

**CONVOCATION NOTICE OF
THE 144TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

June 4, 2014
Sumitomo Electric Industries, Ltd.

On June 4, 2014, 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, 2014. 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, 2014

To the Shareholders

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

**CONVOCATION NOTICE OF
THE 144TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are hereby pleased to inform you that the 144th 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 61 [of the Japanese original text]) by 5:15 p.m. of June 25, 2014 (Wednesday), after examining the Reference Document regarding the Ordinary General Meeting of Shareholders set out below.

- 1. Date:** June 26, 2014 (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 144th fiscal year (from April 1, 2013 to March 31, 2014)
2. Reporting on the Financial Statements for the 144th fiscal year (from April 1, 2013 to March 31, 2014)

Matters to be resolved

First item: Disposition of surplus

Second item: Amendments to the Articles of Incorporation

Third item: Appointment of fourteen (14) Directors due to expiration of the term of office for all of the current Directors

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

Fifth 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 144th fiscal year, in consideration of the business results for this fiscal year and other matters, the Company proposes to distribute in the amount of twelve yen (¥12) per share, which is two yen (¥2) per share more than that of the preceding year. As a result, the dividend for this fiscal year, including the interim dividend (ten yen (¥10)), is twenty-two yen (¥22) per share, which is two yen (¥2) 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:

Twelve yen (¥12) per ordinary share of the Company
Total amount of dividends: 9,520,085,880 yen
 - (3) Effective date of distribution of surplus:

June 27, 2014
2. Other matters concerning the disposition of surplus

Not applicable.

Second item: Amendments to the Articles of Incorporation

1. Reasons for amendments

The Company intends to amend Article 3 of the current Articles of Incorporation, in order to deal with the diversification of the Company's businesses and add the purpose of the Company and in order to conform part of the wording to the related legal terminology (*).

(*) The adjustments to the Japanese wording will not require any changes to the English translation.

2. Substance of the amendments

The substance of the amendments is as follows.

(Underlined are the portions amended.)

Current Articles of Incorporation	Amendment proposal
<p>Article 3 (Purpose)</p> <p>The Purpose of the Company shall be to operate the following businesses:</p> <p>1. Developing, manufacturing, processing and selling the following products and composite products.</p> <p>(1) Electric wires and cables, optical fiber cables and other products and equipment for electric power transmission and distribution or for communication.</p> <p>(2) Steel bars, wire rods, metal wires, alloy wires, composite metal and other metal products.</p> <p>(3) Hard alloy machine tools, machine parts, electrical contacts and other powder alloy products.</p> <p>(4) Disc brakes, friction materials for brakes and other brake-related products.</p> <p>(5) Rubber products, synthetic resin products, industrial chemicals (including poisonous substances and dangerous substances) and other products related thereto.</p> <p>(6) Crystalline materials, special porcelain and other materials related thereto.</p> <p>(7) <u>Medical devices</u>(*) and supplies, weighing, measuring and other precision instruments.</p> <p>(8) Electric machines and instruments, communication machines and instruments, electronic machines and instruments and other general-use machines and instruments.</p> <p>(9) Accessories, parts, raw materials and software of such aforementioned</p>	<p>Article 3 (Purpose)</p> <p>The Purpose of the Company shall be to operate the following businesses:</p> <p>1. Developing, manufacturing, processing and selling the following products and composite products.</p> <p>(1) Electric wires and cables, optical fiber cables and other products and equipment for electric power transmission and distribution or for communication.</p> <p>(2) Steel bars, wire rods, metal wires, alloy wires, composite metal and other metal products.</p> <p>(3) Hard alloy machine tools, machine parts, electrical contacts and other powder alloy products.</p> <p>(4) Disc brakes, friction materials for brakes and other brake-related products.</p> <p>(5) Rubber products, synthetic resin products, industrial chemicals (including poisonous substances and dangerous substances) and other products related thereto.</p> <p>(6) Crystalline materials, special porcelain and other materials related thereto.</p> <p>(7) <u>Medical devices</u>(*) and supplies, weighing, measuring and other precision instruments.</p> <p>(8) Electric machines and instruments, communication machines and instruments, electronic machines and instruments and other general-use machines and instruments.</p> <p>(9) Accessories, parts, raw materials and software of such aforementioned</p>

