

[Summary]

Securities identification code: 5706
June 4, 2013

To the Shareholders:

Mitsui Mining and Smelting Co., Ltd.
1-11-1 Osaki, Shinagawa-ku,
Tokyo 141-8584, Japan

Sadao Senda
President and
Representative Director

Notice of Convocation of the 88th Annual General Meeting of Shareholders

Dear Shareholders:

You are hereby notified that the 88th Annual General Meeting of Shareholders will be held as stated below. Your attendance is respectfully requested.

In the event of your inability to attend, it is possible to exercise your voting rights using one of the two methods described below. You are requested to study the attached General Meeting of Shareholders' Reference Materials and exercise your voting rights before 5 p.m. on June 26, 2013 (Wednesday).

Method of Exercising Voting Rights by Paper Form

Please indicate your approval or disapproval of the agenda items on the enclosed voting rights exercise form and send in the form so that it arrives before the deadline specified above.

Method of Exercising Voting Rights Electronically (Internet, Etc.)

Please exercise your voting rights based on the "Guide to Exercising Voting Rights Electronically (Internet, Etc.)" on pages 12-13.

Sincerely,

Meeting Particulars

1. Date and Time: 10:00 a.m. on Thursday, June 27, 2013
2. Place: Gate City Hall, Underground Level 1,
Gate City Ohsaki-West Tower,
1-11-1 Osaki, Shinagawa-ku, Tokyo
3. Purpose of the Meeting:
Matters to be reported
 1. Business Report, Consolidated Financial Statements, and reports from the independent auditor and the Board of Auditors on consolidated financial statements for the 88th fiscal year (from April 1, 2012, to March 31, 2013)
 2. Reports on financial statements for the 88th fiscal year (from April 1, 2012, to March 31, 2013)

Matters to be resolved

Proposals by the Company: Items 1-4

First Item	Appropriation of Retained Earnings
Second Item	Election of ten (10) Directors
Third Item	Election of one (1) Corporate Auditor
Fourth Item	Payment of Bonus for Directors

Proposal by the Shareholder: Items 5-6

Fifth Item	Proposal to immediately dismiss Mr. Sadao Senda, President and Representative Director
Sixth Item	Net income should be fully appropriated to dividends

Proposals by the Shareholder (Items 5-6) are described in pages 10-11 of the General Meeting of Shareholders' Reference Materials hereafter.

4. Note of Caution in Exercising Voting Rights:

Proposals by one of our shareholders have been presented for this Annual General Meeting of Shareholders as indicated above. While the details are provided hereafter under Fifth Item and Sixth Item, the Board of Directors of the Company is opposed to these proposals.

Please note that since Sixth Item is in conflict with First Item proposed by the Company, you as a shareholder are cautioned not to indicate your approval for both Items. If you vote in favor of both Items, we will deem your votes for First Item and Sixth Item to be invalid.

5. Other Items to Be Decided with Regard to the Convocation of the General Meeting of Shareholders:

In the case of exercising voting rights both by paper form and electronically (Internet, etc.), regardless of the timing of the voting rights submissions, the electronic (Internet, etc.) version will be considered effective.

In the case of exercising voting rights electronically (Internet, etc.) multiple times, the final exercise of voting rights will be considered effective.

- End -

This is a summary translated from the Japanese-language Notice of Convocation distributed to shareholders in Japan.

1. When you attend the meeting in person, please submit the voting right exercise form enclosed herewith to the receptionist at the place of the meeting. In addition, please bring with you this Notice of Convocation to assist us in reducing the amount of paper used.
2. In connection with those documents that are required to be provided with this Notice of Convocation, the notes to both consolidated and non-consolidated financial statements are posted on the Company's website (<http://www.mitsui-kinzoku.co.jp/>) and are not attached to this Notice, in accordance with relevant laws, ordinances and the Articles of Incorporation. In addition to the items outlined in the attached documents, notes to both consolidated and non-consolidated financial statements are included in the consolidated and non-consolidated financial reports which corporate auditors and the independent auditing firm audited in order to prepare audit reports and independent auditors' reports, respectively.
3. If there arises the need to make revisions to the General Meeting of Shareholders' Reference Materials or the appended Business Report, Consolidated Financial Statements, and Nonconsolidated Financial Statements, revised items will be posted on the Company's website (<http://www.mitsui-kinzoku.co.jp>).
4. In accordance with the stipulations of the Company's Articles of Incorporation, shareholders seeking to exercise voting rights via a proxy will be requested to designate another shareholder with voting rights as the proxy. In addition, please note that only shareholders are eligible to attend the Annual General Meeting of Shareholders.

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General Meeting of Shareholders' Reference Materials

Matters to Be Resolved and Reference Items:

Proposals by the Company: Items 1-4

First Item

Appropriation of Retained Earnings

We propose that appropriation of retained earnings be performed as follows.

While ensuring that it retains sufficient internal reserves to fund measures for strengthening operations and promoting future business expansion, the Company has a fundamental policy of seeking to distribute dividends in line with its performance.

Regarding year-end dividends applicable to the fiscal year under review, based on the Company's fundamental dividend policy and on consideration of its financial condition and its performance in the fiscal year under review, we propose, as described below, that the dividend be given at ¥3 per share, equal to the previous period. In addition, the Company plans to provide for a general reserve totaling ¥1.0 billion.

1. Year-End Dividends

(1) Type of Dividend Asset	Money
(2) Allocation and Total Value of Dividend Assets	¥3 per share of common stock Total value of ¥1,713,457,263
(3) Effective Date of Retained Earnings Distribution	June 28, 2013

2. Matters Related to Appropriation of Retained Earnings

(1) Item of Retained Earnings to be Increased and Amount of Increase	
General reserve	¥1,000,000,000
(2) Item of Retained Earnings to be Reduced and Amount of Reduction	
Unappropriated retained earnings	¥1,000,000,000

Second Item

Election of ten (10) Directors

The term of office of all eight (8) Directors shall expire at the conclusion of this Annual General Meeting of Shareholders. In addition, Director Mitsuru Uekawa died on December 4, 2012. In order to reinforce the supervisory function of the Board of Directors, we propose that one (1) position of Outside Director be added and ten (10) candidates be appointed for the position of Director.

Please note that Hiromichi Shibata and Junya Sato are candidates conforming to the qualification items for outside director.

The candidates for the position of Director are as follows:

Candidate Number Name (Date of Birth)	Profile, Title, Positions and Important Positions Held Concurrently at Other Organizations	Number of Company's Shares in Possession	
1. Sadao Senda (May 14, 1953)	April 1978	Entered the Company	68,000
	December 2002	General Manager of R&D Department, Copper Foil Sector	
	April 2005	General Manager of Japan (Ageo) Division, Copper Foil Sector	
	June 2007	Executive Officer and Senior General Manager of Specialty Foil Division, Copper Foil Sector	
	June 2009	Director, Senior Executive Officer, Senior General Manager of Copper Foil Sector	
	January 2010	President, Representative Director, COO, Senior General Manager of Copper Foil Sector	
	November 2010	President, Representative Director, COO	
June 2011	President, Representative Director, CEO, COO (current positions)		
2. Mitsuhiko Hasuo (December 28, 1951)	April 1976	Entered the Company	69,000
	April 2001	Senior General Manager of Ceramics Division	
	June 2003	Executive Officer, Senior General Manager of Ceramics Division	
	April 2005	Executive Officer, Senior General Manager of Ceramics Division, Affiliates Coordination Sector	
	June 2007	Executive Officer, Senior General Manager of PVD Materials Division, Engineered Materials Sector	
	April 2008	Senior Executive Officer, Senior General Manager of Affiliates Coordination Sector, Senior General Manager of PVD Materials Division, Engineered Materials Sector	
	June 2009	Director, Senior Executive Officer, Senior General Manager of Engineered Materials Sector and Affiliates Coordination Sector	
	June 2010	Senior Managing Director, Senior Managing Executive Officer, Senior General Manager of Engineered Materials Sector and Affiliates Coordination Sector	
	June 2011	Representative Director, Senior Managing Director, Senior Managing Executive Officer, Senior General Manager of Materials & Applications Sector	
	December 2012	Representative Director, Senior Managing Director, Senior Managing Executive Officer, Senior General Manager of Metals, Minerals & Environmental Engineering Sector, Materials & Applications Sector, and Energy Management Department (current positions)	

