(1) Progression of Business and its Results

This fiscal year, the Japanese economy continued to show signs of improvement in corporate earnings and employment and was on a moderate recovery path. However, personal consumption was weak. For the world economy, although recovery trends continued in the U.S. and Europe picked up as a whole, the situation remained partly uncertain, as exemplified by the continued deceleration of economic growth in China.

Regarding the business environment for the Sumitomo Electric Group, demand for wiring harnesses is strong, mainly overseas such as in the U.S., and demand for cemented carbide tools, optical/wireless devices, optical fiber cables, etc. also increased. In this environment, the consolidated financial settlement for this fiscal year secured an increase in revenue, as net sales amounted to 2,822,811 million yen (preceding fiscal year: 2,568,779 million yen, +9.9%). In addition, although there was an increase in depreciation and amortization associated with investment in strengthening the global manufacturing bases and an increase in research and development costs for future growth, due to cost reductions and the impact of a weaker yen, operating income was 134,457 million yen (preceding fiscal year: 120,085 million yen, +12.0%) and ordinary income was 160,597 million yen (preceding fiscal year: 145,354 million yen, +10.5%), each of which shows a year-on-year increase in profit. Net income increased considerably to 119,771 million yen (preceding fiscal year: 66,748 million yen, +79.4%) due to the posting of extraordinary income associated with selling shares of Sumitomo 3M Ltd. (which changed its corporate name to "3M Japan Limited" as of September 1, 2014) and other causes.

The following section is a report giving an outline of each segment.

(i) The Automotive segment

Demand for wiring harnesses overseas, such as in the U.S., was steady, and net sales increased 137,165 million yen (10.2%) to 1,488,214 million yen. Operating income increased 17,471 million yen to 89,252 million yen due to cost reductions and the impact of a weaker yen, as well as the increase in revenue for wiring harnesses.

(ii) The Infocommunications segment

Although demand for access network equipment declined, net sales increased 7,118 million yen (4.3%) to 172,011 million yen due to increasing demand for optical/wireless devices, optical fiber cables and fusion splicers. Operating income improved 4,904 million yen from the preceding fiscal year (which was 1,155 million yen loss) to 3,749 million yen due to cost reductions and the impact of a weaker yen.

(iii) The Electronics segment

Net sales increased 29,381 million yen (11.2%) to 292,005 million yen due to increasing demand for FPCs (flexible printed circuits) for mobile devices. Operating income increased 128

million yen to 5,460 million yen due to increasing demand, despite the change in composition of product line, intense price competition, increase in depreciation and amortization and other factors.

(iv) The Environment and Energy segment

Net sales increased 72,355 million yen (12.8%) to 636,512 million yen due to the consolidation of J-Power Systems Corporation and Sumiden Hitachi Cable Ltd. Meanwhile, operating income decreased 10,606 million yen to 13,528 million yen due to factors such as the burden of amortization of goodwill regarding the acquisition of J-Power Systems Corporation, decline in demand for ion implanters for manufacturing small/medium high-definition Flat Panel Displays (FPDs) at Nissin Electric Co., Ltd. and an up-front expenditure for new products such as redox flow batteries.

(v) The Industrial Materials segment and Others

Demand for cemented carbide tools and sintered powder metal parts, etc. for automobiles was steady. Net sales increased 14,061 million yen (4.6%) to 317,360 million yen and operating income increased 2,483 million yen to 22,992 million yen.

Net Sales and Operating Income Breakdown by Segment

Segment	Preceding Fiscal Year		This Fiscal Year	
	Net Sales	Operating Income	Net Sales	Operating Income
	millions of yen	millions of yen	millions of yen	millions of yen
Automotive	1,351,049	71,781	1,488,214	89,252
Infocommunications	164,893	(1,155)	172,011	3,749
Electronics	262,624	5,332	292,005	5,460
Environment and Energy	564,157	24,134	636,512	13,528
Industrial Materials and Others	303,299	20,509	317,360	22,992
Elimination of Intersegment Transactions, etc.	(77,243)	(543)	(83,291)	(524)
Total	millions of yen 2,568,779	millions of yen 120,058	millions of yen 2,822,811	millions of yen 134,457

(2) Conditions of Capital Expenditure

The total amount of capital expenditure for this fiscal year was 148.2 billion yen. The following list shows the breakdown of capital expenditure by segment.

Segment	Amount of Capital Expenditure (billions of yen)	Main Content of Capital Expenditure
Automotive	75.6	Increased production of and rationalization investment in wiring harnesses and anti-vibration rubbers
Infocommunications	13.6	Increased production of and rationalization investment in optical fiber cables and optical/wireless devices
Electronics	15.1	Increased production of and rationalization investment in electronic wires and FPCs

Segment	Amount of Capital Expenditure (billions of yen)	Main Content of Capital Expenditure
Environment and Energy	19.9	Increased production of and rationalization investment in electric conductors and magnet wires
Industrial Materials and Others	24.0	Increased production of and rationalization investment in cemented carbide tools and sintered powder metal parts

(3) Fund-raising

The Group raised funds through long-term loans of 43.5 billion yen and through other means. The purpose of such fund-raising was allocation to equipment funds, repayment of long-term borrowings and allocation to redemption funds for corporate bonds, etc.

(4) Key Issues Requiring Attention

The global economy is expected to make a mild recovery as a whole going forward, and the Japanese economy's movement toward recovery is expected to continue mildly, even though weakness in consumer spending and other areas will remain for a certain period of time. However, the risk of an economic downturn still exists, due to the influence of the movement towards monetary policy normalization in the U.S., as well as the uncertainty and political unrest in emerging economies, thus the outlook for the global economy remains unclear.

In these circumstances, the Group, having the Sumitomo Business Spirit and the Sumitomo Electric Group Corporate Principles as the fundamental basis of our business activities, intends to strive for improving "S" (Safety), "E" (Environment), "Q" (Quality), "C" (Cost), "D" (Delivery) and "D" (Development), while working on realizing the objectives of our "VISION 2017" medium-term management plan with a focus on "business innovation." Accordingly, we are pursuing the following strategies in each of our business segments.

In the Automotive segment, the Group is striving to be a global comprehensive auto-parts manufacturer while keeping our focus on developing and marketing new products, including aluminum wiring harnesses that contribute to making lighter automobiles; high-voltage wiring harnesses designed for environmentally friendly vehicles; and complicated and sophisticated electronic components corresponding to enhanced control of automobiles. Sumitomo Riko Company Ltd. (which changed its name from "Tokai Rubber Industries Ltd." as of October 1, 2014) is driving forward a full-scale entry into the non-Japanese OEMs market as a global supplier by maximizing synergies with overseas business operations it has acquired in the field of automotive anti-vibration rubbers and hoses.

In the Infocommunications segment, we are working on marketing products such as extra low loss fibers for submarine cables, 100Gbps¹ high-speed optical devices, GaN (Gallium Nitride) devices for mobile phone base stations, intelligent transport systems and other projects to boost our profitability. In the Network & Systems segment, to effectively cope with the convergence of communications and broadcasting, we integrated a part of the businesses of each of Sumitomo Electric Networks, Inc. and Broad Net Mux Corporation, both wholly owned subsidiaries of the Company doing business in this segment. We are also driving forward the further expansion of our businesses, including through product development that captures the right business opportunities, and global marketing.

In the Electronics segment, with regard to FPCs for mobile devices, electronic wires and irradiation tubes, we are strengthening our global operation and production system to drive forward further cost reduction and improvement in profitability. We will also work to increase precision,

¹ Gbps: Stands for gigabits per second, a data transfer speed measurement. 1Gbps describes data transfer of 1 billion bits per second.

thinness and heat resistance of FPCs and focus on expanding the business of space saving high speed wiring materials applied by high speed transmission cable and FPCs for vehicles and others.

In the Environment and Energy segment, we are closely cooperating with J-Power Systems Corporation, which became a wholly owned subsidiary as of April 1, 2014, on strengthening operational activity, cost reduction and technical development in order to win orders for large-scale high voltage/long distance submarine cable projects. In addition, in response to the new electricity/energy society, the segment is also promoting porous metals for battery electrode substrates and magnet wires for motors used in environmentally friendly vehicles, while developing and marketing products relating to smart energy systems that achieve a reduction of the burden of the environment, as well as maintenance and improvement of the quality of power generation, and assurance of security.

In the Industrial Materials segment, with the steady growth of the mobility market, including the automotive sector, as a background, we are accelerating global expansion of cemented carbide tools as well as reinforcing our manufacturing capacity for sintered powder metal parts in Mexico, Indonesia and Thailand. This enables us to further strengthen our global supply chain and procurement of raw materials. In addition, we will also proceed with enhancement and innovation of core technology and continue to focus on marketing of new products such as nano polycrystalline diamonds in the field of cemented carbide tools, and electric vehicle products of sintered powder metal parts.

In research and development activities, we will make efforts to create new businesses and products that are original and excel in profitability. This includes focusing on creating a new electricity/energy society, from the development of redox flow batteries, concentrated photovoltaic systems, superconducting products, Power Line Communication applications and molten salt electrolyte batteries to commercialization of magnesium alloy sheets, ballast water-treatment systems and large-capacity data transmission cables. Taking a long-term perspective, we will leverage the Group's strengths to develop new products in response to society's needs, including advanced traffic safety systems and searching for new materials with new functions.