Current Articles of Incorporation	Amendment proposal
products.	products.
2. Design, manufacture and sale of application facilities or devices for the products mentioned in the preceding Item.	2. Design, manufacture and sale of application facilities or devices for the products mentioned in the preceding Item.
3. Design, supervision and contracting of civil engineering, construction work, electrical work and other works.	3. Design, supervision and contracting of civil engineering, construction work, electrical work and other works.
4. Research and development relating to biotechnology and the undertaking thereof.	4. Research and development relating to biotechnology and the undertaking thereof.
<u>[Newly added]</u>	<u>5. Generation and supply of electricity.</u>
<u>5.</u> Transfer of and assistance for technology, know-how and other information related to each of the preceding Items.	<u>6.</u> Transfer of and assistance for technology, know-how and other information related to each of the preceding Items.
<u>6.</u> Lease of products listed in Item 1 and lease of application facilities and devices listed in Item 2, and undertaking the maintenance and administration thereof.	<u>7.</u> Lease of products listed in Item 1 and lease of application facilities and devices listed in Item 2, and undertaking the maintenance and administration thereof.
<u>7.</u> Services related to information processing, information communication and information supply.	<u>8.</u> Services related to information processing, information communication and information supply.
<u>8.</u> Sale of sports goods, office supplies and kitchenware.	<u>9.</u> Sale of sports goods, office supplies and kitchenware.
<u>9.</u> Management of training facilities.	<u>10.</u> Management of training facilities.
<u>10.</u> Sale, administration, lease and brokerage of real estate.	<u>11.</u> Sale, administration, lease and brokerage of real estate.
<u>11.</u> Travel agency, printing service, damage insurance agency, general manpower dispatching business and special manpower dispatching business pursuant to Manpower Dispatching Business Law, forwarding business, customs agency, measurement and analysis of environment, and consulting service related to achievement of international environmental standards.	<u>12.</u> Travel agency, printing service, damage insurance agency, general manpower dispatching business and special manpower dispatching business pursuant to Manpower Dispatching Business Law, forwarding business, customs agency, measurement and analysis of environment, and consulting service related to achievement of international environmental standards.
<u>12.</u> Investment in other businesses necessary for running the businesses.	<u>13.</u> Investment in other businesses necessary for running the businesses.
<u>13.</u> All businesses incidental to, relating to or promoting each of the Items mentioned above.	<u>14.</u> All businesses incidental to, relating to or promoting each of the Items mentioned above.

Third item: Appointment of fourteen (14) Directors due to expiration of the term of office for all of the current Directors

The term of office for all thirteen (13) current Directors will expire upon the closing of this Meeting. Approval is hereby requested for the appointment of fourteen (14) Directors.

The nominees for the offices of Directors are as follows:

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
1	Masayoshi Matsumoto (September 18, 1944)	Apr 1967 Joined the Company Jun 1997 Director Jun 1999 Managing Director Jun 2003 Senior Managing Director Jun 2004 President (currently maintained)	50,300 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
2	Hiroyuki Takenaka (April 30, 1947)	<p>Apr 1971 Joined the Company</p> <p>Jun 2001 Director</p> <p>Jun 2003 Executive Officer</p> <p>Jul 2003 Ditto</p> <p> Deputy General Manager, Telecommunications & Solutions Sales Unit</p> <p> Deputy General Manager, Electronics Sales Unit</p> <p>Jun 2004 Managing Director</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p>Nov 2006 Ditto</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p>Jun 2007 Senior Managing Director</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p>Jun 2008 Senior Managing Director</p> <p> General Manager, Electric Wire & Cable, Energy Business Unit</p> <p>May 2010 Senior Managing Director</p> <p>Jun 2010 Executive Vice President</p> <p>Jun 2013 Ditto</p> <p> General Manager, New Business Development Unit</p> <p>(currently maintained)</p>	11,000 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
		<p>Areas of Responsibility:</p> <p>General Manager, New Business Development Unit</p> <p>Corporate Staff Group (Competition Law Compliance, HR & Administration, Human Resources Development, Corporate Planning, NEXT Center, Infrastructure Business Promotion, Internal Auditing, Security Trade Control)</p> <p>Sales Group (Sales Compliance, Sales Planning & Marketing, New Business Marketing and Promotion)</p> <p>Important Concurrent Post:</p> <p>Director, Meidensha Corporation</p> <p>Chairman of the Board, J-Power Systems Corporation</p>	