Candidate Number Name (Date of Birth)	Profile, Title, Positions and Important Positions Held Concurrently at Other Organizations	Number of Company's Shares in Possession	
3. Harufumi Sakai (December 15, 1952)	April 1976	Entered the Company	43,000
	October 2004	President of GECOM Corp.	
	May 2007	Senior General Manager of Automotive Parts & Components Division, Parts Production Sector	
	June 2007	Executive Officer, Senior General Manager of Automotive Parts & Components Division, Parts Production Sector	
	June 2010	Director, Senior Executive Officer, Senior General Manager of Automotive Parts & Components Sector	
	June 2011	Director, Senior Executive Officer, President and Representative Director of Mitsui Kinzoku ACT Corporation (current positions)	
Important Position Held Concurrently at Other Organizations President and Representative Director of Mitsui Kinzoku ACT Corporation			
4. Masahisa Morita (January 24, 1952)	April 1977	Entered the Company	28,000
	June 2007	Senior General Manager of Battery Materials Division, Engineered Materials Sector	
	June 2008	Executive Officer, Senior General Manager of Battery Materials Division, Engineered Materials Sector	
	June 2010	Senior Executive Officer, Senior General Manager of Battery Materials Division, Engineered Materials Sector	
	June 2011	Director, Senior Executive Officer, Senior General Manager of Engineered Materials Sector (current positions)	
Important Position Held Concurrently at Other Organizations Outside Auditor of Powdertech Co., Ltd.			
5. Keiji Nishida (July 13, 1957)	April 1980	Entered the Company	63,000
	November 2006	General Manager of Planning & Administration Department, Metals, Minerals & Environmental Engineering Sector	
	October 2008	Senior General Manager of Finance & Accounting Department	
	June 2010	Executive Officer, Senior General Manager of Finance & Accounting Department	
	June 2011	Director, Senior Executive Officer, CFO, Senior General Manager of Corporate Management Department and Finance & Accounting Department	
	February 2012	Director, Senior Executive Officer, CFO, Senior General Manager of Corporate Management Department (current positions)	

Candidate Number Name (Date of Birth)	Profile, Title, Positions and Important Positions Held Concurrently at Other Organizations		Number of Company's Shares in Possession
6. Isshi Hisaoka (October 10, 1957)	April 1980	Entered the Company	15,000
	January 2010	Senior General Manager of Specialty Foil Division, Copper Foil Sector	
	June 2010	Executive Officer, Deputy Senior General Manager of Copper Foil Sector, Senior General Manager of Specialty Foil Division	
	November 2010	Executive Officer, Senior General Manager of Copper Foil Sector, Senior General Manager of Specialty Foil Division	
	June 2011	Senior Executive Officer, Senior General Manager of Electronic Materials Sector, Senior General Manager of Specialty Foil Division (current positions)	
7. Toshiki Mori (August 5, 1955)	April 1978	Entered the Company	35,000
	June 2008	Senior General Manager of Personnel Department	
	June 2010	Executive Officer, Senior General Manager of Personnel Department	
	June 2011	Executive Officer, President and Representative Director of Kamioka Mining & Smelting Co., Ltd.	
	June 2012	Senior Executive Officer, CRO, Senior General Manager of Personnel Department, Legal & Administrative Department	
	October 2012	Senior Executive Officer, CRO, Senior General Manager of Legal & Administrative Department (current positions)	
8. Yutaka Hirabayashi (February 17, 1956)	April 1978	Entered the Company	11,000
	June 2008	President of Mitsui Siam Components Co., Ltd.	
	June 2010	General Manager of Raw Materials Strategy Division, Metals, Minerals & Environmental Engineering Sector	
	September 2010	General Manager of Mineral Resources Development Division, Metals, Minerals & Environmental Engineering Sector	
	June 2011	General Manager of Mineral Resources Development Division, Metals, Minerals & Environmental Engineering Sector	
	June 2012	Executive Officer, General Manager of Mineral Resources Development Division, Metals, Minerals & Environmental Engineering Sector (current positions)	

Candidate Number Name (Date of Birth)	Profile, Title, Positions and Important Positions Held Concurrently at Other Organizations	Number of Company's Shares in Possession	
9. Hiromichi Shibata (September 1, 1954)	April 1978	Entered Suwa Seikosya Co., Ltd. (Presently Seiko Epson Corp.)	16,000
	August 1990	Entered into Master program, School of Industrial and Labor Relations, Cornell Univ.	
	March 1992	Retired from Seiko Epson Corp.	
	January 1993	Graduated from Master program, School of Industrial and Labor Relations, Cornell Univ. Entered into PhD program, Cornell Univ.	
	August 1995	Graduated from PhD program, Cornell Univ.	
	October 1995	Associate Professor, School of Economics and Business Administration, Hokkaido Univ.	
	October 2000	Associate Professor, Faculty of Business Administration, Yokohama National Univ.	
	April 2001	Professor, Faculty of Business Administration, Yokohama National Univ.	
	June 2004	Outside Corporate Auditor of the Company	
	June 2006	Outside Director of the Company (current position)	
	April 2013	Professor, Graduate School of International Social Sciences, Yokohama National Univ. (current position)	
Important Position Held Concurrently at Other Organizations			
Professor, Graduate School of International Social Sciences, Yokohama National Univ.			
10. Junya Sato (May 4, 1953)	April 1982	Professional registration in Japan as lawyer	28,000
	April 1982	With Law Offices of Furness, Sato & Ishizawa (currently Law Offices of Ishizawa, Ko & Sato)	
	October 1990	Admitted to the New York State bar	
	June 2004	Outside Auditor of SEIKAGAKU CORPORATION (Current position)	
	June 2007	Outside Corporate Auditor of the Company (Current position)	
	June 2009	Outside Director of Nikki Co., Ltd. (Current position)	
	April 2011	Vice Chairman of Dai-ichi Tokyo Bar Association	
	March 2012	Outside Auditor of Sapporo Holdings Limited (Current Position)	
	Important Position Held Concurrently at Other Organizations		
Outside Director of Nikki Co., Ltd.			
Outside Auditor of SEIKAGAKU CORPORATION			
Outside Auditor of Sapporo Holdings Limited			

- Notes: 1. There are no special interests between the candidates and the Company.
2. The reasons for the nomination of Hiromichi Shibata and Junya Sato to be outside directors are as follows.
- (1) For Hiromichi Shibata, his abundant specialized knowledge and experience regarding business management as a specialist is expected to be reflected in the Company's management.
- (2) For Junya Sato, his abundant specialized knowledge and experience regarding corporate law as a lawyer is expected to be reflected in the Company's management.
3. The reasons for determining that Hiromichi Shibata and Junya Sato are capable of appropriately executing their duties as outside directors are as follows.
- (1) For Hiromichi Shibata, as a specialist in business management, he has abundant knowledge and experience, and he has considerable insight with respect to corporate business management.
- (2) For Junya Sato, in addition to an abundance of specialized knowledge and experience as a corporate lawyer, he has experience as outside director of another company, and therefore considerable insight with respect to corporate business management.

4. Hiromichi Shibata is currently serving as outside director, and his term as outside director will reach seven years as of the time of this general shareholders' meeting. Further, Junya Sato is currently serving as outside corporate auditor, and his term as outside corporate auditor will reach six years as of the time of this general shareholders' meeting.
5. Based on the Company Law Article 427-1, the Company has with Hiromichi Shibata arranged a contract regarding liability as defined by the Company Law Article 423-1 to limit total liability to the figure stipulated by the Company Law Article 425-1. If Hiromichi Shibata's appointment is approved, the aforementioned contract will be extended. Further, if the election of Junya Sato is approved, Further, if the election of Junya Sato is approved, Junya Sato and the Company will likewise arrange the Contract for Limitation of Liability with him the Company will notify the Tokyo Stock Exchange of his appointment as an Independent Director of the Company.
6. Hiromichi Shibata and Junya Sato have no interests with any particular party from the Company, including its management, and have no conflicts of interest with general shareholders.
7. The Company has notified the Tokyo Stock Exchange that its Outside Director Hiromichi Shibata is the Independent Director of the Company. Further, if the election of Junya Sato is approved, the Company will notify the Tokyo Stock Exchange of his appointment as an Independent Director of the Company.

Third Item

Election of one (1) Corporate Auditor

Because Corporate Auditor Junya Sato will resign the position of Corporate Auditor at the conclusion of this Annual General Meeting of Shareholders, we propose that one (1) candidate be nominated to serve in the position of Corporate Auditor.

We have obtained the Board of Corporate Auditors' approval of this proposal.

The candidate for the position of Outside Corporate Auditor is as follows:

Name (Date of Birth)	Profile, Title and Important Positions Held Concurrently at Other Organizations	Number of Company's Shares in Possession	
Masaharu Miura (May 22, 1948)	April 1975	Adopted as Prosecutor	--
	August 2002	Chief Prosecutor of Naha District Public Prosecutors Office	
	September 2004	Director-General of the Immigration Bureau, the Ministry of Justice	
	June 2007	Chief Prosecutor of Osaka District Public Prosecutors Office	
	January 2010	Superintending Prosecutor of Fukuoka High Public Prosecutors Office	
	May 2011	Professional registration in Japan as lawyer	
	May 2011	With KAWAKAMI Law Office (current position)	

Notes: 1. There are no special interests between the candidates and the Company.