In April 2014, the European Commission imposed a fine on the Company and J-Power Systems Corporation for alleged action that violated EU competition law concerning the transaction of high-voltage and extra-high-voltage power cables. In addition, in August 2014, the Company received an order from the National Development and Reform Commission of China to pay a surcharge based on China's Anti-Monopoly Law in connection with the transaction of automotive wiring harnesses and related products. While these dispositions are for alleged violations that took place in or before 2008 and 2009 and no new violations have been alleged or discovered, we offer our deepest apologies to our shareholders for the inconveniences caused. In relation to this, the fines imposed on the Company and related companies have been reduced due to our cooperation with the investigations by the relevant authorities. In June 2010 the Company established a set of rules and regulations to ensure compliance with competition laws to strengthen its competition law compliance. This included establishing an organization dedicated full-time to running a compliance policies and programs. However, again, we take the situation seriously, and will make all efforts to ensure that all business activities are conducted fairly and honestly.

We would like to ask our shareholders for your continued support and understanding.

(5) Trend of Assets and Income or Losses

(i) Trend of Assets and Income or Losses of Corporate Group (Consolidated)

Entry \ Year	FY2010	FY2011	FY2012	FY2013	FY2014 (this fiscal year)
Net Sales (millions of yen)	2,033,827	2,059,344	2,159,942	2,568,779	2,822,811
Operating Income (millions of yen)	103,810	86,946	76,790	120,058	134,457
Ordinary Income (millions of yen)	129,099	106,696	94,116	145,354	160,597
Net Income (millions of yen)	70,614	58,861	37,955	66,748	119,771

Entry \ Year	FY2010	FY2011	FY2012	FY2013	FY2014 (this fiscal year)
Basic Net Income per Share (yen)	89.02	74.21	47.85	84.15	151.00
Net Assets (millions of yen)	1,092,610	1,138,931	1,244,695	1,379,912	1,646,913
Total Assets (millions of yen)	1,956,284	2,072,064	2,297,567	2,554,819	2,925,785

(Notes)

- Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during each period.
- With respect to FY2011, in order to seize hold of global demand, the sales function was strengthened, and by focusing on development and promotion of sales of new technologies and products, net sales increased from the preceding fiscal year. However, due to the reduction of operations caused by the Great East Japan Earthquake, operating income, ordinary income and net income all decreased from the preceding fiscal year.
- With respect to FY2012, through strengthening of the sales function and development and promotion of sales of new technologies and products, net sales increased from the preceding fiscal year. However, mainly due to increase of depreciation and amortization expenses caused by additional investment in overseas manufacturing sites and an increase in costs such as research and development costs for future growth, operating income, ordinary income and net income all decreased from the preceding fiscal year.

(ii) Trend of Assets and Income or Losses of the Company

Entry \ Year	FY2010	FY2011	FY2012	FY2013	FY2014 (this fiscal year)
Net Sales (millions of yen)	804,160	803,807	779,753	832,484	910,657
Operating Income (millions of yen)	(863)	537	(7,806)	(5,071)	(2,063)
Ordinary Income (millions of yen)	26,263	24,667	14,164	25,422	34,288
Net Income (millions of yen)	11,205	15,911	10,405	24,175	105,911
Basic Net Income per Share (yen)	14.12	20.06	13.11	30.47	133.50
Net Assets (millions of yen)	611,259	612,951	614,207	629,865	722,905
Total Assets (millions of yen)	1,030,156	1,041,203	1,064,793	1,120,231	1,180,671

(Note) Basic net income per share is computed based on the weighted average number of shares of common stock outstanding during each period.

(6) Content of Main Businesses (as of March 31, 2015)

The Group conducts manufacturing and sales of the following products, as well as construction design and execution.

Segment	Main products and others
Automotive	Wiring harnesses, anti-vibration rubbers/automotive hoses, car electronic components

Segment	Main products and others
Infocommunications	Optical fiber cables, telecommunication cables and equipment, fusion splicers, optical/wireless devices such as optical transceiver modules/wireless communication devices, network system products such as access network equipment (GE-PON/Content Delivery Network/CATV-related products, etc.)/traffic control
Electronics	Electronic wires, compound semiconductors, metal materials for electronic parts, electric beam irradiation products, flexible printed circuits, fluorine resin products
Environment & Energy	Electric conductors, power transmission wires/cables/equipment, magnet wires, air cushions for railroad vehicles, power system equipment such as substation equipment/control system, charged beam equipment and processing, electrical/power supply work and engineering, porous metals
Industrial Materials, etc.	Tensioning materials for prestressed concrete, precision spring steel wires, steel tire cords, cemented carbide tools, diamond and CBN tools, laser optics, sintered powder metal parts, semiconductors heatspreader materials

(7) Main Offices and Works (as of March 31, 2015)

(i) The Company

Head Office	Osaka City
Offices	Osaka, Tokyo, Chubu District Office (Nagoya City), Okinawa Branch Office (Naha City), Kyushu Branch Office (Fukuoka City), Shikoku Branch Office (Takamatsu City), Chugoku Branch Office (Hiroshima City), Hokuriku Branch Office (Toyama City), Ibaraki Branch Office (Hitachi City, Ibaraki Prefecture), Tohoku Branch Office (Sendai City), Hokkaido Branch Office (Sapporo City)
Works	Osaka Works (Osaka City), Itami Works (Itami City, Hyogo Prefecture), Yokohama Works (Yokohama City)

(ii) Subsidiaries

(Domestic)

Company Name	Location
Sumitomo Wiring Systems, Ltd.	Yokkaichi City, Mie Prefecture
Sumitomo Electric Device Innovations, Inc.	Yokohama City
Sumitomo Riko Company Ltd.	Komaki City, Aichi Prefecture
Nissin Electric Co., Ltd.	Kyoto City
J-Power Systems Corporation	Minato Ward, Tokyo
Sumitomo Densetsu Co., Ltd.	Osaka City
Sumitomo Electric Tochigi Co., Ltd.	Utsunomiya City
Sumitomo Electric Hardmetal Corp.	Itami City, Hyogo Prefecture
Sumitomo Electric Sintered Alloy, Ltd.	Takahashi City, Okayama Prefecture
Sumitomo (SEI) Steel Wire Corp.	Itami City, Hyogo Prefecture
Sumitomo Electric Wintec, Inc.	Koka City, Shiga Prefecture

(Overseas)

Company Name	Location
Sumitomo Electric Wiring Systems, Inc.	U.S.A.
Sumitomo Wiring Systems (U.S.A.) Inc.	U.S.A.
JUDD Wire, Inc.	U.S.A.
Sumidenso do Brasil Industrias Eletricas Ltda.	Brazil
Sumitomo Electric Wiring Systems (Europe) Limited	U.K.
Sumitomo Electric Bordnetze GmbH	Germany
SEWS-CABIND S.p.A.	Italy
PT. Karya Sumiden Indonesia	Indonesia
PT. Sumi Indo Kabel Tbk.	Indonesia
Sumitomo Electric Interconnect Products (Shenzhen), Ltd.	China
Sumidenso Mediatech Suzhou Co., Ltd.	China
Sumitomo Electric Interconnect Products (Suzhou), Ltd.	China
Fuzhou Zhu Wiring Systems Co., Ltd.	China
Huizhou Zhurun Wiring Systems Co., Ltd.	China
Sumitomo Electric Interconnect Products (Hong Kong), Ltd.	Hong Kong
Sumidenso Vietnam Co., Ltd.	Vietnam

(iii) Affiliated Companies

Company Name	Location
Sumitomo Rubber Industries, Ltd.	Kobe City
MIRAIT Holdings Corporation	Koto Ward, Tokyo
TECHNO ASSOCIE CO., LTD.	Osaka City

(8) Employee Situation (as of March 31, 2015)

(i) Employee Situation of Corporate Group

Segment	Number of Employees	Increase from March 31, 2014
Automotive	180,803	7,578
Infocommunications	6,697	301
Electronics	26,718	5,072
Environment & Energy	12,935	1,893
Industrial Materials, etc.	13,645	470
Total	240,798	15,314

(Note) "Number of Employees" means the number of actual employees on duty (i.e., the number of employees dispatched to non-consolidated companies is not included, but the number of those dispatched from non-consolidated companies is included).

(ii) Employee Situation of the Company

Number of Employees	Increase from March 31, 2014	Average age	Average Length of Service (Years)
4,722	490	41.6	16.9

(Note) "Number of Employees" does not include the 6,682 employees of the Company who are dispatched to companies other than the Company.

