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(Stock Exchange Code 9810)  
June 6, 2016

**To Shareholders:**

Kenji Hiwatari  
President and Representative Director  
NIPPON STEEL & SUMIKIN BUSSAN  
CORPORATION  
5-27, Akasaka 8-chome, Minato-ku, Tokyo

**NOTICE OF  
THE 39TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 39th Annual General Meeting of Shareholders of NIPPON STEEL & SUMIKIN BUSSAN CORPORATION (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you are requested to review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights either by submitting the Voting Rights Exercise Form by mail or via the Internet, as instructed below.

**Exercise of voting rights in writing (by mail)**

Please indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:20 p.m. on Monday, June 27, 2016, Japan standard time.

**Exercise of voting rights electronically (via the Internet)**

Please vote on the website for exercising voting rights designated by the Company (<http://www.web54.net>) by 5:20 p.m. on Monday, June 27, 2016, Japan standard time. Institutional investors can use the Electronic Voting Platform operated by ICJ, Inc.

- 1. Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. Japan standard time
- 2. Place:** Bellesalle Tokyo Nihombashi located at  
B2, Tokyo Nihombashi Tower  
7-1, Nihombashi 2-chome, Chuo-ku, Tokyo, Japan  
(Please note that the venue is different from the previous year.)

### 3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 39th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 39th Fiscal Year (April 1, 2015 - March 31, 2016)

**Proposals to be resolved:**

- Proposal 1:** Appropriation of Surplus  
**Proposal 2:** Share Consolidation  
**Proposal 3:** Election of Eleven (11) Directors  
**Proposal 4:** Election of One (1) Audit & Supervisory Board Member

1. Reception desk opens at 9:00 a.m.
2. When attending the meeting, please submit the enclosed **Voting Rights Exercise Form** at the reception desk.
3. Of the documents required to be appended to this Notice of convocation as attachments, the Consolidated Statement of Changes in Equity and the Notes to the Consolidated Financial Statements, which are part of the Consolidated Financial Statements, and the Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements, which are part of the Non-consolidated Financial Statements, have been posted on the Company's website in accordance with laws and regulations and Article 16 of the Articles of Incorporation of the Company, and are therefore not included in the attached documents.
4. The Consolidated Financial Statements and the Non-consolidated Financial Statements audited by the Audit & Supervisory Board and the Accounting Auditor consist of documents included in this Notice and the Consolidated Statement of Changes in Equity, the Notes to the Consolidated Financial Statements, the Statement of Changes in Equity and the Notes to the Non-consolidated Financial Statements posted on the Company's website.
5. Any updates to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Non-consolidated Financial Statements and the Consolidated Financial Statements will be posted on the Company's website.

Company's website <http://www.nssb.nssmc.com>

## Reference Documents for the General Meeting of Shareholders

### **Proposal 1:** Appropriation of Surplus

Based on due consideration of the business results for the 39th fiscal year and the internal reserve, it is proposed that a year-end dividend be paid as follows.

1. Type of dividend property  
Cash
2. Allocation of dividend property and total amount thereof  
¥7.50 per share of common stock of the Company for shareholders at the end of the 39th fiscal year.  
Total amount of dividends: ¥2,318,827,523  
As ¥7.50 per share was paid as an interim dividend in December 2015, the total amount of annual dividends will be ¥15 per share for the 39th fiscal year.
3. Effective date of dividends from surplus  
June 29, 2016

**Proposal 2: Share Consolidation**

1. Reason for the proposal

For the greater convenience of investors and other market participants, all Japanese securities exchanges are promoting an “Action Plan for Consolidating Trading Units,” under which trading units of common shares (number of shares in share unit) for domestically listed companies are uniformly set at 100 shares. The deadline for this transition is October 1, 2018. In light of the intent of this action plan, the Company decided to change the number of shares in share unit from 1,000 shares to 100 shares by the resolution at the Board of Directors’ meeting held on May 10, 2016, according to the provisions of Article 195, Paragraph 1 of the Companies Act.