2. The reason for the nomination of Masaharu Miura to be outside corporate auditor is as follows.

As a prosecutor and a lawyer, he has acquired abundant knowledge and experience, etc. in the legal profession, and that he can make good use of as the Company's outside corporate auditor.

3. The reason for the determining that Masaharu Mirura is capable of appropriately executing his duties as outside corporate auditor is as follows.

As a prosecutor and a lawyer, he has abundant specialized knowledge and experience in the legal profession, and he has considerable insight with respect to corporate auditing work.

4. . If the appointment of Masaharu Miura is approved, the Company will arrange a contract with him regarding liability as defined by the Company Law Article 423-1 to limit total liability to the figure stipulated by the Company Law Article 425-1, based on the Company Law Article 427-1.

5. Masaharu Miura has no interests with any particular party from the Company, including its management, and has no conflicts of interest with general shareholders.

Fourth Item

Payment of Bonus for Directors

Based on consideration of performance during the fiscal year under review, we propose a bonus payment to eight (8) Directors (including Mitsuru Uekawa, who died on December 4, 2012, relinquishing the post of Director, and excluding the Outside Director) with a total value of ¥30 million.

Proposals by the Shareholder: Items 5-6

Fifth Item and Sixth Item concern proposals made by a single shareholder (possessing 301 voting rights).

Fifth Item

Proposal to immediately dismiss Mr. Sadao Senda, President and Representative Director

1. Details of Proposal

Proposal to immediately dismiss Mr. Sadao Senda, President and Representative Director

2. Reasons for Proposal

Last year, I made an accusation regarding the outflow of cadmium, which had been a cause of pollution disease, in the form of a proposal. Nevertheless, President Sadao Senda did not respond perhaps because he did not recognize that cadmium was the cause of mining pollution. He behaves unethically by assuming ignorance and looking unconcerned. His disposition is nothing like any of his predecessors in the past. The matter was proposed in Fourth Item in the Annual General Meeting of Shareholders held last year as follows.

“It has been reported that operations to restore soil polluted by cadmium, which had been the cause of *itai-itai* disease, have finally been completed after thirty-three years. However, this does not mean that all pollution-related problems have been solved. Hikoshima Smelting Co., Ltd., a wholly owned subsidiary of Mitsui Mining & Smelting Co., Ltd., shipped and sold nickel-cadmium slag, which contains cadmium to a certain company. Unable to discover a successful method for processing the slag, the company to which it was sold simply discarded it. The company requested Hikoshima Smelting Co., Ltd. several times to inform them of a method for processing or disposing of the slag, but the company was unable to obtain any such instructions for the processing of the slag from Hikoshima Smelting Co., Ltd. (Hikoshima Smelting Co., Ltd. refused unilaterally by citing a previous settlement between the Hikoshima Smelting Co., Ltd. and the company.)

In addition, Mitsui Mining & Smelting Co., Ltd. also did not indicate any measures to solve this problem, and simply evaded its responsibility. We propose to appoint a new director as a means of changing this management culture of irresponsibility and of solving potential pollution-related problems.”

What is frightening is that nothing has been resolved to date.

Today, it has been reported in the media such as television and newspapers that Tokyo Electric Power Company Incorporated has been making concerted and desperate efforts as a company 24 hours a day in implementing measures to prevent radioactive water from flowing into the ocean.

On the other hand, President Sadao Senda has no recognition that the Company caused the *itai-itai* disease in the past: as the saying goes, Danger past and God forgotten. Even today, a large amount of cadmium slag continues to be shipped from the plant, left unprocessed, and no measure is taken. An unethical individual who continues to act in such an irresponsible manner must absolutely not be tolerated.

Note by the Company: The above-stated reasons have been translated from the Japanese version of the document which is restated verbatim from the notification received by the Company from the Shareholder making the proposal.

Opinion of the Board of Directors of the Company

The Board of Directors is opposed to this proposal, for the reasons given as follows.

In the reasons given above for the proposal, it is stated that Mitsui Mining & Smelting Co., Ltd. and its subsidiary Hikoshima Smelting Co., Ltd. evaded their responsibilities in the matter of disposing of nickel-cadmium slag and that, even today, a large amount of cadmium slag continued to be shipped from the plant or left unprocessed and no measure was taken. In fact, however, the Mitsui Kinzoku Group including the Company implements proper management not only of substances containing cadmium but also metallic slag produced during the manufacturing of products, and it is not true that the Group, as emitters of such wastes, has attempted to evade its responsibilities or continued to be irresponsible.

The Board of Directors of the Company believes that the proposal by the Shareholder to dismiss the

director on the basis of this contention, which is not based upon facts, is unjust.

Moreover, the Board of Directors of the Company believes that there is no doubt that Mr. Sadao Senda is qualified as a Director and proposes that Mr. Senda be re-elected at this Annual General Meeting of Shareholders.

Sixth Item

Net income should be fully appropriated to dividends

Since this Item is in conflict with First Item proposed by the Company, please be cautioned not to indicate your approval for both Items. If you vote in favor of both Items, we will deem your votes for First Item and Sixth Item to be invalid.

1. Details of Proposal

Net income should be fully appropriated to dividends

2. Reasons for Proposal

Two fiscal years ago, ¥80.0 billion was posted to retained earnings while in the previous fiscal year, ¥85.0 billion was posted. For the fiscal year under review, there is no need to secure a large amount of retained earnings and therefore the entire net income should be appropriated to dividends. Posting in excess of ¥5.0 billion means there will be a dividend of ¥10 per share if the amount is appropriated to dividends.

Note by the Company: The above-stated reasons have been translated from the Japanese version of the document which is restated verbatim from the notification received by the Company from the Shareholder making the proposal.

Opinion of the Board of Directors of the Company

The Board of Directors is opposed to this proposal, for the reasons given as follows.

Regarding Appropriation of Retained Earnings, while ensuring that “it retains sufficient internal reserves to fund measures for strengthening operations and promoting future business expansion, the Company has a fundamental policy of seeking to distribute dividends in line with its performance.”

The Board of Directors of the Company believes that distributing dividends in line with the current business performance from a mid-to-long term perspective rather than based only on the yearly, short-term performance is the optimal approach for distributing profits to shareholders.

We propose that the dividend be given at ¥3 per share at this Annual General Meeting of Shareholders.

Guide to Exercising Voting Rights Electronically (Internet, Etc.)

1. Exercising Voting Rights via the Internet

(1) Inputting Approval/Disapproval Votes

After using a personal computer to access the voting website at <http://www.web54.net>, follow the instructions shown on the screen, using the “voting rights exercise code” and “password” shown on the enclosed voting rights exercise form. After inputting your password (you may change your password if you wish), you will be able to submit votes of approval or disapproval for the various agenda items.

Please be aware that we do not have a designated website to exercise voting rights using mobile phones.

(2) Exercise of Voting Rights

1. You may exercise your voting rights until 5 p.m. on June 26, 2013 (Wednesday).
2. In cases in which voting rights are exercised both by paper form and electronically (Internet, etc.), the electronic (Internet, etc.) version will be considered effective.
3. In the cases in which voting rights are exercised electronically (Internet, etc.) multiple times, the final exercise of voting rights will be considered effective.

(3) Handling of Passwords

1. Passwords are used to confirm that those voting are actually the shareholders with voting rights. Please be sure to keep your password secure. For security reasons, we cannot provide you with password information over the telephone or by other indirect means.
2. If you input your password incorrectly more than a specified number of times, your account will be locked and unusable. If you wish to have another password issued, please follow the instructions on the computer screen.
3. The passwords supplied for exercising voting rights are effective for this year’s regular general shareholders’ meeting only.

(4) Questions Regarding Personal Computer Operation, Etc.

If you have questions regarding the use of the voting rights execution website, please contact the following unit.

Sumitomo Mitsui Trust Bank, Limited
Help Desk for Internet Voting
Phone Number: 0120 (652) 031
(Available from 9 a.m. to 9 p.m.)