(9) Status of Important Subsidiaries and Affiliates (as of March 31, 2015)

Company Name	Capital	Shareholding	Main Business
Sumitomo Wiring Systems, Ltd.	JPY 20,042 Million	% 100.00	Manufacture, processing and sales of automotive wiring harnesses, connectors
Sumitomo Electric Device Innovations, Inc.	JPY 15,000 Million	100.00	Development, manufacture and sales of optical transceiver, optical/wireless devices composed of compound semiconductors, and their application
Sumitomo Riko Company Ltd.	JPY 12,145 Million	50.56 (1.03)	Manufacture and sales of anti-vibration rubbers, hoses and resin products
Nissin Electric Co., Ltd.	JPY 10,253 Million	51.00	Manufacture and sales of substation equipment, plant control system, photovoltaic system, etc.
※ J-Power Systems Corporation	JPY 8,000 Million	100.00	Development, manufacture and sales of power transmission wires/cables/equipment
Sumitomo Densetsu Co., Ltd.	JPY 6,440 Million	50.17 (0.14)	Design, installation and supervision of power transmission lines, indoor wiring cables, communications system works
Sumitomo Electric Tochigi Co., Ltd.	JPY 5,250 Million	55.56	Manufacture and sales of steel tire cords, precision spring steel wires, stainless wires
Sumitomo Electric Hardmetal Corp.	JPY 5,000 Million	100.00	Manufacture and sales of cemented carbide tools, diamond and CBN tools, etc.
Sumitomo Electric Sintered Alloy, Ltd.	JPY 3,004 Million	100.00	Manufacture and sales of sintered powder metal parts
Sumitomo (SEI) Steel Wire Corp.	JPY 3,000 Million	100.00	Manufacture and sales of tensioning materials for prestressed concrete, precision spring steel wires, and sales of hard steel wire rods, steel tire cords
Sumitomo Electric Wintec, Inc.	JPY 3,000 Million	100.00	Manufacture and sales of magnet wires
Sumitomo Electric Wiring Systems, Inc. <U.S.A.>	USD 143,920 Thousand	100.00 (40.00)	Manufacture and sales of automotive wiring harnesses, connectors
Sumitomo Wiring Systems (U.S.A.) Inc. <U.S.A.>	USD 47,706 Thousand	100.00 (100.00)	Manufacture and sales of automotive wiring harnesses, connectors
JUDD Wire, Inc. <U.S.A.>	USD 40,000 Thousand	100.00 (100.00)	Manufacture and sales of electronic wires

Company Name	Capital	Shareholding	Main Business
Sumidense do Brasil Industrias Eletricas Ltda <Brazil>	BRL 79,024 Thousand	100.00 (100.00)	Manufacture and sales of automotive wiring harnesses
Sumitomo Electric Wiring Systems (Europe) Limited <U.K.>	EUR 84,024 Thousand	100.00 (40.00)	Manufacture and sales of automotive wiring harnesses, connectors
Sumitomo Electric Bordnetze GmbH <Germany>	EUR 2,046 Thousand	100.00 (40.00)	Manufacture and sales of automotive wiring harnesses
SEWS-CABIND S.p.A. <Italy>	EUR 30,000 Thousand	100.00 (40.00)	Manufacture and sales of automotive wiring harnesses
PT. Karya Sumiden Indonesia <Indonesia>	USD 32,109 Thousand	100.00 (4.49)	Manufacture and sales of wire rods
PT. Sumi Indo Kabel Tbk. <Indonesia>	USD 52,431 Thousand	93.27 (0.21)	Manufacture and sales of wire cables
Sumitomo Electric Interconnect Products (Shenzhen), Ltd. <China>	RMB 623,483 Thousand	100.00 (100.00)	Manufacture and sales of electronic wires, flexible printed circuits
Sumidense Mediatech Suzhou Co., Ltd. <China>	RMB 347,585 Thousand	100.00 (100.00)	Manufacture and sales of automotive wiring harnesses
Sumitomo Electric Interconnect Products (Suzhou), Ltd. <China>	RMB 338,299 Thousand	100.00	Manufacture and sales of electronic wires, flexible printed circuits
Fuzhou Zhu Wiring Systems Co., Ltd. <China>	RMB 275,236 Thousand	100.00 (100.00)	Manufacture and sales of automotive wiring harnesses and electric wires
Huizhou Zhurun Wiring Systems Co., Ltd. <China>	RMB 288,020 Thousand	87.86 (87.86)	Manufacture and sales of automotive wiring harnesses
Sumitomo Electric Interconnect Products (Hong Kong), Ltd. <Hong Kong>	HKD 648,000 Thousand	100.00	Sales of electronic wires, flexible printed circuits
Sumidense Vietnam Co., Ltd. < Vietnam>	USD 35,000 Thousand	100.00 (100.00)	Manufacture and sales of automotive wiring harnesses

Company Name	Capital	Shareholding	Main Business
Sumitomo Rubber Industries, Ltd.	JPY 42,658 Million	28.74 (0.06)	Manufacture and sales of automotive tires, etc.
MIRAIT Holdings Corporation	JPY 7,000 Million	22.15 (3.14)	Management control of subsidiaries and group companies engaging in telecommunications engineering work, electrical work, civil engineering work, and construction work, etc.
TECHNO ASSOCIE CO., LTD.	JPY 5,001 Million	33.74 (0.01)	Sales of screws, nonferrous metals products, etc.

(Notes)

1. The figures in parentheses under "Shareholding" indicate the shareholding of the Company's subsidiaries.
2. A company marked with "※" under "Company Name" is a company added to the list starting this fiscal year.

(10) Important Corporate Restructuring, etc.

- (i) On April 1, 2014, the Company acquired Hitachi Metals, Ltd.'s entire 50-percent holding in J-Power Systems Corporation, in which each the Company and Hitachi Metals, Ltd. had had 50-percent equity holdings, whereby J-Power Systems Corporation became a wholly owned subsidiary of the Company on that date. Subsequently, on August 1, 2014, the Company acquired the sales and installation business of J-Power Systems Corporation.
- (ii) On July 1, 2014, the Company acquired segments of Sumitomo Electric Networks, Inc., including sales, development and manufacturing, but not maintenance and support service. Furthermore, on October 1, 2014, the Company acquired segments of Broad Net Mux Corporation, including sales, installation, development and manufacturing, but not maintenance and support service.
- (iii) On September 1, 2014, the Company transferred to a wholly owned subsidiary of 3M Company the Company's entire holding (constituting a 25% shareholding) in Sumitomo 3M Ltd., in which the Company and the said wholly owned subsidiary of 3M Company had each had equity holdings. As a result, Sumitomo 3M Ltd. changed its trade name to "3M Japan Limited" on that date.
- (iv) On November 1, 2014, the Company acquired a portion of Hitachi Metals, Ltd.'s holding (constituting a 6% shareholding) in Sumiden Hitachi Cable Ltd. and Tonichi Kyosan Cable Ltd.'s entire holding (constituting a 10% shareholding) in Sumiden Hitachi Cable Ltd., in which the Company, Hitachi Metals, Ltd., Tonichi Kyosan Cable Ltd. and Tatsuta Electric Wire & Cable Co., Ltd. had had equity holdings, whereby Sumiden Hitachi Cable Ltd. became a subsidiary of the Company (with a 56.0% shareholding of the Company after the acquisitions).

(11) Major Lenders (As of March 31, 2015)

Lenders	Balance of Borrowings
	millions of yen
Sumitomo Mitsui Banking Corporation	87,047
Sumitomo Mitsui Trust Bank, Limited	51,326
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	49,776
The Norinchukin Bank	38,012
Mitsubishi UFJ Trust and Banking Corporation	20,485
The Mie Bank, Ltd.	19,100
The Hyakugo Bank, Ltd.	16,000
Development Bank of Japan Inc.	15,000

(Notes)

1. The balance of borrowings above includes the borrowings from the overseas subsidiaries of each financial institution.
2. In addition to what is set forth in the table above, there is a syndicated loan which amounts to 158,400 million yen.

(12) Other Important Matters Concerning Current Status of Corporate Group

Class action lawsuits have been filed in countries including the United States against the Company and its subsidiaries for damages caused by violation of antitrust law in the Automotive segment. Also, the Company is in negotiations with some automakers for compensation.

2. Information Concerning Shares (As of March 31, 2015)

(1) Total Number of Authorized Shares

3,000,000,000 shares

(2) Total Number of Issued Shares

793,940,571 shares (compared with the end of preceding fiscal year: no increase or decrease)

(3) Number of Shares for One Unit of Shares

100 shares

(4) Number of Shareholders

63,086 persons (compared with the end of preceding fiscal year: increase of 3,884 persons)

(5) Largest Shareholders (top 10 shareholders)

Name of the Shareholder	Number of Shares Held	Shareholding Percentage
	in thousands of shares	%
Japan Trustee Services Bank, Ltd. (trust account)	43,308	5.46
The Master Trust Bank of Japan, Ltd. (trust account)	42,488	5.36
Nippon Life Insurance Company	24,703	3.11
SUMITOMO LIFE INSURANCE COMPANY	15,556	1.96
Japan Trustee Services Bank, Ltd. (trust account 9)	12,820	1.62
Sumitomo Mitsui Banking Corporation	12,551	1.58
THE BANK OF NEW YORK MELLON SA/NV 10	11,928	1.50
CBNY - GOVERNMENT OF NORWAY	11,772	1.48
STATE STREET BANK AND TRUST COMPANY 505001	10,458	1.32
STATE STREET BANK WEST CLIENT - TREATY 505234	10,306	1.30
	in thousands of shares	%
Total	195,895	24.69

(Notes)

1. SUMITOMO LIFE INSURANCE COMPANY, in addition to what is set forth in the table above, has established a trust for retirement benefits holding 8,000 thousand shares (a 1.01% shareholding) in the Company, and has retained the authority to give instructions to exercise voting rights.
2. NEC Corporation holds 6,914 thousand shares in the Company. Also, NEC Corporation has established a trust for retirement benefits holding 6,900 thousand shares (a 1.74% shareholding as combined with the above NEC Corporation's holding) in the Company, and has retained the authority to give instructions to exercise voting rights.
3. Shareholding percentages have been calculated after deducting from the total number of issued shares the 602,890 of its own shares that the Company holds.