In this exercise, in order to maintain price level of a trading unit and the number of voting rights of shareholders following the change of share unit, the Company also decided to carry out a share consolidation of the Company shares under which every 10 shares will be consolidated into 1 share (the “Share Consolidation”) and reduce its total number of authorized shares from 500 million shares to 50 million shares according to the ratio of the Share Consolidation.

Subject to the approval of this proposal as originally proposed, the aforementioned change in the number of shares in share unit will take effect on October 1, 2016.

2. Class of shares to be consolidated and consolidation ratio

Every 10 shares of the Company’s common stock will be consolidated into one share.

If any fractional shares arise as a result of the Share Consolidation, pursuant to the provisions of Article 235 of the Companies Act, the Company will sell all such fractional shares and distribute the proceeds to shareholders having fractional shares in proportion to their respective fractions.

3. The date on which the Share Consolidation becomes effective (the “Effective Date”)

October 1, 2016

4. Total number of authorized shares as of the effective date

50,000,000 shares

By implementing the Share Consolidation, it will be deemed that the Articles of Incorporation is amended with respect to the change of the total number of authorized shares on the Effective Date, pursuant to Article 182, Paragraph 2 of the Companies Act.

(Reference)

Subject to the approval of this proposal as originally proposed, the Articles of Incorporation of the Company will be partially amended as follows on October 1, 2016.

The following table shows the proposed amendment, which is indicated by underlines, of the present and proposed provisions of the Articles of Incorporation.

Current Articles of Incorporation	Proposal of amendment of Articles of Incorporation
<b>Article 6.</b> (Total Number of Authorized Shares to be Issued) The total number of authorized shares to be issued by the Company shall be <u>five hundred million (500,000,000) shares.</u>	<b>Article 6.</b> (Total Number of Authorized Shares to be Issued) The total number of authorized shares to be issued by the Company shall be <u>fifty million (50,000,000) shares.</u>
<b>Article 7.</b> (Share Unit) The share unit of the Company shall be <u>one thousand (1,000) shares.</u>	<b>Article 7.</b> (Share Unit) The share unit of the Company shall be <u>one hundred (100) shares.</u>

**Proposal 3: Election of Eleven (11) Directors**

The terms of office of all (10) Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of eleven (11) Directors, including two (2) Outside Directors, is proposed.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Kenji Hiwatari (January 16, 1953)	<p>April 1975      Joined Nippon Steel Corporation (current Nippon Steel &amp; Sumitomo Metal Corporation)</p> <p>April 2007      Director (under the Executive Management System), General Manager of Osaka Sales Office, Nippon Steel Corporation</p> <p>April 2011      Managing Director (under the Executive Management System); Director, Plate Division; Director, Construction Materials &amp; Products Division, Nippon Steel Corporation</p> <p>October 2012    Managing Executive Officer; Director, Plate Division; Director, Construction Materials &amp; Products Division, Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>April 2013      Executive Officer, Nippon Steel &amp; Sumitomo Metal Corporation; Advisor, Nippon Steel Trading Co., Ltd.</p> <p>June 2013      President and Representative Director, Nippon Steel Trading Co., Ltd.</p> <p>October 2013    Vice President and Representative Director, the Company</p> <p>April 2015      President and Representative Director, the Company (present)</p> <p>(Responsibilities) Supervises Steel Division and Industrial Supply &amp; Infrastructure Division</p>	34,000
2	Akio Tamagawa (December 23, 1952)	<p>April 1975      Joined Nippon Steel Corporation (current Nippon Steel &amp; Sumitomo Metal Corporation)</p> <p>April 2009      Managing Executive Officer, Nippon Steel Trading Co., Ltd.</p> <p>June 2010      Director and Managing Executive Officer, Nippon Steel Trading Co., Ltd.</p> <p>April 2011      Director and Senior Managing Executive Officer, Nippon Steel Trading Co., Ltd.</p> <p>October 2013    Director, Member of the Board, and Senior Managing Executive Officer, the Company</p> <p>April 2015      Director, Member of the Board, and Executive Vice President, the Company (present)</p> <p>(Responsibilities) Supervises Textiles Division and Foodstuffs Division Manages Corporate Planning &amp; Administration Division</p>	74,000
3	Etsuo Shimotori (November 4, 1953)	<p>April 1976      Joined Sumikin Bussan Corporation</p> <p>April 2008      Managing Executive Officer, Sumikin Bussan Corporation</p> <p>June 2008      Director and Managing Executive Officer, Sumikin Bussan Corporation</p> <p>April 2011      Director and Senior Managing Executive Officer, President of Steel Company, Sumikin Bussan Corporation</p> <p>October 2013    Director, Member of the Board, and Senior Managing Executive Officer, the Company</p> <p>April 2015      Director, Member of the Board, and Senior Managing Executive Officer; General Manager of Osaka Office, the Company (present)</p> <p>(Responsibilities) Manages Osaka Office &lt; General Manager of Osaka Office &gt; Concurrently manages Nagoya Branch Office and Kyushu Branch Office Cooperates on Steel Planning, Technical Support and Safety Management</p>	98,920