Notes: System requirements to exercise your voting rights via the Internet are as follows:

1. Screen resolution of at least 800 dots x 600 dots (SVGA)
2. The following applications
 - a. Microsoft® Internet Explorer Ver. 5.01 SP 2 or higher
(Please be aware that even if this browser is used in accordance with the other system requirements, shareholders’ personal computers may in some cases be unable to access and/or use the voting right execution website due to the characteristics of the personal computer in question or other setting environments)
 - b. Adobe® Acrobat® Reader™ Ver. 4.0 or higher, or Adobe® Reader® Ver. 6.0 or higher (In the case that you wish to read the convocation notice and reference materials online.)
 - * “Microsoft®” and “Internet Explorer” are registered trademarks and/or trademarks of Microsoft Corporation in the United States and other countries.
 - * “Adobe® Acrobat® Reader™” and “Adobe® Reader®” are registered trademarks and/or trademarks of Adobe Systems Incorporated in the United States and other countries.
 - * All of these products may be obtained free of charge from the websites of their manufacturers.
3. Shareholders must bear the burden of such expenses as the subscription payment to Internet

providers of services enabling connections to the voting rights execution website and payments to other communications companies associated with the accessing of the voting rights execution website.

4. Internet connections may sometimes be restricted due to firewalls, etc.; so, please confirm this point with your system administrator.
5. Because the voting rights execution website employs "pop-up window" functions, please be sure to temporarily turn off anti-pop-up window software settings if you have made such settings, before using the website.

2. Exercising Voting Rights via the Voting Rights Exercise Platform

With regard to institutional investors, shareholders who have registered in advance to use Voting Rights Exercise Platform may use this platform to exercise their voting rights.

Business Report

(From April 1, 2012, to March 31, 2013)

1. Current State of Group Operations

(1) Operating Environment

1. Business Operations and Results (consolidated)

The world economy continued to face difficult conditions during fiscal 2012, affected mainly by the prolonged European sovereign-debt crisis and the slowed economic growth in other emerging markets, such as China, although the U.S. economy was on a moderate recovery path. Meanwhile, the Japanese economy also experienced difficulties, due to the persisting trend of very high appreciation in the value of the yen, energy problems, and other factors. After entering the new year of 2013, however, the economy benefited from the so-called “Abenomics effects,” as the overvalued yen falling, due to the correction policy, and recovery of stock prices in anticipation of the economic policy set out by the new administration. Thus, fiscal 2012 ended on March 31, 2013 with signs of bottoming out of the economy.

Against this economic background, Mitsui Mining & Smelting Co., Ltd. and its consolidated subsidiaries (the Mitsui Kinzoku Group) enjoyed strong demand in its automotive parts and components operations during the fiscal 2012 first-half period, backed by the eco-car subsidies and other factors. On the other hand, the Group’s operating environment was affected by the generally weak demand in the electronic materials operations in addition to the continuing trend of very high appreciation in the value of the yen and softening metal prices. In the fiscal 2012 second-half period, the Group enjoyed the growing demand for high-end copper foil products for smartphones in its electronic materials operations, on top of seeing corrective actions to metal prices and foreign exchange rates. However, the Group overall remained in a tough environment, due to the significant decline in sales of Japanese products in China and other factors in the automotive parts and components operations.

Under these circumstances, the Group continued to pursue the four business fields of “resources,” “environment,” “energy” and “recycling.” The Group expects to demonstrate its strengths in each of these fields, which are expected to lead the Group to corporate growth. Steps were taken, specifically, to promote mine investment, to push expansion of the catalysts business to emerging countries, to reinforce the production facilities in the battery materials business, to strengthen the recycling business, and to integrate domestic sites as well as to expand the global production structure in the automotive parts and components operations.

As a result of the above, net sales in fiscal 2012 registered a decrease of ¥13,839 million compared with the previous fiscal year, to ¥417,219 million. Operating income decreased by ¥4,345 million from the previous year, to ¥16,557 million, and ordinary income decreased by ¥2,974 million from the previous year, to ¥16,194 million, due to the decreases in operating income and dividend income. In extraordinary items, the Group recorded extraordinary profits of ¥1,330 million gain on sale of property, plant and equipment, and also extraordinary losses of ¥1,113 million loss on disposal of property, plant and equipment as well as ¥724 million in business structure improvement expenses. After accounting for income taxes and minority interests, net income in fiscal 2012 amounted to ¥9,910 million, ¥1,621 million lower than that in the previous fiscal year.

2. Operating Environment and Results by Each Group

Engineered Materials Group

Sales of hydrogen storage alloy for hybrid automobiles were strong and the Engineered Materials Group entered the new business of lithium manganese oxide applications in electric vehicles. However, sales of motorcycle catalysts declined. As a result, sales in the Group decreased ¥4,910 million from the previous fiscal year to ¥56,630 million, and ordinary income declined ¥3,454 million year on year to ¥8,302 million.

Metals, Minerals & Environmental Engineering Group

Demand for zinc remained favorable primarily for vehicle-use zinc-plated steel panels although non-ferrous metal prices dropped from the previous fiscal year due to the impact of the European sovereign-debt crisis and other factors. As a result, sales in the Metals, Minerals & Environmental Engineering Group climbed ¥3,615 million year on year to ¥142,985 million. While ordinary income declined mainly due to rising energy costs and ongoing appreciation in the value of the yen, ordinary income increased ¥31 million year on year to ¥1,215 million, buoyed by two factors, such as metal price fluctuations that gave an advantage to inventories and the government's effort to correct the overvalued yen after the start of 2013, both of which resulted in greater income.

Electronic Materials Group

While demand for high-end ultrathin copper foil for use in smartphones and other mobile devices continued to be steady, demand for other products remained weak due to the sluggish conditions in the electronic materials market. As a result, sales in the Electronic Material Group declined ¥11,327 million year on year to ¥71,181 million. However, ordinary income increased ¥1,234 million year on year to ¥2,647 million as a result of improvements made to the product mix and other factors.

Materials & Applications Group

While demand for thin-film materials (ITO) was strong, thanks to the increased need for tablet PCs and other mobile devices as well as the favorable market for liquid crystal TVs in China, other products were generally weak. As a result, sales in the Materials & Applications Group declined ¥11,317 million year on year to ¥124,165 million although ordinary income showed a year-on-year increase of ¥178 million to ¥3,178 million.

Automotive Parts & Components Group

Despite positive effects in the increase in domestic automobile sales, backed by the eco-car subsidies, there were also adverse effects associated with emerging countries where demand for automobiles was stagnant due to a slowdown in economic growth, and sales of Japanese cars dropped in China. As a result, sales in the Automotive Parts & Components Group fell ¥3,184 million year on year to ¥88,895 million. Meanwhile, ordinary income increased ¥1,123 million year on year to ¥6,213 million, due to the restructuring of the domestic production structure, the establishment of the optimal production structure in Asia, and other factors.

Net sales and ordinary income by each group are the following:

[Net Sales]

Group	2012	2011	Change from the Previous Year	
	Net Sales (Millions of Yen)	Net Sales (Millions of Yen)	Net Sales (Millions of Yen)	(Percentage)
Engineered Materials Group	¥56,630	¥61,541	(¥4,910)	(8.0%)
Metals, Minerals & Environmental Engineering Group	142,985	139,369	3,615	2.6
Electronic Materials Group	71,181	82,509	(11,327)	(13.7)
Materials & Applications Group	124,165	135,482	(11,317)	(8.4)
Automotive Parts & Components Group	88,895	92,080	(3,184)	(3.5)
Adjustment Amount	(66,638)	(79,924)	13,285	--
Total	¥417,219	¥431,058	(¥13,839)	(3.2%)

Notes: 1. Figures are rounded down to the nearest million yen.

2. Intergroup net sales are deducted by means of Adjustment Amount items.

[Ordinary Income]

Group	2012	2011	Change from the Previous Year	
	Ordinary Income (Millions of Yen)	Ordinary Income (Millions of Yen)	Ordinary Income (Millions of Yen)	(Percentage)
Engineered Materials Group	¥8,302	¥11,756	(¥3,454)	(29.4%)
Metals, Minerals & Environmental Engineering Group	1,215	1,184	31	2.7
Electronic Materials Group	2,647	1,412	1,234	87.4
Materials & Applications Group	3,178	2,999	178	6.0
Automotive Parts & Components Group	6,213	5,089	1,123	22.1
Adjustment Amount	(5,363)	(3,274)	(2,088)	--
Total	¥16,194	¥19,168	(¥2,974)	(15.5%)

Notes: 1. Figures are rounded down to the nearest million yen.