3. Matters Related to Officers of the Company

(1) Name, etc. of Directors and Audit & Supervisory Board Members (As of March 31, 2015)

Name	Position and Areas of Responsibility	Important Concurrent Post
※Masayoshi Matsumoto	President	
※Hiroyuki Takenaka	Executive Vice President General Manager, New Business Development Unit Corporate Staff Group (Infrastructure Business Promotion) Sales Group (Sales Compliance, Sales Planning & Marketing, New Business Marketing and Promotion)	Director, Meidensha Corporation Chairman of the Board, J-Power Systems Corporation
※Fumikiyo Uchioke	Executive Vice President General Manager, Infocommunications Business Unit	Director, Sumitomo Rubber Industries, Ltd. Director, MIRAIT Technologies Corporation Director, Sumitomo Electric Device Innovations Inc.
※Mitsuo Nishida	Executive Vice President General Manager, Automotive Business Unit Sales Group (Chubu District Office)	Director, Sumitomo Wiring Systems, Ltd. Chairman of the Board, Sumitomo Electric Wiring Systems, Inc. Director, SEWS-CABIND S.p.A. Joint Representative Director, Kyungshin Corporation
※Shigeru Tanaka	Senior Managing Director General Manager, R&D General Managing Unit	
※Makoto Nakajima	Senior Managing Director Corporate Staff Group (Competition Law Compliance, Legal, Public Relations, Corporate Planning, Intellectual Property, Security Trade Control)	
Atsushi Yano	Managing Director General Manager, Optical Network & Systems Business Unit	

Name	Position and Areas of Responsibility	Important Concurrent Post
Fumiyoshi Kawai	Managing Director General Manager, Manufacturing Management & Engineering Unit	
Nozomi Ushijima	Managing Director General Manager, Advanced Materials Business Unit	Director, Sumitomo Electric Hardmetal Corp. Director, Sumitomo Electric Sintered Alloy, Ltd.
○Shigeo Saito	Managing Director General Manager, Electronic Wire & Polymer Business Unit	Director, JUDD Wire, Inc. Director, Sumitomo Electric Interconnect Products (Shenzhen) Ltd. Chairman of the Board, Sumitomo Electric Interconnect Products (Suzhou) Ltd. Chairman of the Board, Zhongshan Sumiden Hybrid Products Co., Ltd.
○Junji Itoh	Managing Director Deputy General Manager, R&D General Managing Unit (Power System R&D, Power Device Development)	
○Makoto Tani	Managing Director Corporate Staff Group (Accounting, Finance, Information Systems, Procurement, Logistics Management)	
○Yoshitomo Kasui	Managing Director Deputy General Manager, Manufacturing Management & Engineering Unit (Safety & Environment) Corporate Staff Group (HR & Administration, Human Resources Development, Internal Auditing, Security Trade Control)	

Name	Position and Areas of Responsibility	Important Concurrent Post
Kazuo Hiramatsu	Director	Trustee, Kwansei Gakuin Professor, School of Business Administration, Kwansei Gakuin University Director, Senshu Ikeda Holdings Inc. Director, The Senshu Ikeda Bank, Ltd. Director, ShinMaywa Industries, Ltd. Audit & Supervisory Board Member, DAIDO LIFE INSURANCE COMPANY
Kazuyoshi Hasegawa	Audit & Supervisory Board Member(full-time)	Audit & Supervisory Board Member, TECHNO ASSOCIE CO., LTD.
○Hideaki Inayama	Audit & Supervisory Board Member(full-time)	Audit & Supervisory Board Member, Sumitomo Densetsu Co., Ltd.
Takashi Kakimi	Audit & Supervisory Board Member	Attorney at law Audit & Supervisory Board Member, Kumagai Gumi Co., Ltd.
Kan Hayashi	Audit & Supervisory Board Member	Certified public accountant Certified public tax accountant
Katsuaki Watanabe	Audit & Supervisory Board Member	Senior Advisor to the Board of Toyota Motor Corporation Director, TOHO GAS Co., Ltd.

(Notes)

1. Directors marked with “※” are representative directors.
2. The persons marked with “○” were newly appointed as Directors or an Audit & Supervisory Board Member at the 144th General Meeting of the Shareholders held on June 26, 2014.
3. Among the Directors above, Mr. Kazuo Hiramatsu is not only an outside director under Article 2, Item 15 of the Companies Act, but an independent officer under the rules of Tokyo Stock Exchange, Inc., etc.
4. Among the Audit & Supervisory Board Members above, Mr. Takashi Kakimi, Mr. Kan Hayashi and Mr. Katsuaki Watanabe are not only outside audit & supervisory board members under Article 2, Item 16 of the Companies Act, but also independent officers under the rules of Tokyo Stock Exchange, Inc., etc.
5. Mr. Hideaki Inayama, an Audit & Supervisory Board Member, having years of experience in the Accounting and Finance Department of the Company, has a distinguished level of knowledge of finance and accounting.
Mr. Kan Hayashi, an Audit & Supervisory Board Member, qualified as a certified public accountant and certified tax accountant, has a distinguished level of knowledge of finance and accounting.
6. As of June 26, 2014, Messrs. Hideaki Inayama (Senior Managing Director), Akito Kubo (Managing Director) and Naoyuki Yamabayashi (Managing Director) resigned from their positions as directors due to expiration of their terms of office, and Mr. Shintaro Mitake (Audit & Supervisory Board Member (full-time)) resigned from his Audit & Supervisory Board Member position at his request.
Positions in parentheses are as of their resignations.

(2) Remuneration, etc. of Directors and Audit & Supervisory Board Members

(i) Total Amounts of Remuneration, etc. of Directors and Audit & Supervisory Board Members

Position	Number of Officers	Amount
Directors	17	840,250,000 yen
Audit & Supervisory Board Members	6	115,770,000 yen

(Notes)

1. The number of officers above includes three Directors and one Audit & Supervisory Board Member who resigned as of June 26, 2014.
2. The amount of remuneration for Directors shown above includes the amount of a bonus payment of 220 million yen if a resolution regarding the payment of a bonus to the Directors is adopted as proposed at the 145th General Meeting of the Shareholders.

(ii) Policy for Determining Remuneration, etc.

Remuneration for Directors is determined so as to meet the appropriate standard corresponding to their roles and responsibilities, within the framework of the remuneration amount resolved at the shareholders' meeting, in comprehensive consideration of their posts, the contents of their duties and their degrees of responsibility, as well as the Company's performance. In addition, Directors' bonuses are subject to the annual shareholders' meeting resolution regarding the total amount of bonus payment, and allocation amounts are determined based on performance evaluations from the preceding fiscal year.

Remuneration for Audit & Supervisory Board Members is determined through discussion among Audit & Supervisory Board Members within the framework of the remuneration amount resolved at the shareholders' meeting.

Regarding the determination of remuneration for officers, we ensure the objectivity of remuneration standards by utilizing a third party's analysis of officers' remuneration at Japanese corporations with businesses on the same scale.

(3) Matters concerning Outside Officers

(i) Relationships between the Company and Important Companies, etc. at which Positions are Concurrently Held by Officers of the Company (Concurrent Positions as Executive Director, etc. or Outside Officers, etc. at Other Companies, etc.)

Position	Name	Company, etc. at which Positions are Concurrently Held by Officers of the Company and Content	Relationship
Director	Kazuo Hiramatsu	Trustee, Kwansei Gakuin	No particular relationship.
		Outside Director, Senshu Ikeda Holdings Inc.	No particular relationship.
		Outside Director, The Senshu Ikeda Bank, Ltd.	No particular relationship.
		Outside Director, ShinMaywa Industries, Ltd.	The Company has business relations, such as facility repair contracts.
		Outside Audit & Supervisory Board Member, DAIDO LIFE INSURANCE COMPANY	No particular relationship.

Position	Name	Company, etc. at which Positions are Concurrently Held by Officers of the Company and Content	Relationship
Audit & Supervisory Board Member	Takashi Kakimi	Outside Audit & Supervisory Board Member, Kumagai Gumi Co., Ltd.	No particular relationship.
	Katsuaki Watanabe	Outside Director, TOHO GAS Co., Ltd.	No particular relationship.

(Note) The information under the heading “Company, etc. at which Positions are Concurrently Held by Officers of the Company and Content” is as of March 31, 2015.

(ii) Main activity status

Position	Name	Main Activity Status
Director	Kazuo Hiramatsu	He attended 13 out of 14 meetings of the Board of Directors held this fiscal year. He makes statements, as necessary, on overall corporate management, based on his scholarship in areas, such as accounting, and his experience in the administration of universities, academic societies and similar institutions. Furthermore, regarding compliance, he reviews and expresses opinions on internal control systems and specific measures responding to changes in global regulations, etc. and misconduct by other companies, on a routine basis. In response to the administrative monetary penalties, imposed by European authorities in the case of high-voltage and extra-high-voltage power cables transactions, and by the Chinese National Development and Reform Commission in the case of automotive wiring harnesses and related products transactions, which were under investigation by foreign competition authorities, he is making statements on the improvement and enhancement of the competition law compliance system for the entire group, and how to ensure its effectiveness, aiming to eradicate and prevent the reoccurrence of violations of antitrust law, including foreign competition law.
Audit & Supervisory Board Member	Takashi Kakimi	He attended all 14 meetings of the Board of Directors and all 21 meetings of the Audit & Supervisory Board held this fiscal year. He makes statements, as necessary, mainly on risk and crisis management strategies, including compliance, and statements on measures responding to changes in global regulations, etc., misconduct by other companies and points of attention, etc. concerning corporate governance, based on knowledge acquired through his involvement in police administration and his work as an attorney at law. Furthermore, regarding compliance, he reviews and expresses opinions on internal control systems and specific measures, in cooperation with other Audit & Supervisory Board Members, on a routine basis. In response to the administrative monetary penalties, imposed by European authorities in the case of high-voltage and extra-high-voltage power cables transactions, and by the Chinese National Development and Reform Commission in the