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
4	Hiroshi Shono (April 21, 1953)	<p>April 1976      Joined Sumitomo Metal Industries, Ltd. (current Nippon Steel &amp; Sumitomo Metal Corporation)</p> <p>June 2007      President and Representative Director, Wako Steel Co., Ltd.</p> <p>April 2014      Managing Executive Officer, the Company</p> <p>April 2015      Senior Managing Executive Officer, the Company</p> <p>June 2015      Director, Member of the Board, and Senior Managing Executive Officer, the Company (present)</p> <p>(Responsibilities) Manages Steel Planning, Technical Support and Safety Management, Project Development, and Domestic Sales (except Osaka Office, Nagoya Branch Office, Kyushu Branch Office) Concurrently, manages Raw Materials, Machinery &amp; Materials, Muroran Sub-Branch Office, Kamaishi Sub-Branch Office, Kimitsu Branch Office, Tokai Branch Office, Osaka Machinery &amp; Materials, and Kyushu Machinery &amp; Materials</p>	10,000
5	Yuichi Nomura (July 8, 1955)	<p>April 1978      Joined Mitsui &amp; Co., Ltd.</p> <p>April 2011      Chairman &amp; Managing Director, MITSUI &amp; CO. (HONG KONG), LTD.</p> <p>April 2012      Associate Officer, Mitsui &amp; Co., Ltd., Chairman &amp; Managing Director, MITSUI &amp; CO. (HONG KONG), LTD.</p> <p>December 2013      Advisor, the Company</p> <p>April 2014      Managing Executive Officer, the Company</p> <p>June 2014      Director, Member of the Board, and Managing Executive Officer, the Company (present)</p> <p>(Responsibilities) Manages Export Sales (except Osaka Office, Nagoya Branch Office, and Kyushu Branch Office) and Overseas Steel Business Cooperates on Steel Planning, Technical Support &amp; Safety Management Cooperates on Export Sales of Osaka Office, Nagoya Branch Office, and Kyushu Branch Office</p>	17,000