2. Intergroup transactions are deducted by means of Adjustment Amount items.

3. Capital Investment

The Mitsui Kinzoku Group invested a total of ¥22,601 million, mainly for the following purposes by each group:

Group	Capital Investment (Millions of Yen)	Contents and Purposes
Engineered Materials Group	¥3,540	Expanding automotive catalysts manufacturing facilities, etc.
Metals, Minerals & Environmental Engineering Group	6,233	Maintaining and renovating facilities, boosting efficiency, conserving energy, etc.
Electronic Materials Group	3,436	Expanding copper foil manufacturing facilities, etc.
Materials & Applications Group	3,821	Maintaining and renovating facilities, boosting efficiency, conserving energy, etc.
Automotive Parts & Components Group	3,197	Boosting functional automotive parts manufacturing productivity, conserving energy, etc.
Other Group	2,371	Maintaining and renovating facilities, boosting efficiency, conserving energy, etc.
Total	¥22,601	

Notes: 1. Figures are rounded down to the nearest million yen.

2. Unrealized profit on intergroup transactions is deducted by means of the Other Group item.

4. Funding

In November 2012, Mitsui Mining & Smelting Co., Ltd. (the Company), issued ¥10.0 billion of bonds, its No.11 issuance of unsecured domestic straight bonds, with the purpose of redeeming commercial paper.

5. Research & Development and Resource Development

Research and Development

Research and development activities that are closely coordinated with the actual business are carried out at the New Product & Process Development Center in each sector, while research into future themes for the Company is undertaken at the Corporate R&D Center.

Research and development activities that are closely related to businesses are as follows. In connection with the engineered materials area, the Company performs research and development on cathode and anode materials for next-generation rechargeable lithium ion batteries, new catalyst materials and catalysts for fuel cell vehicles, and phosphors for white LEDs. In the electronic materials area, the Company's activities include conducting technological improvements for electro-deposited copper foil and development of advanced fine patterning materials for hi-end logic IC package applications.

Research and development on future themes include the development of battery materials which contribute to expanding capacity, improving power, extending life and enhancing safety of batteries, and the development of metal inks utilizing nano technology and inorganic nano materials for enhancing optical performance of lenses .

Resource Development

In addition to Huanzala and Pallca mines in Republic of Peru, the Group continues to explore mining possibilities as it did last year in the Atalaya region, which is located between the two mines.

Meanwhile, in the Province of British Columbia, Canada, the Group also continued to explore mining possibilities under the Ruddock Creek Project as it did during the previous period. The internal economic feasibility study produced promising results, therefore it intends to continue with its research.

(2) Operating Performance and Financial Position of the Mitsui Kinzoku Group and the Company

1. Changes in performance and assets for the Mitsui Kinzoku Group are as follows:

Year ended March 31		85th (2009)	86th (2010)	87th (2011)	88th (2012)
Net sales	(Millions of yen)	¥392,364	¥446,487	¥431,058	¥417,219
Ordinary income	(Millions of yen)	25,639	34,010	19,168	16,194
Net income	(Millions of yen)	13,899	21,160	11,531	9,910
Earnings per share	(Yen)	24.32	37.03	20.18	17.35
Total assets	(Millions of yen)	416,541	411,027	413,106	438,072
Total net assets	(Millions of yen)	121,300	134,452	140,175	155,049
Total net assets per share	(Yen)	194.82	220.38	230.61	256.56

Notes: 1. Figures are rounded down to the nearest million yen, except earnings or loss per share and total net assets per share.

2. Earnings or loss per share is calculated based on the average number of issued and outstanding shares during the term.

2. Changes in performance and assets for the Company are as follows:

Year ended March 31		85th (2009)	86th (2010)	87th (2011)	88th (2012)
Net sales	(Millions of yen)	¥268,480	¥240,318	¥213,087	¥199,081
Ordinary income	(Millions of yen)	12,897	10,376	8,551	4,545
Net income	(Millions of yen)	10,572	5,117	7,106	3,274
Earnings per share	(Yen)	18.49	8.95	12.43	5.73
Total assets	(Millions of yen)	320,314	288,067	292,098	303,332
Total net assets	(Millions of yen)	75,352	77,509	80,775	82,610
Total net assets per share	(Yen)	131.84	135.63	141.42	144.64

Notes: 1. Figures are rounded down to the nearest millions yen, except earnings or loss per share and total net assets per share.

2. Earnings or loss per share is calculated based on the average number of issued and outstanding shares during the term.

(3) Important Challenges Ahead

In fiscal 2013, the outlook for the global economy remains uncertain in some aspects. Conditions are impacted mainly by the delayed economic recovery in Europe due to the sovereign-debt crisis and by the slowdowns in the pace of economic growth in China and other emerging countries, although the U.S. economy is on a solid recovery path. Meanwhile, Japan is seeing stronger expectation of an economic upturn than it did the year before, thanks mainly to the so-called Abenomics effects and the full-scale startup of reconstruction demand after the Great East Japan Earthquake, despite concerns about a rise in the unit price of electric power and other factors.

While operating conditions which surround the Group are looking up, the Group still anticipates to face tough business circumstances, including fluctuation in the non-ferrous metal market, an upswing in energy costs, ongoing commoditization, and intensifying price competition.

Taking into consideration these factors, the Group formulated a new medium-term business plan, the “2013 Medium-Term Plan.” The Group intends to further strengthen its management foundation by carrying out this 3-year business plan, which begins in fiscal 2013.

Specific measures are as follows:

In engineered materials operations, the Group plans to focus, in particular, on battery materials and motorcycle catalysts. In the area of battery materials for electric vehicles, the Group will exert efforts in developing next-generation materials while enhancing the operation degree of lithium manganese oxide production facilities at the Takehara Refinery in Hiroshima. Turning to motorcycle catalysts, the Group currently runs production plants in Thailand, China, India and Indonesia. In addition, the Group is establishing the new plant in Vietnam, and plans on acquiring a new operating base in addition to the existing sites in an aim to promote business expansion.

In metals, minerals and environmental engineering operations, the Group will continue to diversify its sourcing of raw materials by utilizing more recycled zinc oxide ore. The Group is also strengthening the recycling business mainly by improving the operating rate of facilities at the Takehara Refinery for the recovery of valuable metals from waste printed circuit boards. Turning to mine development, Pan Pacific Copper Co., Ltd., has continuously been leading the development efforts at the Caserones copper mine in Chile. Operations for producing copper ore will begin, toward full production that is planned for 2014, in addition to the production of electric copper that began there in March 2013. At the same time, the Group’s efforts will also be extended to zinc mining operations where steps will continue to be taken in exploration activities to secure the necessary resources.

In electronic materials operations, the Group will work to reinforce its earnings platform through the development and promotion of next-generation ultrathin copper foil and other strategic products, whose optimal production and sales capabilities to be implemented on a global basis.

In the materials and applications operations, individual operations will implement measures that match their respective business conditions. In this manner, the Group will strive to maximize earnings.

In the automotive parts and components operations where door locks are the core products, Mitsui Kinzoku ACT Corporation is in the process of constructing plants in Mexico and Indonesia as new additions to the existing overseas network. The Group will explore opportunities for promoting further business penetration worldwide, and take initiatives in bolstering growth to solidify the unrivaled, number one position in the global door lock market.

On top of carrying out the above growth strategies, the Group intends to place emphasis on improving its cash flow, continuing efforts to reduce inventories, adopting efficient production methods, and making appropriate business decisions. By so doing, the Group is determined to successfully convert itself into a highly competitive enterprise with a streamlined organization with lean management.

The Group will strive to realize its goal set forth in the “2013 Medium-Term Business Plan” – to become “a corporate group that is capable of achieving sustainable growth in materials business by

leveraging its expertise in ‘Material Intelligence’ – and make an utmost effort toward enhancing corporate value.