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
3	Fumikiyo Uchioke (October 29, 1948)	<p>Apr 1971 Joined the Company</p> <p>Jun 2003 Executive Officer</p> <p>Jul 2003 Executive Officer</p> <p> Deputy General Manager, Telecommunications Business Unit</p> <p>Jun 2004 Managing Executive Officer</p> <p> General Manager, Telecommunications & Solutions Sales Unit</p> <p>Jan 2005 Managing Executive Officer</p> <p> General Manager, Telecommunications Sales & Marketing Unit</p> <p>Jun 2005 Managing Director</p> <p> General Manager, Telecommunications Sales & Marketing Unit</p> <p>Jun 2006 Director, Executive Vice President, Sumitomo Wiring Systems Ltd.</p> <p>Jun 2007 Director, President, Sumitomo Wiring Systems Ltd.</p> <p>Aug 2007 Deputy General Manager, Automotive Business Unit of the Company</p> <p> Director, President, Sumitomo Wiring Systems Ltd.</p> <p>Jun 2012 Executive Vice President</p> <p> General Manager, Infocommunications Business Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility:</p> <p> General Manager, Infocommunications Business Unit</p> <p>Important Concurrent Post:</p> <p> Director, Sumitomo Rubber Industries, Ltd.</p> <p> Director, MIRAIT Technologies Corporation</p> <p> Director, Sumitomo Electric Device Innovations Inc.</p>	13,550 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
4	Mitsuo Nishida (February 11, 1948)	<p>Apr 1972 Joined the Company</p> <p>Jun 2005 Director, Senior Executive Officer, Sumitomo Wiring Systems, Ltd.</p> <p>Jun 2007 Managing Executive Officer, Deputy General Manager, Automotive Business Unit of the Company</p> <p>Apr 2009 Managing Executive Officer General Manager, Automotive Business Unit</p> <p>Jun 2009 Managing Director General Manager, Automotive Business Unit</p> <p>Jun 2010 Senior Managing Director General Manager, Automotive Business Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility: General Manager, Automotive Business Unit</p> <p>Important Concurrent Post: 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</p>	22,890 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
5	Shigeru Tanaka (December 2, 1951)	<p>Apr 1976 Joined the Company</p> <p>Jun 2004 Executive Officer Deputy General Manager, Telecommunications Business Unit</p> <p>Jun 2005 Managing Executive Officer General Manager, Telecommunications Business Unit Deputy General Manager, R & D Unit</p> <p>Jun 2007 Managing Director General Manager, Telecommunications Business Unit</p> <p>Jun 2008 Managing Director General Manager, Infocommunications & Systems Business Unit</p> <p>Jun 2010 Senior Managing Director General Manager, Infocommunications & Systems Business Unit</p> <p>Oct 2011 Senior Managing Director General Manager, R & D General Managing Unit General Manager, Information & Communications Technology R & D Unit</p> <p>Jun 2012 Senior Managing Director General Manager, R & D General Managing Unit General Manager, Materials and Process Technology R & D Unit</p> <p>Jun 2013 Senior Managing Director General Manager, R & D General Managing Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility: General Manager, R & D General Managing Unit</p>	12,200 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