Position	Name	Main Activity Status
		<p>case of automotive wiring harnesses and related products transactions, which were under investigation by foreign competition authorities, he is making statements on the improvement and enhancement of the competition law compliance system for the entire group and its thoroughness and organization, aiming to eradicate and prevent the reoccurrence of violations of antitrust law, including foreign competition law.</p>
<p style="text-align: center;">Audit & Supervisory Board Member</p>	<p style="text-align: center;">Kan Hayashi</p>	<p>He attended all 14 meetings of the Board of Directors and all 21 meetings of the Audit & Supervisory Board held this fiscal year. He makes statements, as necessary, mainly on business management, including risk management, and statements on measures responding to changes in global regulations, etc., misconduct by other companies, and points of attention, etc. concerning corporate governance, based on his expertise and experience as a certified public accountant and certified tax accountant and his great insight into the global business activities of enterprises. Furthermore, regarding compliance, he reviews and expresses opinions on internal control systems and specific measures in cooperation with other Audit & Supervisory Board Members, on a routine basis. In response to the administrative monetary penalties, imposed by European authorities in the case of high-voltage and extra-high-voltage power cables transactions, and by the Chinese National Development and Reform Commission in the case of automotive wiring harnesses and related products transactions, which were under investigation by foreign competition authorities, he is making statements on the improvement and enhancement of the competition law compliance system for the entire group and its thoroughness and organization, aiming to eradicate and prevent the reoccurrence of violations of antitrust law, including foreign competition law.</p>
	<p style="text-align: center;">Katsuaki Watanabe</p>	<p>He attended 13 out of 14 meetings of the Board of Directors and all 21 meetings of the Audit & Supervisory Board held this fiscal year. He makes statements, as necessary, mainly on methods for viable business management for the whole group, and statements on measures responding to changes in global regulations, etc., misconduct by other companies, and points of attention, etc. concerning corporate governance, based on his rich experience in and extensive knowledge of corporate management in general, acquired by engaging in management of corporations developing global operations. Furthermore, regarding compliance, he reviews and expresses opinions on internal control systems and specific measures in cooperation with other Audit & Supervisory Board Members, on a routine basis. In response to the administrative monetary penalties, imposed by European authorities in the case of high-voltage and extra-high-voltage power cables transactions and by the Chinese National Development and Reform Commission in the case of automotive wiring harnesses and related products transactions, which were under</p>

Position	Name	Main Activity Status
		investigation by foreign competition authorities, he is making statements on the improvement and enhancement of the competition law compliance system for the entire group and its thoroughness and organization, aiming to eradicate and prevent the reoccurrence of violations of antitrust law, including foreign competition law.

(iii) Outline of contents of limited liability contract

The Company has entered into limited liability contracts with all of the Outside Directors and the Outside Audit & Supervisory Board Members in accordance with the provisions of the Articles of Incorporation. An outline of the contents of the limited liability contracts is as follows:

With respect to the liability stipulated under Article 423, Paragraph 1 of the Companies Act, the Outside Director or the Outside Audit & Supervisory Board Member shall assume 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 the said Act, if he was without knowledge and not grossly negligent in conducting his duties.

(iv) Total amount of remuneration, etc.

One Director and three Audit & Supervisory Board Members:
59,940,000 yen

4. Matters Regarding Accounting Auditor

(1) Name of Accounting Auditor

KPMG AZSA LLC

(2) Amount of Remuneration, etc. to Accounting Auditor

(i)	Amount of remuneration, etc. to be paid by the Company	156 million yen
(ii)	Total amount of money and other financial benefits to be paid by the Company and its subsidiaries	832 million yen

(Notes)

- Under the audit contract concluded between the Company and the Accounting Auditor, the amount of remuneration, etc. for audits as per the Companies Act and the amount of remuneration, etc. for audits as per the Financial Instruments and Exchange Act are not and cannot practically be separated. Therefore, the total of these amounts is shown in (i) above.
- The Company pays to the Accounting Auditor compensation for services (i.e., investigation of the financial condition of companies in which the Company has made capital investments), other than the services set forth in Article 2, Paragraph 1 of the Certified Public Accountants Act.
- Among the important subsidiaries of the Company specified in “1.(9) Status of Important Subsidiaries and Affiliates”, overseas subsidiaries are subject to audits (limited to the types of audit set forth in the Companies Act or the Financial Instruments and Exchange Act and their foreign equivalents) by certified public accountants or audit firms (including persons with qualifications in foreign countries that are equivalent to these qualifications) other than the Accounting Auditor of the Company.

(3) Policy for Determination of Dismissal or Non-Reappointment of Accounting Auditor

It is the Company’s policy that if any of the Items of Article 340, Paragraph 1 of the Companies Act applies to the Accounting Auditor, the Company will dismiss the Accounting Auditor. In addition, in any other circumstances where it is reasonably suspected that the Accounting Auditor cannot ensure fairness in implementing its duties and, therefore, it is deemed inappropriate

for the Accounting Auditor to continue auditing, the Company will either dismiss or refuse to reappoint the Accounting Auditor, depending on the circumstances.

5. Content of Resolutions Regarding Development of Systems Necessary to Ensure the Propriety of Operations

In accordance with Article 362, Paragraph 4, Item 6 of the Companies Act and Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act, the Company, at its Board of Directors meeting, adopted a resolution concerning development of systems necessary to ensure the propriety of operations of a stock company (basic policies regarding establishment of an internal control system), with the following content.

(1) Systems for Preservation and Management of Information Related to the Execution of Duties by Directors

The Company shall produce and store the minutes of Board of Directors' meetings, and shall record and appropriately manage information regarding the execution of duties and making of decisions by Directors, such as an internal document for drafting proposals and making internal approvals, as set forth in the internal rules of information management, the internal rules of document handling and the internal rules of papers preservation.

(2) Internal Rules and Other Systems for Managing Risk of Loss

Regarding major cross-Group risks such as those related to disaster, quality, safety, environment, credit extension and export and import trade controls, risk management shall be conducted by each department or division. Each department or division shall assess the risks pertaining to implementation of the business it controls pursuant to the responsive measures and accident examples and preventative measures which are shared within the Group either by the Corporate Staff Group which is responsible for each risk or by the committees hosted by Directors, etc. (meaning the "Executive Directors or Executive Officers"; hereinafter the same) who are in charge of the Corporate Staff Group.

Regarding bribery prevention, confidential information management, and other pressing legal, labor and tax issues which are increasingly important in conjunction with global business development, the Company intends to develop systems and reinforce its commitments through cooperation among relevant departments and divisions under the initiative of the Risk Management Committee.

Further, regarding risks peculiar to a specific department or division, the relevant department or division shall decrease risks by, as deemed necessary, obtaining the assistance of the Corporate Staff Group having expertise and external experts.

The Risk Management Committee shall exercise control over these activities pursuant to the internal rules of risk management, and shall monitor them in cooperation with the Audit & Supervisory Board Members, the Internal Auditing Department and the Corporate Staff Group which is responsible for each risk.

Further, if any material risk becomes evident and countermeasures urgently need to be taken, the Risk Management Steering Committee shall, among other things, assess the severity of the crisis and establish a task force.

(3) Systems for Ensuring the Efficiency of the Execution of Duties by Directors

In order to ensure efficient and appropriate execution of duties by Directors, etc. and administrative members, the Company shall set forth, in the job classification system and the

internal rules of operations, (i) the department or division in charge, (ii) the authority vested in each role, and (iii) the operations governed by each organization.

Further, the Company shall adopt the Executive Officer System and the Business Unit System, and develop a system in which each Business Unit, the Sales & Marketing Unit and the R&D General Managing Unit will do business flexibly under the supervision of each General Manager of the Unit depending on environmental changes and customer demands.

Further, regarding the operational results, etc. of each Business Unit, the Company will develop a mid-term plan and an annual plan designed to achieve the mid-term plan, and adopt a system under which the Accounting and Finance Department and the Director in charge of accounting and finance shall track and analyze the progress toward achievement on a monthly basis, and shall report the results to the Management Conference in order to examine what measures might need to be taken.

The Company shall promote the use of video conference and computer and communication network systems, aiming to efficiently gather, analyze, utilize and share management information.

(4) Systems for Ensuring that the Execution of Duties by Directors and Employees Is Compliant with Laws and the Articles of Incorporation

The Company shall endeavor to spread the Charter of Corporate Code, which elaborates the Sumitomo Business Spirit and the Corporate Philosophy, and the Compliance Manual, which, among other things, provides specific prohibitions, etc. Further, the Company shall thoroughly implement the principle that compliance with laws and maintenance of corporate ethics constitute the foundation of management, through the statements and behavior of the top management.

The Compliance Committee chaired by the President shall, among other things, do the following: identify and analyze cross-Group compliance risks; produce and revise the Compliance Manual; plan and perform training; investigate the cause of violations and formulate proposed measures to prevent their reoccurrence; disseminate and have the above items thoroughly implemented within the Group; and conduct monitoring of the compliance promotion activities.

Meanwhile, each department and division shall identify and analyze compliance risks, including risks peculiar to the department or division, and take measures to prevent them; whereas the Compliance Committee, the Legal Department, the Audit & Supervisory Board Members and the Internal Auditing Department shall conduct their monitoring, in cooperation with one another.

Regarding compliance with domestic and foreign competition laws, the Company shall continuously provide education regarding competition laws in order to eradicate any cartel or bid-rigging activities, including suspected such activities, within the Group. Further, under the Compliance Committee, the Competition Law Compliance Office shall monitor the status of operation of, and compliance with, a set of rules and regulations to ensure compliance with competition laws and, further, plan and implement any other competition compliance measures, in cooperation with the respective dedicated organization of each Unit or the Competition Law Compliance Officer.