(4) Mitsui Kinzoku Group’s Principal Business (As of March 31, 2013)

Group	Principal Products/Services
Engineered Materials Group	Battery materials (Hydrogen storage alloy, Lithium manganese oxide, and Battery-use zinc powder), Automotive catalysts, Engineered powders (Magnetite), Rare metal compounds (Cerium oxide based polishing powders, Tantalum pentoxide, Niobium pentoxide), Rare earths, Single crystals
Metals, Minerals & Environmental Engineering Group	Zinc, Copper, Lead, Gold, Silver, Sulfuric acid, Zinc alloy, Zinc oxide, Litharge, Industrial waste material processing, Soil contamination surveys, Geothermal steam
Electronic Materials Group	Electrodeposited copper foil, Metal powders
Materials & Applications Group	Thin-film materials (Sputtering targets), Perlite (Construction materials, Wet type filter aids, Heat insulators, Dry type filter aids, Soil improvement materials), Expanded shale light weight aggregate, Ceramics products (Liquid aluminum filtration materials, Alumina, Silicon-carbon ceramics), Grinding wheels, Zinc/aluminum/magnesium die-cast products, Powdered metallurgical products, Nondestructive inspection systems, Information processing systems, Engineering services for diverse manufacturing plants, environmental protection equipment, and automation equipment; Design and implementation services for construction, civil engineering and other projects; Polyethylene composite pipes, Marketing of nonferrous metals, electronics materials etc, Rolled copper products (Copper sheet and strip, Brass sheet and strip), Rolled zinc products (Zinc sheet for printing, Zinc anodes for protection, Zinc sheet for building materials applications)
Automotive Parts & Components Group	Functional automotive parts

(5) Principal Business Offices, Plants, and Laboratories (As of March 31, 2013)

1. Mitsui Kinzoku

Head office	1-11-1, Osaki, Shinagawa-ku, Tokyo
Branch	Osaka
Plants	Kamioka Catalyst Plant (Hida-shi, Gifu), Miike Rare Metals Plant (Omuta-shi, Fukuoka), Takehara Refinery (Takehara-shi, Hiroshima), Hibi Smelter (Tamano-shi, Okayama), Ageo Copper Foil Plant (Ageo-shi, Saitama), Miike Thin-film Materials Plant (Omuta-shi, Fukuoka), Kitakata Perlite Plant (Kitakata-shi, Fukushima), Osaka Perlite Plant (Kaizuka-shi, Osaka), Omuta Ceramics Plant (Omuta-shi, Fukuoka), Nirasaki Die-Casting Plant (Nirasaki-shi, Yamanashi)
Laboratory	Corporate R&D Center (Ageo-shi, Saitama)

2. Consolidated Subsidiaries

Japan	Kamioka Mining & Smelting Co., Ltd. (Hida-shi, Gifu), Hachinohe Smelting Co., Ltd. (Shinagawa-ku, Tokyo), Hikoshima Smelting Co., Ltd. (Shimonoseki-shi, Yamaguchi), Okuaizu Geothermal Co., Ltd. (Yanaizu-cho, Fukushima), Mitsui Kinzoku Trading Co., Ltd. (Sumida-ku, Tokyo), MESCO, Inc. (Sumida-ku, Tokyo), Mitsui Kinzoku ACT Corporation (Yokohama-shi, Kanagawa)
Overseas	Taiwan Copper Foil Co., Ltd. (Taiwan), Mitsui Copper Foil (Malaysia) Sdn. Bhd. (Malaysia), Mitsui Electronic Materials Co., Ltd. (Taiwan), GECOM Corp. (U.S.A.), Mitsui Siam Components Co., Ltd. (Thailand)

(6) Employees (As of March 31, 2013)

1. Number of Mitsui Kinzoku Group Employees

Group	Number of Employees	
Engineered Materials Group	660	(279)
Metals, Minerals & Environmental Engineering Group	1,600	(375)
Electronic Materials Group	1,318	(286)
Materials & Applications Group	2,240	(348)
Automotive Parts & Components Group	4,046	(353)
Other Group	290	(21)
Total	10,154	(1,662)

Note: The numbers of employees represent the numbers of employees actually working, and the numbers of temporary employees are shown separately in parentheses. Temporary employee figures include temporary laborers, part-time employees, and temporary contract employees but exclude temporary employees dispatched by personnel agencies.

2. Number of the Company Employees

Number of Employees	Average Age (Years)	Average Length of Employment (Years)
1,796 (226)	41.7	17.1

Note: The number of employees represents the number of full-time employees. The number of temporary employees is shown separately in parentheses, and these temporary employees are not considered when calculating figures for average age or average length of employment.

(7) Major Lenders (As of March 31, 2013)

	Amount of Borrowings (Millions of Yen)
Sumitomo Mitsui Banking Corporation	¥13,670
Sumitomo Mitsui Trust Bank, Ltd.	10,015
Mizuho Corporate Bank, Ltd.	6,503
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	6,487
Japan Oil, Gas and Metals National Corporation (JOGMEC)	5,633

Note: Figures are rounded down to the nearest million yen

(8) Condition of Principal Subsidiaries of Mitsui Kinzoku

	Paid-in Capital (Millions)	Equity Stake of the Company (%)	Principal Operations
Kamioka Mining & Smelting Co., Ltd.	¥4,600	100.0	Smelting of zinc and lead and production of metal powders and others
Hachinohe Smelting Co., Ltd.	¥4,795	85.5	Smelting of zinc and lead
Hikoshima Smelting Co., Ltd.	¥460	100.0	Smelting of zinc and production of metal powders, battery materials, and others
Okuaizu Geothermal Co., Ltd.	¥100	100.0	Sale of geothermal steam for power generation
Taiwan Copper Foil Co., Ltd.	NT\$800	95.0	Production and sale of copper foil for printed circuit boards
Mitsui Copper Foil (Malaysia) Sdn. Bhd.	RM160	100.0	Production and sale of copper foil for printed circuit boards
Mitsui Electronic Materials Co., Ltd.	NT\$600	100.0	Production and sale of thin-film materials (Sputtering targets)
Mitsui Kinzoku Trading Co., Ltd.	¥240	100.0	Sale of nonferrous metals and electronic materials, etc.
MESCO, Inc.	¥1,085	63.3	Engineering services for production plants, environmental equipment, automated machinery, and other facilities as well as the production, sale, and construction of polyethylene compound pipes
Mitsui Kinzoku ACT Corporation	¥3,000	100.0	Production and sale of functional automotive parts
GECOM Corp.	US\$15.75	100.0	Production and sale of functional automotive parts
Mitsui Siam Components Co., Ltd.	Bh210	100.0	Production and sale of functional automotive parts and automotive catalysts

2. Mitsui Kinzoku Group and the Company Outline

(1) Common Stock (As of March 31, 2013)

1. Authorized: 1,944,000 thousand
2. Issued and outstanding: 572,966,166
3. Number of shareholders: 53,651 (down 2,564 from the previous fiscal year)
4. Major shareholders (Top 10):

	Investment in the Company	
	Number of Shares Held (Thousands)	Percentage of Shares Held (%)
Japan Trustee Services Bank, Ltd. (Held in trust account)	42,482	7.43
Japan Trustee Services Bank, Ltd. (Held in trust account 9)	38,346	6.71
The Master Trust Bank of Japan, Ltd. (Held in trust account)	34,574	6.05
National Mutual Insurance Federation of Agricultural Cooperatives	23,291	4.07
CBNY – ORBIS SICAV	16,618	2.90
The Employees' Shareholding Association	11,744	2.05
SSBT OD05 OMNIBUS ACCOUNT - TREATY CLIENTS	6,525	1.14
Mitsui Life Insurance Company, Limited	5,986	1.04
Trust & Custody Services Bank, Ltd. (Held in securities investment trust account)	5,470	0.95
The Clients' Shareholding Association	5,463	0.95

- Notes: 1. Percentages of shares held are calculated based on the total number of shares issued and outstanding (excluding 1,813,745 shares in treasury).
 2. Figures are rounded down to the nearest thousand shares.

(2) Directors and Corporate Auditors

1. Directors and Corporate Auditors (As of March 31, 2013)

Position	Name	Duties and Major Occupation	Relationship to Other Companies, Etc.
President Representative Director	Sadao Senda	CEO (Chief Executive Officer), COO (Chief Operating Officer)	
Representative Director Senior Managing Director	Mitsuhiko Hasuo	Senior Managing Executive Officer, Senior General Manager of Metals, Minerals & Environmental Engineering Sector, Materials & Applications Sector, Energy Management Department	Outside Director of Nakabohtech Co., Ltd.
Director	Harufumi Sakai	Senior Executive Officer	President and Representative Director of Mitsui Kinzoku ACT Corporation

Position	Name	Duties and Major Occupation	Relationship to Other Companies, Etc.
Director	Masahisa Morita	Senior Executive Officer, Senior General Manager of Engineered Materials Sector	Outside Auditor of Powdertech Co., Ltd.
Director	Takashi Sato	Senior Executive Officer, Deputy Senior General Manager of Metals, Minerals & Environmental Engineering Sector	
Director	Keiji Nishida	Senior Executive Officer, CFO(Chief Financial Officer), Senior General Manager of Corporate Management Department	
Director	Osamu Higuchi		
Outside Director	Hikomichi Shibata		Professor, Faculty of Business Administration, Yokohama National University
Corporate Auditor	Tatsuhiko Takai		Outside Auditor of Nakabohtech Co., Ltd.
Corporate Auditor	Akira Osano		
Outside Corporate Auditor	Junya Sato		Lawyer Outside Director of Nikki Co., Ltd. Outside Auditor of SEIKAGAKU CORPORATION Outside Auditor of Sapporo Holdings Limited
Outside Corporate Auditor	Ryuhei Wakasugi		Professor Emeritus, Kyoto University Visiting Professor, Institute of Economic Research, Kyoto University Visiting Professor, the Center for Economic Growth Strategy, Yokohama National University

- Notes: 1. Corporate Auditors Tatsuhiko Takai and Akira Osano have for many years been responsible for the Company's bookkeeping operations and have considerable knowledge regarding finance and accounting.
2. Director Mitsuru Uekawa died on December 4, 2012, relinquishing his post.
3. On April 1, 2013, Outside Director Hiromichi Shibata assumed the post of Professor at Graduate School of International Social Sciences, Yokohama National University, in line with the reorganization.
4. On April 1, 2013, Outside Corporate Auditor Ryuhei Wakasugi assumed the post of Special Visiting Professor at the Faculty of Economics, Gakushuin University.