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Eiichi Nakamura (January 17, 1956)	<p>April 1979      Joined Itoman Co., Ltd. (current NIPPON STEEL &amp; SUMIKIN BUSSAN CORPORATION)</p> <p>April 2005      Executive Officer, General Manager, Men's Wear Department 2, Sumikin Bussan Corporation</p> <p>April 2007      Executive Officer, Representative in China, Sumikin Bussan Corporation</p> <p>April 2010      Managing Executive Officer, Representative in China, Sumikin Bussan Corporation</p> <p>April 2011      Managing Executive Officer, Sumikin Bussan Corporation</p> <p>October 2013    Managing Executive Officer, the Company</p> <p>June 2015      Director, Member of the Board, and Managing Executive Officer, the Company (present)</p> <p>(Responsibilities) Manages Textiles Division</p> <p>(Significant concurrent positions) Chairman, Shanghai Echo Fashion Co., Ltd. (China)</p>	38,462
7	Tsuneo Miyamoto (November 20, 1955) [New appointment]	<p>April 1980      Joined Nippon Steel Corporation (current Nippon Steel &amp; Sumitomo Metal Corporation)</p> <p>April 2003      General Manager of Plate Sales Department, Plate Division, Nippon Steel Corporation</p> <p>April 2005      General Manager of Corporate Planning Division, Nippon Steel Corporation</p> <p>April 2009      General Manager of Sales Administration &amp; Planning Division, Nippon Steel Corporation</p> <p>April 2011      Director (under the Executive Management System), General Manager of Sales Administration &amp; Planning Division, Nippon Steel Corporation</p> <p>October 2012    Executive Officer; General Manager of Sales Administration &amp; Planning Division, Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>April 2014      Managing Executive Officer, Nippon Steel &amp; Sumitomo Metal Corporation</p> <p>April 2016      Executive Officer, Nippon Steel &amp; Sumitomo Metal Corporation (present); Advisor, the Company (present)</p>	-
8	Yasuhiro Sugiguchi (March 12, 1957) [New appointment]	<p>April 1979      Joined Itoman Co., Ltd. (current NIPPON STEEL &amp; SUMIKIN BUSSAN CORPORATION)</p> <p>April 2007      General Manager of Machinery Department, Sumikin Bussan Corporation</p> <p>June 2008      Executive Officer, General Manager of Machinery Department, Sumikin Bussan Corporation</p> <p>September 2009 Executive Officer, General Manager of Machinery Department and General Manager of New Project Promotion Section, Sumikin Bussan Corporation</p> <p>April 2010      Executive Officer, General Manager of New Project Promotion Section, Sumikin Bussan Corporation</p> <p>June 2011      Executive Officer, Sumikin Bussan Corporation; President and Representative Director, SUMIKIN BUSSAN MATEX CO., LTD.</p> <p>October 2013    Executive Officer, the Company; President and Representative Director, NIPPON STEEL &amp; SUMIKIN BUSSAN MATEX CO., LTD.</p> <p>April 2015      Managing Executive Officer, the Company (present)</p> <p>(Responsibilities) Manages Industrial Supply &amp; Infrastructure Division</p>	37,240

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Yasuyuki Tomioka (December 25, 1959) [New appointment]	<p>April 1983      Joined Itoman Co., Ltd. (current NIPPON STEEL &amp; SUMIKIN BUSSAN CORPORATION)</p> <p>April 2006      General Manager of Meat Department No.2, Sumikin Bussan Corporation</p> <p>October 2009    President and Representative Director, NIKKYO FOODS CO., LTD.</p> <p>April 2011      Executive Officer, Sumikin Bussan Corporation; President and Representative Director, NIKKYO FOODS CO., LTD.</p> <p>April 2013      Executive Officer, General Manager of Overseas Market Development Department, Sumikin Bussan Corporation; President and Representative Director, NIKKYO FOODS CO., LTD.</p> <p>October 2013    Executive Officer, General Manager of Overseas Market Development Department, the Company; President and Representative Director, NIKKYO FOODS CO., LTD.</p> <p>April 2014      Executive Officer, the Company</p> <p>April 2016      Managing Executive Officer, the Company (present)</p> <p>(Responsibilities) Manages Foodstuffs Division</p>	21,040
10	Yoshihiro Ogura (December 8, 1945) [New appointment] [Outside Director] [Independent Officer]	<p>April 1973      Registered as attorney-at-law; Joined Araya Takeshi Law Office</p> <p>April 1982      Established Ogura Tanaka Law Office (current Hibiki Law Office)</p> <p>June 2009      Outside Auditor, Nippon Steel Trading Co., Ltd.</p> <p>June 2013      Outside Auditor, Nippon Steel Trading Co., Ltd.; Outside Director, Toshiba Machine Co., Ltd. (present)</p> <p>October 2013    Outside Audit &amp; Supervisory Board Member, the Company (present)</p> <p>(Significant concurrent positions) Attorney-at-law, Hibiki Law Office Outside Director, Toshiba Machine Co., Ltd.</p>	1,000
11	Keishiro Kinoshita (November 6, 1948) [New appointment] [Outside Director] [Independent Officer]	<p>July 1971      Joined The Industrial Bank of Japan, Limited (current Mizuho Bank, Ltd.)</p> <p>June 2001      Executive Officer, Chairman of China Committee, The Industrial Bank of Japan, Limited</p> <p>April 2002      Managing Executive Officer, Mizuho Corporate Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>June 2002      Administrative Officer, Mizuho Corporate Bank, Ltd.</p> <p>October 2002    Administrative Officer, Sompo Japan Insurance Inc. (current Sompo Japan Nipponkoa Insurance Inc.)</p> <p>April 2003      Executive Officer, Sompo Japan Insurance Inc.</p> <p>April 2004      Managing Officer, Chairman of Asia/China Committee, Sompo Japan Insurance Inc.</p> <p>June 2007      Director, Senior Managing Executive Officer, Sompo Japan Insurance Inc.</p> <p>April 2009      Director, Sompo Japan Insurance Inc.</p> <p>June 2009      Outside Auditor, Nippon Suisan Kaisha, Ltd.</p> <p>June 2013      Outside Board Member, Nippon Suisan Kaisha, Ltd. (present)</p> <p>(Significant concurrent position) Outside Board Member, Nippon Suisan Kaisha, Ltd. (present)</p>	-