6	Makoto Nakajima (January 2, 1952)	<p>Apr 1974 Joined Ministry of International Trade and Industry</p> <p>Jan 2001 Director-General, Kansai Bureau of Economy, Trade & Industry</p> <p>Jul 2002 Deputy Director-General for Policy Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>Aug 2003 Director-General for Manufacturing Industries Policy, Manufacturing Industries Bureau</p> <p>Jun 2004 Director-General, Trade and Economic Cooperation Bureau</p> <p>Sep 2005 Commissioner, Japan Patent Office</p> <p>Jul 2007 Retired from Office</p> <p>Feb 2008 Consultant of the Company</p> <p>Apr 2009 Registered as Attorney at law</p> <p>Jul 2009 General Manager of the Company</p> <p>Oct 2009 Managing Executive Officer</p> <p>Jun 2010 Managing Director</p> <p>(currently maintained)</p> <p>Areas of Responsibility: Corporate Staff Group (Legal, Public Relations, Corporate Planning, Intellectual Property)</p>	13,000 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
7	Atsushi Yano (March 1, 1951)	<p>Apr 1975 Joined Nippon Telegraph and Telephone Public Corporation</p> <p>Jun 2002 Senior Vice President, Broadband Media Business Headquarters, NTT-ME Corporation</p> <p>Jun 2004 Senior Vice President, Plant Planning Department, Nippon Telegraph and Telephone East Corporation</p> <p>Jun 2005 Executive Vice President, Senior Executive Manager, Network Business Headquarters, Nippon Telegraph and Telephone East Corporation</p> <p>Jun 2006 Managing Director of the Company Deputy General Manager, R & D Unit</p> <p>Jun 2007 Managing Director General Manager, Information and Communications Technology R & D Unit</p> <p>Jun 2008 Managing Director Deputy General Manager, Infocommunications & Systems Business Unit</p> <p>Apr 2010 Managing Director General Manager, Information and Communications Technology R & D Unit Deputy General Manager, Infocommunications & Systems Business Unit</p> <p>Jun 2010 Managing Director General Manager, Information and Communications Technology R & D Unit</p> <p>Mar 2011 Ditto Deputy General Manager, Infocommunications & Systems Business Unit</p>	27,300 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
		<p>Oct 2011 Managing Director General Manager, Infocommunications & Systems Business Unit</p> <p>Jun 2012 Managing Director General Manager, Information and Communications Technology R & D Unit General Manager, Optical Network & Systems Business Unit</p> <p>Jun 2013 Managing Director Deputy General Manager, R & D General Managing Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility: Deputy General Manager, R & D General Managing Unit (Infocommunications and Social Infrastructure Systems R & D)</p> <p>Important Concurrent Post: Director, Sumitomo 3M Limited</p>	