2. Total Compensation Paid to Directors and Corporate Auditors

Classification	Number	Total Compensation
Directors	9	¥346 million
Corporate Auditors	4	79 million
Total	13	¥425 million

Notes: 1. The above includes one Director who died on December 4, 2012.

2. At the 80th Annual General Meeting of Shareholders held on June 29, 2005, shareholders approved a limit on compensation paid to Directors of ¥60 million per month (not including compensation for their services as employees).

3. At the 80th Annual General Meeting of Shareholders held on June 29, 2005, shareholders approved a limit on compensation paid to Corporate Auditors of ¥15 million per month.

4. The amount of compensation, etc., to be submitted to the 88th Annual General Meeting of Shareholders includes a Directors' bonus.

5. Listed monetary amounts are rounded down to the nearest million yen.

3. Matters Related to Outside Directors and Outside Corporate Auditors

(a) Important Positions Held Concurrently at Other Organizations

Please refer to "1. Directors and Corporate Auditors" on pages 23-24. The Company has no special relationship with any of the entities.

(b) Principal Activities during the Fiscal Year under Review

Position	Name	Principal Activities
Director	Hikomichi Shibata	Attended 16 of the 18 meetings of the Board of Directors during the fiscal year, from his perspective as an outstanding academic expert in the field of management, made appropriate and necessary comments on proposals and discussions
Corporate Auditor	Junya Sato	Attended 16 of the 18 meetings of the Board of Directors and all 12 meetings of the Board of Auditors during the fiscal year, when necessary, made comments, primarily from his perspective as a lawyer, regarding the Company's compliance systems as well as appropriate and necessary comments on proposals and discussions
Corporate Auditor	Ryuhei Wakasugi	Attended all 18 meetings of the Board of Directors and all 12 meetings of the Board of Auditors during the fiscal year, from his perspective as a person with experience in government administration and as an outstanding academic expert in the field of economics, made appropriate and necessary comments on proposals and discussions

(c) Total Compensation Paid to Outside Directors and Outside Corporate Auditors

	Number	Total Compensation, Etc.
Total amount of compensation, etc., paid to Outside Directors and Outside Corporate Auditors	3	¥37 million

Note: Listed monetary amounts are rounded down to the nearest million yen.

(d) Summary of Contracts for Limitation of Liability

Based on Company Law Article 427-1, the Company has arranged contracts with Outside Directors and Outside Corporate Auditors regarding liability as defined by Company Law Article 423-1 to limit total liability to the figure stipulated by Company Law Article 425-1.

(e) Notification of Independent Directors and Corporate Auditors

Though none of the Company's Outside Directors and Corporate Auditors have interests with any particular party from the company, including its management, and have conflicts of interest with general shareholders, the Company has notified the Tokyo Stock Exchange that its Outside Director Hiromichi Shibata is the Independent Director of the Company, and has judged him capable of monitoring management through a business execution process.

(3) Matters Related to the Independent Auditing Firm

1. Name of the firm: KPMG AZSA LLC

2. Total compensation, etc., paid to the firm

	Amount
Total compensation paid to the firm during the fiscal year under review	¥99 million
Total monetary amount and value of other assets paid to the firm by the Company and its subsidiaries	¥155 million

Notes: 1. Since the contract between the Company and the auditing firm does not distinguish between the audit required under Japan's Company Law and the audit required under the Financial Instruments and Exchange Law, the above figures also include the cost of the audit required under the Financial Instruments and Exchange Law.

2. Among the Company's material subsidiaries, the following were legally audited by a certified public accountant or accounting firm, other than the Company's audit firm, with the corresponding qualifications in a foreign country: Taiwan Copper Foil Co., Ltd.; Mitsui Copper Foil (Malaysia) Sdn. Bhd.; Mitsui Electronic Materials Co., Ltd.; GECOM Corp.; and Mitsui Siam Components Co., Ltd.

3. Figures are rounded down to the nearest million yen.

3. Details of Non-audit Services

The Company entrusts the independent auditing firm with "the preparation of a comfort letter associated with the issuance of corporate bonds," which is a service outside the professional responsibilities provided under Article 2, Paragraph 1 of the Certified Public Accountants Act (non-audit service).

4. Policy regarding decisions related to dismissal and non-renewal of contract with the independent auditing firm

The Board of Directors, at the Company's convenience and with the approval of the Board of Auditors, may make the purpose of a shareholders' meeting the non-renewal of the contract with the auditing firm, or, in the event that matters occur which are the responsibility of the auditing firm and the decision is made that the Company cannot continue the contract with the auditing firm, with the approval of the Board of Auditors, the Directors may call a shareholders' meeting to dismiss or not re-appoint the auditing firm. In either of these cases, at the said shareholders' meeting, with the approval of the Board of Auditors, the Board of Directors may make a proposal for the selection of a new independent auditing firm.

When the provisions of Article 340-1 of the Company Law are deemed to be applicable to the auditing firm, the Board of Auditors may dismiss the firm by a unanimous vote. When the provisions of Article 344-2 of the Company Law are deemed to be applicable, the Board of Auditors may confer and request that the Board of Directors submit a resolution on the "dismissal or non-renewal of the contract with the auditing firm" to a shareholders' meeting by a majority vote.

(4) Systems for Ensuring Appropriate Business Operations

The Company has made the following decisions regarding the systems for ensuring that the conduct of duties by the Directors is in accordance with relevant laws, ordinances, and the Company's Articles of Incorporation and the systems for ensuring the proper conduct of the Company's other activities.

1. Systems for ensuring that the conduct of duties by the Directors and employees is in accordance with relevant laws and the Company's Articles of Incorporation

To ensure that the conduct of business activities by the Directors and employees is in compliance with relevant laws, ordinances, and the Company's Articles of Incorporation, the Company has clarified its compliance system by instituting its "Code of Behavior," which Directors and employees are expected to observe. The Company has also established and promotes the observance of other internal regulations, including "Regulations for the Management of Internal Information and Insider Trading (Naibu jouhou kanri oyobi naibusha torihiki ni kansuru kisoku)," "Regulations for Operation of the Hotline (Hot line unei kisoku)," and "Regulations for the Management of Product Exports (Seihin yushutsu tou kanri kisoku)." In addition, the Company has defined clear the authority of the Directors through the issuance of internal regulations, including "Regulations for the Board of Directors (Torishimariyaku-kai kisoku)." Also, by appointing outside directors who have a high degree of independence, the Company has created a framework that provides for increased transparency to ensure that the Directors are conducting their duties appropriately. In addition, to maintain the soundness of financial processing, the Company conducts periodic internal audits.

2. Systems for storing and safekeeping of information related to the conduct of the duties of the Directors

For information related to the conduct of the duties of the Directors, the Company has prepared, stores, and keeps in custody such information according to legal requirements, the "Regulations for the Board of Directors (Torishimariyaku-kai kisoku)," "Regulations Regarding Documentation (Bunsho kisoku)," and other internal regulations.

3. Regulations and systems concerning the management of losses and hazards

To minimize risks related to the conduct of business activities and respond to risks that have already materialized, the Company has formed a Risk Management Committee, based on its "Regulations for the Risk Management Committee (Risk Management iinkai kisoku)," and has placed specified organizational units in charge of each type of risk with the objectives of monitoring and evaluating the risks that may arise in the Company's business activities, deciding on policies for risk management, and preparing measures to deal with risks when they materialize.

4. Systems to ensure that the Directors conduct their duties efficiently

As the basis for systems that ensure the Directors perform their duties efficiently, the Board of Directors holds a regular meeting once a month, and at other times as necessary. In addition, to clarify decision-making authority, the Company has instituted decision-making authority regulations and works to enhance the efficiency of decision making. Also, through the introduction of the Executive Officer system, the Company is endeavoring to accelerate the execution of business operations.