(Notes)

1. No special interest exists between candidates for Director and the Company.
2. Mr. Yoshihiro Ogura has many years of experience and deep insight as an attorney-at-law. Since his election as an Audit & Supervisory Board Member at the 32nd annual General Meeting of Shareholders held on June 24, 2009, he has been duly performing his duties and stating opinions appropriate for an Outside Audit & Supervisory Board Member of the Company. He is also familiar with the Company's business. Although he has never been directly involved in corporate management, the Company judges that he is suitable for the position of Outside Director for the above reasons and proposes his election as an Outside Director. He will have served as an Outside Audit & Supervisory Board Member of the Company for seven years at the conclusion of this Annual General Meeting of Shareholders.



3. Mr. Keishiro Kinoshita has knowledge and experience gained through many years of service at financial institutions and in the course of his career at listed companies. The Company judges that he is suitable for the position of Outside Director for the above reasons and proposes his election as an Outside Director.
4. If election of Mr. Yoshihiro Ogura and Mr. Keishiro Kinoshita is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into agreements with them that limit their liability under Article 423, Paragraph 1 of the said Act to the minimum liability amount prescribed by Article 425, Paragraph 1 of the said Act.

**Proposal 4:** Election of One (1) Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Yoshihiro Ogura will resign at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of one (1) Audit & Supervisory Board Member is proposed.

The consent of the Audit & Supervisory Board has been obtained for the submission of this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Shigeji Sugimoto (July 1, 1951)  [New appointment] [Outside Audit & Supervisory Board Member]	April 1974      Joined Tohmatsu Awoki & Co. (currently Deloitte Touche Tohmatsu LLC) April 1978      Registered as a certified public accountant July 1989      Partner, Tohmatsu Awoki & Sanwa January 2016    Established Shigeji Sugimoto Certified Public Accountant Office May 2016      Outside Audit & Supervisory Board Member, Aeon Fantasy Co., Ltd. (present)  (Significant concurrent positions) Certified public accountant, Shigeji Sugimoto Certified Public Accountant Office Outside Audit & Supervisory Board Member, Aeon Fantasy Co., Ltd.	-

(Notes)

1. There is no special interest between the candidate for Audit & Supervisory Board Member and the Company.
2. Mr. Shigeji Sugimoto has specialized knowledge and experience in finance and accounting gained through his service as a certified public accountant. Although he has never been directly involved in corporate management, the Company judges that he is capable of performing the duties as an Outside Audit & Supervisory Board Member by reflecting his expertise in auditing of the Company and thus proposes his election as an Outside Audit & Supervisory Board Member.
3. If election of Mr. Shigeji Sugimoto is approved, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with him that limits his liability under Article 423, Paragraph 1 of the said Act to the minimum liability amount prescribed by Article 425, Paragraph 1 of the said Act.