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
8	Fumiyoshi Kawai (July 31, 1954)	<p>Apr 1978 Joined the Company</p> <p>Jan 2003 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>Jun 2013 Managing Director</p> <p> General Manager, Manufacturing Management & Engineering Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility:</p> <p> General Manager, Manufacturing Management & Engineering Unit</p>	6,500 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
9	Nozomi Ushijima (May 21, 1957)	<p>Apr 1980 Joined the Company</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>Jun 2013 Managing Director General Manager, Advanced Materials Business Unit</p> <p>(currently maintained)</p> <p>Areas of Responsibility: General Manager, Advanced Materials Business Unit</p> <p>Important Concurrent Post: Director, Sumitomo Electric Hardmetal Corp. Director, Sumitomo Electric Sintered Alloy, Ltd.</p>	5,700 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
10	<div data-bbox="347 1066 587 1149" style="border: 1px solid black; padding: 2px; width: fit-content; margin: 0 auto;">Nominee for an Outside Director</div> <p data-bbox="363 1171 576 1227">Kazuo Hiramatsu (August 10, 1947)</p>	<p data-bbox="632 371 1203 454">Apr 1979 Associate professor, School of Business Administration, Kwansai Gakuin University</p> <p data-bbox="632 472 1182 555">Apr 1985 Professor, School of Business Administration, Kwansai Gakuin University</p> <p data-bbox="632 573 1091 645">Apr 2001 Ditto Trustee, Kwansai Gakuin</p> <p data-bbox="632 663 1241 734">Apr 2002 Ditto President, Kwansai Gakuin University</p> <p data-bbox="632 752 1177 846">Oct 2005 Ditto 20th Period Member, the Science Council of Japan</p> <p data-bbox="632 864 1241 1093">Apr 2008 Professor, School of Business Administration, Kwansai Gakuin University Trustee, Kwansai Gakuin 20th Period Member, the Science Council of Japan (21st Period Member since October 2008)</p> <p data-bbox="632 1111 1193 1205">Jun 2008 Ditto Director of the Company (Outside Director)</p> <p data-bbox="632 1223 1193 1429">Oct 2011 Professor, School of Business Administration, Kwansai Gakuin University Trustee, Kwansai Gakuin Director of the Company (Outside Director)</p> <p data-bbox="632 1469 900 1503">(currently maintained)</p> <p data-bbox="632 1536 1230 1995">Important Concurrent Post: Trustee, Kwansai Gakuin Professor, School of Business Administration, Kwansai Gakuin University Director, Senshu Ikeda Holdings Inc. (Outside Director) Director, The Senshu Ikeda Bank, Ltd. (Outside Director) Director, ShinMaywa Industries, Ltd. (Outside Director) Audit & Supervisory Board Member, DAIDO LIFE INSURANCE COMPANY (Outside Audit & Supervisory Board Member)</p>	8,700 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
11	<p><u>Newly appointed</u> Shigeo Saito (March 19, 1955)</p>	<p>Apr 1979 Joined the Company</p> <p>Jun 2008 General Manager, Electronic Wire Division President, Sumitomo (SEI) Electronic Wire, Inc.</p> <p>Jun 2009 Ditto President, Sumitomo Electric Flat Components, Inc.</p> <p>Jun 2010 Executive Officer Ditto</p> <p>Jun 2011 Executive Officer Deputy General Manager, Electronics Business Unit General Manager, Electronic Wire Division President, Sumitomo (SEI) Electronic Wire, Inc. President, Sumitomo Electric Flat Components, Inc.</p> <p>Apr 2012 Executive Officer Deputy General Manager, Electronics Business Unit General Manager, Electronic Wire Division President, Sumitomo (SEI) Electronic Wire, Inc.</p> <p>Apr 2013 Managing Executive Officer General Manager, Electronics Wire & Polymer Business Unit General Manager, Fine Polymer Division President, Sumitomo Electric Fine Polymer, Inc.</p> <p>(currently maintained)</p> <p>Important Concurrent Post:</p> <p>Director, JUDD Wire, Inc.</p> <p>Director, Sumitomo Electric Interconnect Products (Shenzhen) Limited</p> <p>Chairman of the Board, Sumitomo Electric Interconnect Products (Suzhou) Ltd.</p> <p>Chairman of the Board, Zhongshan Sumiden Hybrid Products Co., Ltd.</p>	5,400 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
12	<p><u>Newly appointed</u> Junji Itoh (October 6, 1954)</p>	<p>Apr 1984 Joined the Electrotechnical Laboratory, Agency of Industrial Science and Technology, Ministry of International Trade and Industry (present The National Institute of Advanced Industrial Science and Technology)</p> <p>Apr 2001 Director, the Electronic Research Institute, The National Institute of Advanced Industrial Science and Technology</p> <p>Apr 2007 Vice President, The National Institute of Advanced Industrial Science and Technology</p> <p>Apr 2010 Joined the Company General Manager, Power System R & D Laboratories</p> <p>Jun 2011 Executive Officer General Manager, Power System R & D Laboratories</p> <p>Jun 2013 Managing Executive Officer Deputy General Manager, R & D General Managing Unit General Manager, Power System R & D Center</p> <p>(currently maintained)</p>	5,100 shares
13	<p><u>Newly appointed</u> Makoto Tani (May 28, 1957)</p>	<p>Apr 1980 Joined the Company</p> <p>Apr 2004 General Manager, Accounting Department</p> <p>Jun 2008 Executive Officer Ditto</p> <p>May 2011 Executive Officer</p> <p>Jun 2011 Ditto President, Sumitomo Electric Wiring Systems, Inc.</p> <p>(currently maintained)</p> <p>Important Concurrent Post: President, Sumitomo Electric Wiring Systems, Inc.</p>	5,200 shares