Further, the Compliance Committee shall appropriately identify the circumstances pertaining to information provided to the notification and consultation desk established within and without the Company, and shall take necessary measures.

(5) Systems for Ensuring the Propriety of Financial Reporting

The Company shall establish an Internal Control Committee for Financial Reporting, chaired by the President, and shall also build a promotion organization in the Corporate Staff Group. Pursuant to their policies, guidance and assistance, each department, division and subsidiary shall proceed with the development and appropriate operation of the internal control system in

accordance with the Financial Instruments and Exchange Act, as well as with the assessment and audit standards and implementation standards set forth by the Financial Services Agency, in order to further enhance the Company's system for ensuring the propriety of financial reporting. The Auditing Department shall assess the effectiveness of the internal control system of the whole Group for each fiscal year, and compile an internal control report to be submitted to the Financial Services Agency based on the results of such assessment and shall obtain the approval of the Internal Control Committee for Financial Reporting and the Board of Directors.

(6) Systems for Ensuring the Propriety of the Operations Performed by the Corporate Group Comprised of the Company and the Subsidiaries

The Company shall also endeavor to spread the Charter of Corporate Code, which elaborates the Sumitomo Business Spirit and the Corporate Philosophy, to the Group companies, aiming to share with them the principles which should be respected and complied with in the course of business operations.

Pursuant to the internal rules of affiliated companies management, the Company shall receive reports from subsidiaries or have subsidiaries consult with the Company as deemed necessary, regarding matters to be decided and accrued facts to be reported or referred to the Management Conference and the Board of Directors' meeting of the Company, and certain matters related to risk management and compliance, etc.

In addition, the related persons of the governing Unit and the administrative members of the Accounting and Finance Department, among others, shall assume the offices of Directors and Audit & Supervisory Board Members of the subsidiaries in order to track their management status. Furthermore, information regarding risk management and compliance systems, etc. shall be exchanged at the conference of Audit & Supervisory Board Members of the Group, or through communication and exchanges between the Corporate Staff Group of the Company, such as the HR & Administration Department and the Accounting and Finance Department, on the one hand, and the relevant departments or divisions of the subsidiaries, on the other hand. In this regard, the major activities relating to risk management and compliance do not only cover the Company itself, but also its domestic and foreign subsidiaries, excluding listed companies and their subsidiaries.

Regarding major cross-Group risks, each subsidiary shall practice risk management by assessing the risks pertaining to the implementation of its business, pursuant to the responsive measures and accident examples and preventative measures shared within the Group by each department or division of the Company in charge, among others. Further, each subsidiary shall minimize risks peculiar to itself, by obtaining the assistance of the Company.

Regarding compliance risk, too, the Company has adopted a system under which each subsidiary takes measures, including those to cope with its peculiar risks, pursuant to the major compliance risks and measures to prevent their occurrence shared within the Group by the Compliance Committee and the Legal Department of the Company, among others. In this regard, the Company's notification and consultation desk for whistle-blowing shall guide each subsidiary to establish its own internal consultation desk, whereas it shall also establish the Group's common external consultation desks, both in Japan and abroad.

Under the current system, the business of each subsidiary is operated flexibly under the Business Unit System. Under this system, the business plan of each subsidiary is formulated as part of the mid-term plan and annual plan of each Unit, and the operational results are reported to the Management Conference on a monthly basis, in order to examine measures required to be taken. Further, utilization of the Group's common infrastructure has also been promoted in regard to the utilization of computer and telecommunication systems, etc. at subsidiaries.

(7) Matters Related to the Employees to Provide Support to the Audit & Supervisory Board Members and Matters for Ensuring their Independence from Directors and the Effectiveness of Instructions to Such Employees

The Company shall establish the Office of Audit & Supervisory Board Members as a dedicated department or division to provide support to the Audit & Supervisory Board Members and shall allocate employees to such tasks (the “staff of Office of Audit & Supervisory Board Members”), some of whom shall be dedicated staff members. Personnel transfer and personnel evaluation of the staff of Office of Audit & Supervisory Board Members shall be subject to prior consultation with the Audit & Supervisory Board for their opinions, and the staff of Office of Audit & Supervisory Board Members shall follow the directions and commands of the Audit & Supervisory Board Members.

(8) Systems for Reporting by Directors and Employees of the Company, Directors and Employees of the Subsidiaries, or Persons Who Have Received Reports therefrom to the Audit & Supervisory Board Members of the Company and Other Systems for Reporting to the Audit & Supervisory Board Members of the Company

Audit & Supervisory Board Members shall attend various important meetings which govern the operation of the Company’s whole Group, such as the Management Conference, the Risk Management Committee and the Compliance Committee. Further, the Company shall adopt a system under which the Directors, the senior managers of the departments or divisions, the presidents of the subsidiaries and others shall report to the Audit & Supervisory Board Members, as deemed necessary, regarding matters which occur within the Group such as sudden and unexpected acts violating laws or the Articles of Incorporation, or material execution of business or change to internal control system (excluding minor ones).

(9) Systems for Ensuring That a Person Who Has Made a Report to the Audit & Supervisory Board Members Shall Not Be Unfavorably Treated on Account of Having Made Such a Report

The Company and each subsidiary shall refrain from unfavorably treating any person who has made a report to the Audit & Supervisory Board Members as set forth in paragraph (8) above on account of having made such a report, by taking such measures as setting forth in their internal rules for whistle-blowing desk system that they shall not dismiss or otherwise unfavorably treat a person on account of such person having provided information to the staff of Office of Audit & Supervisory Board Members.

(10) Matters Related to Policies Regarding Accounting for the Costs or Debts Incurred in Relation to Execution of Duties of the Audit & Supervisory Board Members

For each fiscal year, a necessary budget shall be set with the approval of the Audit & Supervisory Board Members in order to account for costs or debts incurred in relation to execution of duties of the Audit & Supervisory Board Members, and a prompt response shall be made if an Audit & Supervisory Board Member requests reimbursement for costs having been prepaid or disbursed, or repayment of debts having been borne, by such Audit & Supervisory Board Member.

Further, costs incurred in the case where the Audit & Supervisory Board Members consult with external experts, such as lawyers and certified public accountants, in relation to execution of their duties shall be borne by the Company.

(11) Other Systems for Ensuring that the Audit & Supervisory Board Members Can Conduct Audits Effectively

The Company shall, as deemed necessary, secure opportunities for the Audit & Supervisory Board Members to interview Directors and the senior managers of the departments or divisions, and shall also periodically hold meetings for the Audit & Supervisory Board Members to exchange opinions with, among others, the Chairman of the Board of Directors, the President and the officers in charge of the Corporate Staff Group concerning important audit matters.

End.

(Note)

In this Business Report, all figures have been rounded to the nearest number as stated, except for the number of shares indicated in units of one thousand shares which have been rounded down to the nearest number as stated.

Consolidated Balance Sheet

(As of March 31, 2015)

(Millions of yen)

Accounts	Amount	Accounts	Amount
(ASSETS)		(LIABILITIES)	
Current assets	1,415,561	Current liabilities	809,869
Cash and time deposits	172,697	Trade notes and accounts payable	367,253
Trade notes and accounts receivable	644,834	Short-term debt	213,637
Securities	5,009	Current portion of bonds	10,620
Inventories	450,276	Other current liabilities	218,359
Deferred tax assets	40,995		
Other current assets	106,003	Non-current liabilities	469,003
Allowance for doubtful receivables	(4,253)	Bonds	35,610
		Long-term debt	288,160
Non-current assets	1,510,224	Deferred tax liabilities	88,327
Property, plant and equipment	789,775	Net defined benefit liabilities	39,408
Buildings and structures	271,816	Other non-current liabilities	17,498
Machinery and equipment	338,777		
Land	88,435	Total liabilities	1,278,872
Construction in progress	38,006		
Other	52,741	(NET ASSETS)	
Intangible assets	67,232	Shareholders' equity	1,190,940
		Common stock	99,737
Investments and other assets	653,217	Capital surplus	171,020
Investment securities	500,289	Retained earnings	920,850
Net defined benefit assets	105,305	Treasury stock	(667)
Deferred tax assets	19,344		
Other	29,641	Accumulated other comprehensive income	240,246
Allowance for doubtful receivables	(1,362)	Net unrealized holding gains on available-for-sale securities	127,416
		Deferred gains or losses on hedges	(838)
		Foreign currency translation adjustments	88,444
		Remeasurements of defined benefit plans	25,224
		Minority interests	215,727
		Total net assets	1,646,913
Total assets	2,925,785	Total liabilities and net assets	2,925,785

(Note) Amounts shown in this financial statement have been rounded to the nearest million yen.

Consolidated Statement of Income

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

Accounts	Amount	
Net sales		2,822,811
Cost of sales		2,310,606
Gross profit		512,205
Selling, general and administrative expenses		377,748
Operating income		134,457
Non-operating income		
Interest income	1,262	
Dividend income	3,757	
Equity in net income	27,187	
Other income	11,250	43,456
Non-operating expenses		
Interest expenses	6,694	
Other expenses	10,622	17,316
Ordinary income		160,597
Extraordinary income		
Gain on sales of investment securities	49,613	
Gain on step acquisitions	5,797	55,410
Extraordinary losses		
Loss on disposal of property, plant and equipment	2,916	
Loss on valuation of investment securities	1,071	
Impairment losses of fixed assets	7,926	
Restructuring expenses	16,944	
Surcharge	4,851	
Special transportation expenses	4,212	
Environmental expenses	1,050	
Settlement package	9,970	48,940
Income before income taxes and minority interests		167,067
Income taxes – current	48,962	
Income taxes – deferred	(11,926)	37,036
Income before minority interests		130,031
Minority interests		10,260
Net income		119,771

(Note) Amounts shown in this financial statement have been rounded to the nearest million yen.