Nominee Number	Name (Birth Date)	Career Summary, Position, Areas of Responsibility and Important Concurrent Post	Number of the Company Shares Owned
14	<u>Newly appointed</u> Yoshitomo Kasui (May 15, 1959)	<p>Apr 1983 Joined the Company</p> <p>Dec 2008 General Manager, HR & Administration Department</p> <p>Jun 2012 Executive Officer</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p> Ditto</p> <p>Jun 2013 Managing Executive Officer</p> <p> Deputy General Manager, Manufacturing Management & Engineering Unit</p> <p> General Manager, HR & Administration Division</p> <p>(currently maintained)</p>	6,500 shares

Notes:

1. The Director nominee Mr. Mitsuo Nishida is the Joint Representative Director of Kyungshin Corporation, which is a Korean company manufacturing and selling automotive wiring harnesses and their related components, in which the Company and Sumitomo Wiring Systems, Ltd. invest money equivalent to 30% and 20%, respectively, of the shareholding ratio. The Company makes long term loans to said company. Sumitomo Wiring Systems, Ltd. and said company are in a transaction relationship, for example, conducting sales and purchase of automotive wiring harness components and engineering support to said company. The Director nominee Mr. Shigeo Saito is the Chairman of the Board of Zhongshan Sumiden Hybrid Products Co., Ltd., which is a Chinese company manufacturing and selling electronic device components, in which Sumitomo Electric Fine Polymer, Inc., wholly owned by the Company, and Zhongshan Torch Group Co., Ltd. invest money equivalent to 95% and 5%, respectively, of the shareholding ratio. The Company and said company are in a transaction relationship, for example, the Company providing engineering support of fluorine resin to said company, and the Company submitted a management administration letter to financial institutions in relation to debt obligations of said company. Sumitomo Electric Fine Polymer, Inc. and said company are in a transaction relationship, for example, the former providing outsourcing and engineering support of fluorine resin products to said company. The other nominees for the offices of Directors do not have business connections with the Company.
2. The Director nominee Mr. Makoto Tani is to resign as President of Sumitomo Electric Wiring Systems, Inc. on June 26, 2014.
3. Mr. Kazuo Hiramatsu is a nominee for an Outside Director and for an Outside Officer defined by Tokyo Stock Exchange, Inc., etc.

4. Matters to be described specifically regarding the Outside Director nominee (Mr. Kazuo Hiramatsu) are as follows:

- (1) The reason why the Company nominates the nominee as an Outside Director, and the reason why the Company has determined that the nominee is capable of conducting the duties appropriately as an Outside Director

Mr. Kazuo Hiramatsu has great insight as a university professor whose main area of study is accounting. In addition, he has had much experience as President of Kwansai Gakuin University, for example, being involved in the management of the university. The Company requests that the shareholders appoint him as an Outside Director in order to make his experience available for the benefit of the management of the Company. Mr. Hiramatsu has no experience concerning company management other than acting as an Outside Director and an Outside Audit & Supervisory Board Member; however, the Company has determined that he is capable of appropriately conducting the duties of an Outside Director, due to the reasons mentioned above.

- (2) Facts that the Company violated laws and regulations or its articles of incorporation, or other facts that unjust business was being executed for the Company, during the Outside Director nominee's last term of office of Outside Director of the Company as well as acts conducted by the nominee to prevent the occurrence of such facts or cope after such facts occurred.

During the above term, in December 2013, the Company received a cease-and-desist order, etc. from the Japan Fair Trade Commission because the Company violated the Antimonopoly Act with respect to overhead transmission facility works for Tokyo Electric Power Company, Incorporated. As for matters under the inspection by foreign competition authorities, the authorities inspected the Company's trade of automotive wiring harnesses and their related components since February 2010 and on July 2013 the European Commission determined that the Company had violated the competition laws, and the authorities inspected the Company's trade of high-voltage and extra-high-voltage power cables since January 2009, and this April the European Commission determined that the Company had violated the competition laws; however, it is recognized that these violations ceased before the above term. Mr. Kazuo Hiramatsu was not cognizant of the acts that were the subject matter of these orders and determinations, etc. until said circumstances were revealed. On the contrary, in light of changes to global regulations or scandals in other companies, he has always confirmed and expressed opinions on the internal control system and specific policies in respect of compliance, and after such circumstances were revealed, he made statements about the establishment, enhancement, effectiveness of the compliance framework in the whole group in respect of competition laws, for the extirpation and prevention of recurrences of violations of the Antimonopoly Act, including competition laws in foreign countries.

- (3) The Outside Director nominee's duration as an Outside Director of the Company

Mr. Kazuo Hiramatsu will have held office as an Outside Director for six (6) years at the time of the closing of this Meeting.

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

The Company has entered into a limited liability contract with Mr. Kazuo Hiramatsu. The contract provides, with respect to the liability stipulated under Article 423, paragraph 1 of the Companies Act that Mr. Hiramatsu 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 the Act, if he was without knowledge and not grossly negligent in conducting his duties.

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

Audit & Supervisory Board Member Mr. Shintaro Mitake resigned and the term of office of Audit & Supervisory Board Member Mr. Kan Hayashi 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 Member are as follows, and this agenda has already been approved by the Audit & Supervisory Board.