Consolidated Statement of Changes in Net Assets

(From April 1, 2014 to March 31, 2015)

(Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of current period	99,737	171,020	819,179	(659)	1,089,277
Cumulative effect of changes in accounting policies			935		935
Restated balance	99,737	171,020	820,114	(659)	1,090,212
Changes of items during the period					
Cash dividends			(19,040)		(19,040)
Net income for the year			119,771		119,771
Purchases of treasury stock				(8)	(8)
Disposal of treasury stock		0		0	0
Change in scope of consolidation			115		115
Change in scope of the equity method			(110)		(110)
Net changes of items other than those in shareholders' equity					
Total changes of items during the period	-	0	100,736	(8)	100,728
Balance at end of current period	99,737	171,020	920,850	(667)	1,190,940

	Accumulated other comprehensive income					Minority interests	Total net assets
	Net unrealized holding gains on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of current period	85,170	(1,097)	24,902	(8,644)	100,331	190,304	1,379,912
Cumulative effect of changes in accounting policies						1,462	2,397
Restated balance	85,170	(1,097)	24,902	(8,644)	100,331	191,766	1,382,309
Changes of items during the period							
Cash dividends							(19,040)
Net income for the year							119,771
Purchases of treasury stock							(8)
Disposal of treasury stock							0
Changes in scope of consolidation							115
Changes in scope of the equity method							(110)
Net changes of items other than those in shareholders' equity	42,246	259	63,542	33,868	139,915	23,961	163,876
Total changes of items during the period	42,246	259	63,542	33,868	139,915	23,961	264,604
Balance at end of current period	127,416	(838)	88,444	25,224	240,246	215,727	1,646,913

(Note) Amounts shown in this financial statement have been rounded to the nearest million yen.

Notes to Consolidated Financial Statements

1. Basis of Consolidated Financial Statements

1-1. Scope of consolidation

(1) Consolidated subsidiaries

Consolidated subsidiaries: 354 companies

Major consolidated subsidiaries

Sumitomo Wiring Systems, Ltd., Sumitomo Electric Device Innovations, Inc., Sumitomo Riko Co., Ltd., Nissin Electric Co., Ltd., Sumitomo Electric Wiring Systems, Inc.

15 companies were newly included in the scope of consolidation from the fiscal year ended March 31, 2015; J-Power Systems Corporation (“JPS”) became a wholly-owned subsidiary from an equity method affiliate and the other 14 companies were included by acquisition of shares, being newly established or increase in materiality.

And 3 companies were excluded from consolidation by completion of liquidation.

(2) Unconsolidated subsidiaries

Major unconsolidated subsidiaries

SEI HR SERVICES, INC.

Reason of being excluded from consolidation

The unconsolidated subsidiaries are immaterial in terms of their total assets, sales, net income or loss and retained earnings and others, and do not have a significant effect on the consolidated financial statements.

1-2. Adoption of the equity method

(1) Unconsolidated subsidiaries and affiliates accounted for by the equity method

There is no unconsolidated subsidiary accounted for by the equity method.

Affiliates accounted for by the equity method: 35 companies

Major companies accounted for by the equity method

Sumitomo Rubber Industries, Ltd., MIRAIT Holdings Corporation, TECHNO ASSOCIE Co., Ltd.

1 affiliate was newly included in the scope of the equity method for the increase in materiality from the fiscal year ended March 31, 2015.

And 5 affiliates were excluded from the scope of the equity method; JPS became a wholly-owned subsidiary and Sumitomo 3M, Ltd. were excluded due to sale of all shares held by Sumitomo Electric Industries, Ltd. (the “Company”).

(2) Unconsolidated subsidiaries and affiliates not accounted for by the equity method

Major companies not accounted for by the equity method

KINKIDENKI Co.

Reason for not applying the equity method

The unconsolidated subsidiaries and affiliates not accounted for by the equity method have immaterial effect on the consolidated financial statements in terms of their net income or loss and retained earnings and others, even excluded from the scope of the equity method, and as a whole, do not have significant impact on the consolidated financial statements.

1-3. Significant accounting policies

(1) Valuation methods for assets

(a) Securities

Held-to-maturity debt securities: stated at amortized cost

Available-for-sale securities

with fair values: stated at the fair value at the fiscal year end

(Unrealized gains and losses, net of related taxes and minority interests, are recognized as a separate component of net assets. Acquisition costs on sales are computed using average cost.)

without fair values: stated at average cost

(b) Derivatives

Derivative financial instruments are stated at fair value.

(c) Inventories

Inventories are mainly stated at the lower of average cost or net realizable value.

(2) Depreciation of fixed assets

Property, plant and equipment

The Company and its consolidated subsidiaries use the straight-line method to depreciate property, plant and equipment.

(3) Basis for allowance

Allowance for doubtful receivables

The allowance for doubtful receivables is provided based upon estimated uncollectible amounts for individually identified doubtful receivables and historical loss experience for other receivables.

(4) Other significant accounting policies

(a) Accounting for consumption taxes

Transactions subject to consumption taxes are recorded at amounts exclusive of consumption taxes.

(b) Basis for retirement benefits

(i) Method of attributing benefits to periods of service

When calculating retirement benefit obligations, the benefit formula basis is used for attributing expected retirement benefits to periods of service.

(ii) Method of expenses for actuarial gains and losses and past service costs

Past service cost is amortized on a straight-line basis over certain periods within the average remaining service lives of employees (mainly 15 years) from the year in which it arises, or accounted for as an expense when it arises.

Actuarial gains and losses are amortized on a straight-line basis over certain periods within the average remaining service lives of employees (mainly 15 years) from the year following that in which they arise. It is accounted for as an expense when it arises at some consolidated subsidiaries.

(c) Adoption of a consolidated taxation system

The Company and its wholly owned domestic consolidated subsidiaries have applied approval for the adoption of a consolidated taxation system to the Commissioner of the National Tax Agency effective from the fiscal year ending March 31, 2016. For this reason, accounting treatment assuming the adoption of the consolidated taxation system is implemented from the end of the current fiscal year in accordance with "Practical Solution on Tentative Treatment of Tax Effect Accounting Under Consolidated Taxation System (Part 1)" (Accounting Standards Board of Japan ("ASBJ") PITF No. 5, January 16, 2015) and "Practical Solution on Tentative Treatment of Tax Effect Accounting Under Consolidated Taxation System (Part 2)" (ASBJ PITF No. 7, January 16, 2015).

2. Changes in Accounting Policies

Effective from the fiscal year ended March 31, 2015, the Company and its consolidated domestic subsidiaries have applied the "Accounting Standard for Retirement Benefits" (ASBJ Statement No.26, May 17, 2012 ("Statement No.26")) and "Guidance on Accounting Standard for Retirement Benefits" (ASBJ Guidance No.25, March 26, 2015 ("Guidance No.25")), in accordance with the provisions stated in the article 35 of the Statement No.26 and the article 67 of the Guidance No.25. As a result, the calculating method of retirement benefit obligations and service cost have been changed as follows: The method for attributing expected retirement benefits to periods of service has been changed from the straight-line basis to the benefit formula basis, and the method for determining the discount rate has been changed to use a single weighted-average discount rate that reflects the periods until the expected payment of retirement benefits and the amount of the retirement benefits for each periods.

In accordance with the transitional treatment stated in the article 37 of the Statement No.26, the effect of changing the method for calculating retirement benefit obligation and service cost has been recognized by adjusting retained earnings at the beginning of the fiscal year ended March 31, 2015.

As a result of the application, retained earnings has increased by ¥935 million at the beginning of the fiscal year ended March 31, 2015. The effect of this change on consolidated operating income, ordinary income and income before income taxes and minority interests for the fiscal year ended March 31, 2015 is immaterial.

3. Notes to Consolidated Balance Sheet

3-1. Assets pledged as collateral

(1) Assets pledged as collateral

Property, plant and equipment	¥	3,659	million	(¥167 million)
Investment securities	¥	17,923	million	
Total	¥	21,582	million	(¥167 million)

(2) Liabilities secured by the above collateral

Short-term debt	¥	1,052	million	(¥120 million)
Long-term debt	¥	1,372	million	
Total	¥	2,424	million	(¥120 million)

The amounts in parentheses are those for the foundation mortgage included therein.

3-2. Accumulated depreciation of property, plant and equipment ¥ 1,469,150 million

3-3. Guarantees

Guarantees for debt of employees, unconsolidated subsidiaries and affiliates	¥5,385 million (¥5,385 million)
Contingent guarantees for debt of unconsolidated subsidiaries and affiliates	¥1,422 million (¥1,422 million)
Keepwell agreements and letters of awareness for debt of unconsolidated subsidiaries and affiliates	¥1,944 million (¥1,486 million)
Total	¥8,751 million (¥8,293 million)

The amounts in parentheses are those of the Company and its consolidated subsidiaries' own burden included therein.

3-4. Notes receivable discounted	¥ 591 million
Notes receivable endorsed	¥ 870 million

3-5. Inventories

Merchandise and finished goods	¥ 146,912 million
Work in process	¥ 157,980 million
Raw materials and supplies	¥ 145,384 million

3-6. Other

Class action lawsuits have been filed in countries including the U.S. against the Company and its subsidiaries for damages caused by violation of antitrust law in the Automotive segment. Also, the Company is in negotiations with some automakers for compensation.

4. Notes to Consolidated Statement of Income

- (1) Restructuring expenses in Extraordinary losses are related to the reorganization of business locations and the restructuring of R&D system to make work productivity more efficient and strengthen new product development of the Company and some consolidated subsidiaries in response to the rapid deceleration of the business environment. The major details are impairment losses of ¥5,708 million and extra payment of retirement benefits of ¥4,003 million.
- (2) Surcharge in Extraordinary losses is due to the decision the Company received from the National Development and Reform Commission of China stating that the Company violated China's Anti-Monopoly Law in connection with the supply of automotive wiring harnesses and related products.
- (3) Special transportation expenses in Extraordinary losses are related to significantly increased transportation costs for imported products and materials in some consolidated subsidiaries in the U.S., due to the long-term delay of cargo handling caused by the rapid deterioration of the labor-management relations at harbor facilities in the West Coast of the U.S.

5. Notes to Consolidated Statement of Changes in Net Assets

5-1. Type and number of shares issued and outstanding at the end of current fiscal year

Common stock	793,940,571 shares
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5-2. Dividend Information

(1) Dividends paid

Resolution	Type of shares	Total amount (Millions of yen)	Dividends per share (Yen)	Record date	Effective date	Resources of dividends
Shareholders' meeting on June 26, 2014	Common stock	9,520	12.00	March 31, 2014	June 27, 2014	Retained earnings
Board of Directors on October 30, 2014	Common stock	9,520	12.00	September 30, 2014	December 1, 2014	Retained earnings

(2) Dividends of which record date was in the current fiscal year and effective date will be in the next fiscal year

Resolution	Type of shares	Total amount (Millions of yen)	Dividends per share (Yen)	Record date	Effective date	Resources of dividends
Shareholders' meeting on June 25, 2015	Common stock	14,280	18.00	March 31, 2015	June 26, 2015	Retained earnings

6. Financial Instruments

6-1. Qualitative Information on Financial Instruments

The Company and its consolidated subsidiaries finance investment in equipment and operating capital for business, mainly using borrowings from banks and the issuance of bonds based on their cash flow planning.

Trade notes and accounts receivable are exposed to the credit risks of customers, but the Company and its consolidated subsidiaries try to reduce the risk according to rules for credit control.

Operating receivables denominated in foreign currency are exposed to foreign exchange risks, but the Company and its consolidated subsidiaries hedge the risks using forward exchange contracts, etc., for the net position of foreign currency operating receivables and payables. Securities and investment securities are mainly held to build and maintain good customer relationships and are exposed to market value fluctuation risks.

The main purpose of holding debt and issuing bonds is to secure financing for equipment and operating capital.

6-2. Fair Value of Financial Instruments

The carrying amounts and fair values of the financial instruments on the consolidated balance sheet as of March 31, 2015 are as follows.

(Millions of yen)

	Carrying amount*	Fair value*	Difference
(1) Cash and time deposits	172,697	172,697	-
(2) Trade notes and accounts receivable	644,834	644,834	-
(3) Securities	5,009	5,009	-
(4) Investment securities	410,244	659,460	249,216
(5) Trade notes and accounts payable	(367,253)	(367,253)	-
(6) Short-term debt	(213,637)	(213,637)	-
(7) Bonds	(46,230)	(46,894)	664
(8) Long-term debt	(288,160)	(291,833)	3,673

* Any item accounted for as a liability on the consolidated balance sheet is indicated in parentheses.

(Note) 1. Valuation approach for the fair value of financial instruments and matters related to securities and investment securities

(1) Cash and time deposits and (2) Trade notes and accounts receivable

The carrying amount approximates fair value because of the short maturity.

(3) Securities

The carrying amount is nearly equal to fair value because of the short maturity.

(4) Investment securities

Investment securities which have a quoted market value are stated at the fair market value. The fair value of those which do not have a quoted market value is estimated based on the present value of future cash flows using appropriate current discount rates.

(5) Trade notes and accounts payable

The carrying amount approximates fair value because of the short maturity.

(6) Short-term debt

The carrying amount approximates fair value because of the short maturity of one year or less.

(7) Bonds

The fair value of bonds is stated at the fair market value.

(8) Long-term debt

The fair value of long-term debt is estimated based on the present value of future cash flows using appropriate current discount rates.

2. Unlisted Securities (the carrying amount on the consolidated balance sheet is ¥90,045 million) are not included in “(4) Investment securities,” because they do not have quoted market values and their future cash flows cannot be estimated, therefore, their fair value is hard to determine.

7. Per Share Information

Net assets per share	¥ 1,804.34
Net income per share	¥ 151.00

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 145th fiscal year, in consideration of the business results for this fiscal year and other matters, the Company proposes to distribute in the amount of eighteen yen (¥18) per share, which is six yen (¥6) per share more than that of the preceding fiscal year. As a result, the dividend for this fiscal year, including the interim dividend (twelve yen (¥12)), is thirty yen (¥30) per share, which is eight yen (¥8) per share more than that of the preceding fiscal year.

Furthermore, the Company proposes to reserve 70,000 million yen as a special reserve.

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:
Eighteen yen (¥18) per ordinary share of the Company
Total amount of dividends: 14,280,078,258 yen
 - (3) Effective date of distribution of surplus:
June 26, 2015
2. Other matters concerning the disposition of surplus
 - (1) Item of surplus to be increased and the amount thereof:
Special reserve: 70,000,000,000 yen
 - (2) Item of surplus to be decreased and the amount thereof:
Earned surplus carried forward: 70,000,000,000 yen

Second item: Appointment of one (1) Director

Upon the close of this Meeting, Director Mr. Shigeru Tanaka will resign. Approval is hereby requested for the appointment of one (1) Director to fill the vacancy.

The nominee for the office of Director is as follows:

Name (Birth Date)	Career Summary, Position and Areas of Responsibility in the Company, and Important Concurrent Post	Number of the Company Shares Owned
<p style="text-align: center;"><u>Newly appointed</u></p> <p style="text-align: center;">Takahiro Nakano (January 23, 1956)</p>	Apr 1980 Joined the Company	5,000 shares
	Apr 2007 General Manager, Electric Conductor Division	
	May 2008 Chief Engineer, Electric Wire & Cable, Energy Business Unit	
	Jun 2008 Ditto	
	General Manager, Administrative Department, Electric Wire & Cable, Energy Business Unit	
	General Manager, Power Cable Division	
	General Manager, Industrial Wire & Cable Division	
	May 2010 Executive Officer	
	Deputy General Manager, Electric Wire & Cable, Energy Business Unit	
	General Manager, Power Cable Division	
	General Manager, Industrial Wire & Cable Division	
	Apr 2011 Ditto	
	General Manager, Energy Business Development Department	
	Jun 2011 Executive Officer	
	Deputy General Manager, Electric Wire & Cable, Energy Business Unit	
General Manager, Power Cable Division		
General Manager, Industrial Wire & Cable Division		
Jun 2012 Executive Officer		
Deputy General Manager, Electric Wire & Cable, Energy Business Unit		
May 2013 Ditto		
General Manager, HEPCO RF Project Division		
Jun 2013 Managing Executive Officer		
General Manager, Electric Wire & Cable, Energy Business Unit		
May 2015 Ditto		
General Manager, Power Cable Division		
(currently maintained)		
Important Concurrent Post: Director, J-Power Systems Corporation Director, Sumitomo Electric Wintec, Inc.		

Note: The nominee for the office of Director has no business connections with the Company.

Third item: Appointment of two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Messrs. Kazuyoshi Hasegawa and Hideaki Inayama expires upon the closing of this Meeting. Approval is hereby requested for the appointment of two (2) Audit & Supervisory Board Members.

The nominees for the office of Audit & Supervisory Board Members are as follows, and this agenda has already been approved by the Audit & Supervisory Board.

Nominee Number	Name (Birth Date)	Career Summary, Position in the Company, and Important Concurrent Post	Number of the Company Shares Owned
1	Hideaki Inayama (March 12, 1952)	<p>Apr 1976 Joined the Company</p> <p>Jun 2007 Executive Officer</p> <p> General Manager, Human Resources Development Department</p> <p>Jun 2008 Managing Director</p> <p>Jun 2012 Senior Managing Director</p> <p>Jun 2014 Audit & Supervisory Board Member (full-time)</p> <p>(currently maintained)</p> <p>Important Concurrent Post: Audit & Supervisory Board Member, Sumitomo Densetsu Co., Ltd.</p>	24,600 shares
2	Newly appointed Satoru Ogura (February 23, 1957)	<p>Apr 1982 Joined the Company</p> <p>Apr 2004 General Manager, Legal Department</p> <p>Jun 2009 Executive Officer</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p> Ditto</p> <p>Jun 2010 Ditto</p> <p> General Manager, Competition Law Compliance Office</p> <p>Jun 2012 Executive Officer</p> <p> General Manager, Competition Law Compliance Office</p> <p> General Manager, Legal Department</p> <p>Jul 2012 Executive Officer</p> <p> General Manager, Competition Law Compliance Office</p> <p>(currently maintained)</p>	5,300 shares

Note: Each of the nominees for the office of Audit & Supervisory Board Members has no business connections with the Company.

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 220 million yen (¥220,000,000) for thirteen (13) Directors other than the one (1) Outside Director among the fourteen (14) Directors in all, as of the end of this fiscal year.