Nominee Number	Name (Birth Date)	Career Summary, Position and Important Concurrent Post	Number of the Company Shares Owned
1	<u>Newly appointed</u> Hideaki Inayama (March 12, 1952)	Apr 1976 Joined the Company Jun 2007 Executive Officer General Manager, Human Resources Development Department Jun 2008 Managing Director Jun 2012 Senior Managing Director (currently maintained)	22,600 shares
2	Nominee for an Outside Audit & Supervisory Board Member Kan Hayashi (Jun 28, 1948)	Aug 1971 Joined Price Waterhouse Japan Firm ("PW Japan") Jan 1986 Appointed as a manager in charge of International Business Development Centre (IBD) at PW Japan Jul 1989 Admission to the Partnership of PW Japan as a partner in charge of IBD Jul 1999 Transferred to Tax practice of PwC Japan following a merger of PW and Coopers & Lybrand Apr 2002 Appointed as a Representative Member following an establishment of Tax Corporation PricewaterhouseCoopers Jun 2010 Retired from a Representative Member of Tax Corporation PricewaterhouseCoopers Jun 2010 Audit & Supervisory Board Member of the Company (currently maintained)	300 shares

Notes:

1. Each of the nominees for the office of Audit & Supervisory Board Member has no business connections with the Company.
2. The Audit & Supervisory Board Member nominee Mr. Hideaki Inayama is to be appointed to fill the vacancy of Audit & Supervisory Board Member Mr. Shintaro Mitake.

3. Mr. Kan Hayashi is a nominee for an Outside Audit & Supervisory Board Member and for an Outside Officer defined by Tokyo Stock Exchange, Inc., etc.
4. Matters to be described specifically regarding the Outside Audit & Supervisory Board Member nominee (Mr. Kan Hayashi) are as follows:

- (1) The reason why the Company nominates the nominee as an Outside Audit & Supervisory Board Member and the reason why the Company has determined that the nominee is capable of conducting the duties appropriately as an Outside Audit & Supervisory Board Member

Mr. Kan Hayashi has professional knowledge and experience including in the field of international tax practice as a certified public accountant and certified public tax accountant, as well as great insight into the global business activities of enterprises through his practice concerning business acquisition and reorganization and the experience gained in his overseas posting. The Company requests that the shareholders appoint him as an Outside Audit & Supervisory Board Member in order to make his knowledge, experience, and insight available for the benefit of the auditing procedures of the Company. Mr. Kan Hayashi has no experience directly concerning company management other than acting as an Outside Audit & Supervisory Board Member; however, the Company has determined that he is capable of appropriately conducting the duties as an Outside Audit & Supervisory Board Member due to the reasons mentioned above.

- (2) Facts that the Company violated laws and regulations or its articles of incorporation, or other facts that unjust business was being executed for the Company, during the Outside Audit & Supervisory Board Member nominee's last term of office of Outside Audit & Supervisory Board Member of the Company, as well as acts conducted by the nominee to prevent the occurrence of such facts or cope after such facts occurred

During the above term, in December 2013, the Company received a cease-and-desist order, etc. from the Japan Fair Trade Commission because the Company violated the Antimonopoly Act with respect to overhead transmission facility works for Tokyo Electric Power Company, Incorporated. In addition, during the above term, in January 2012, the Company received surcharge payment orders from the Japan Fair Trade Commission with respect to the trade of automotive wiring harnesses and their related components. As for foreign competition authorities, the authorities inspected the Company's trade of automotive wiring harnesses and their related components since February 2010 and on July 2013 the European Commission determined that the Company had violated the competition laws, and the authorities inspected the Company's trade of high-voltage and extra-high-voltage power cables since January 2009, and this April the European Commission determined that the Company had violated the competition laws; however, it is recognized that these violations ceased before the above term. Mr. Kan Hayashi was not cognizant of the acts that were the subject matter of these orders and determinations, etc. until said circumstances were revealed. On the contrary, in light of changes to global regulations or scandals in other companies, he has always confirmed and expressed opinions on the internal control system and specific policies in respect of compliance, and after such circumstances were revealed, he made statements about the establishment, enhancement, observance and fixing of the compliance framework in the whole group in respect of competition laws, for the extirpation and prevention of recurrences of violations of the Antimonopoly Act, including competition laws in foreign countries.

- (3) Time of the Outside Audit & Supervisory Board Member nominee being in the office of the Audit & Supervisory Board Member of the Company

The term of Mr. Kan Hayashi holding office as an Audit & Supervisory Board Member will be four (4) years at the time of closing of this Meeting.

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

The Company has entered into a limited liability contract with Mr. Kan Hayashi. The contract provides, with respect to the liability stipulated under Article 423, Paragraph 1 of the Companies Act, that Mr. Hayashi 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.

Fifth 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 210 million yen (¥210,000,000) for twelve (12) Directors other than the one (1) Outside Director among the thirteen (13) Directors in all, as of the end of this fiscal year.