5. Systems to ensure that the corporate Group, comprising the Company as well as the parent company and subsidiaries, conducts its business activities appropriately

The Company's "Code of Behavior," "Regulations for the Management of Internal Information and Insider Trading (Naibu jouhou kanri oyobi naibusha torihiki ni kansuru kisoku)," and "Regulations for Operation of the Hotline (Hot line unei kisoku)" are also applied to the members of the Group to ensure proper conduct within Group companies. Moreover, decisions and reports are made as part of management supervision in accordance with the "Regulations for the Management of Affiliate Companies (Kankei-gaisha kanri kisoku)." In addition, to maintain the soundness of the financial management of subsidiaries, the Company conducts periodic internal audits in these companies.

6. Matters related to the appointment of employees to assist the Corporate Auditors, when the Corporate Auditors request such assistance, and to the independence of such employees from the Directors

Under the Company's "Regulations for Company Work Systems (Kaisha shokusei kisoku)," the Company has formed an Audit Office and assigned employees to assist the Corporate Auditors in the conduct of their duties. In addition, the selection of these employees is made with reference to the opinions of the Auditors.

7. Systems for Directors and employees to report to the Corporate Auditors, other systems for reporting to the Corporate Auditors, and other systems for ensuring that the auditing activities of the Corporate Auditors are conducted effectively

When the Directors discover facts that may cause serious losses to the Company, and when other events occur, for which reports must be submitted by the Board of Corporate Auditors, this information is reported to the Corporate Auditors. In addition, the Representative Directors and Corporate Auditors meet periodically to exchange opinions.

Consolidated Balance Sheet

(As of March 31, 2013)

Millions of yen

Assets	
Current assets:	
Cash and time deposits	¥15,202
Notes and accounts receivable	77,937
Merchandise and finished goods	22,129
Work in process	25,696
Raw materials and supplies	24,745
Deferred tax assets	2,319
Others	11,409
Allowance for doubtful accounts	(177)
Total current assets	179,263
Fixed assets:	
Tangible fixed assets:	
Buildings and structures	150,486
Machinery and automotive equipment	295,515
Land	33,973
Lease assets	4,675
Construction in progress	6,578
Others	44,643
Accumulated depreciation	(383,846)
Total tangible fixed assets	152,027
Intangible fixed assets:	
Total intangible fixed assets	4,731
Investments and other assets:	
Investment securities	93,410
Long-term loans	486
Deferred tax assets	1,760
Others	6,549
Allowance for doubtful accounts	(157)
Total investments and other assets	102,050
Total fixed assets	258,809
Total assets	¥438,072

Millions of yen

Liabilities and Net Assets	
Current liabilities:	
Notes and accounts payable	¥37,547
Short-term debt	70,463
Commercial paper	10,000
Current portion of straight bonds	10,000
Current portion of lease liability	584
Accrued income taxes	1,338
Consumption taxes payable	673
Deferred tax liabilities	0
Provision for bonus	4,020
Provision for Directors' bonus	57
Provision for product warranties	1,188
Provision for loss on construction contracts	57
Provision for loss on disposal of inventories	319
Others	24,410
Total current liabilities	160,661
Long-term liabilities:	
Straight bonds	40,000
Long-term debt	49,909
Lease liability	1,644
Deferred tax liabilities	2,572
Employees' retirement benefits	22,086
Directors' and corporate auditors' retirement benefits	538
Provision for environmental countermeasures	1,319
Provision for preventing environmental pollution in mineral, mining, and other operations	820
Asset retirement obligations	2,458
Others	1,010
Total long-term liabilities	122,361
Total Liabilities	283,023
Net assets	
Common stock	42,129
Capital surplus	22,557
Retained earnings	90,302
Treasury stock	(592)
Shareholders' equity	154,397
Net unrealized gains on securities, net of tax	767
Unrealized gains (losses) on hedging derivatives, net of tax	219
Foreign currency translation adjustments	(8,849)
Accumulated other comprehensive income	(7,861)
Minority interests in consolidated subsidiaries	8,514
Total net assets	155,049
Total liabilities and net assets	¥438,072

Consolidated Statement of Operations

(April 1, 2012 to March 31, 2013)

	Millions of yen
Net sales	¥417,219
Cost of sales	357,294
Gross profit	59,925
Selling, general and administrative expenses	43,367
Operating income	16,557
Non-operating income:	
Interest income	128
Dividend income	675
Investment gains from equity method	422
Other income	2,216
	3,442
Non-operating expenses:	
Interest expense	2,307
Other expenses	1,497
	3,805
Ordinary income	16,194
Extraordinary profits:	
Gain on sale of property, plant and equipment	1,330
Gain on sale of investment securities	49
Reversal of allowance for doubtful accounts	6
Compensation income	202
Others	114
	1,704
Extraordinary losses:	
Loss on disposal of property, plant and equipment	1,113
Loss on sale of property, plant and equipment	45
Loss on impairment of fixed assets	168
Business structure improvement expenses	724
Provision for product warranties	430
Others	810
	3,292
Income before income taxes and minority interests	14,606
Income taxes:	
Current	3,285
Deferred	374
Income before minority interests	10,945
Minority interests	1,035
Net income	¥9,910

Consolidated Statement of Changes in Net Assets

(April 1, 2012 to March 31, 2013)

Millions of yen

Shareholders' equity	
Common stock	
Balance at the beginning of period	¥42,129
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	42,129
Capital surplus	
Balance at the beginning of period	22,557
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	22,557
Retained earnings	
Balance at the beginning of period	84,743
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	9,910
Change of scope of consolidation	(2,637)
Total changes of items during the period	5,559
Balance at the end of period	90,302
Treasury stock	
Balance at the beginning of period	(590)
Changes of items during the period	
Purchase of treasury stock	(1)
Total changes of items during the period	(1)
Balance at the end of period	(592)
Total shareholders' equity	
Balance at the beginning of period	148,840
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	9,910
Purchase of treasury stock	(1)
Change of scope of consolidation	(2,637)
Total changes of items during the period	5,557
Balance at the end of period	¥154,397

Accumulated other comprehensive income	
Valuation difference on available-for-sale securities	
Balance at the beginning of period	¥524
Changes of items during the period	
Net changes of items other than shareholders' equity	242
Total changes of items during the period	242
Balance at the end of period	767
Deferred gains or losses on hedges	
Balance at the beginning of period	(313)
Changes of items during the period	
Net changes of items other than shareholders' equity	533
Total changes of items during the period	533
Balance at the end of period	219
Foreign currency translation adjustments	
Balance at the beginning of period	(17,334)
Changes of items during the period	
Net changes of items other than shareholders' equity	8,485
Total changes of items during the period	8,485
Balance at the end of period	(8,849)
Total Accumulated other comprehensive income	
Balance at the beginning of period	(17,122)
Changes of items during the period	
Net changes of items other than shareholders' equity	9,260
Total changes of items during the period	9,260
Balance at the end of period	(7,861)
Minority interests	
Balance at the beginning of period	8,458
Changes of items during the period	
Net changes of items other than shareholders' equity	55
Total changes of items during the period	55
Balance at the end of period	8,514
Total net assets	
Balance at the beginning of period	140,175
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	9,910
Purchase of treasury stock	(1)
Change of scope of consolidation	(2,637)
Net changes of items other than shareholders' equity	9,316
Total changes of items during the period	14,874
Balance at the end of period	¥155,049

Balance Sheet

(As of March 31, 2013)

Millions of yen

Assets	
Current assets:	
Cash and time deposits	¥4,365
Notes receivable	457
Accounts receivable	31,899
Merchandise and finished goods	10,496
Work in process	13,345
Raw materials and supplies	13,598
Advances payments	80
Prepaid expenses	457
Short-term loans	8,973
Other accounts receivable	4,560
Payment for others	2,368
Derivative assets	679
Others	318
Allowance for doubtful accounts	(15)
Total current assets	91,584
Fixed assets:	
Tangible fixed assets:	
Buildings	37,279
Structures	10,418
Machinery and equipment	101,994
Automotive equipment	395
Tools, equipment and furniture	8,497
Land used for mining operations	307
Land	15,671
Lease assets	2,274
Construction in progress	1,499
Accumulated depreciation	(130,097)
Total tangible fixed assets	48,240
Intangible fixed assets:	
Rights of utilization	1,701
Total intangible fixed assets	1,701
Investments and other assets:	
Investment securities	7,979
Stock of subsidiaries and affiliates	96,549
Investments in other securities of subsidiaries and affiliates	15,630
Investments in capital of subsidiaries and affiliates	2,976
Long-term loans	38,809
Claims provable in bankruptcy, claims provable in rehabilitation and other	29
Others	1,823
Allowance for doubtful accounts	(1,991)
Total investments and other assets	161,805
Total fixed assets	211,747
Total assets	¥303,332

Millions of yen

Liabilities and Net Assets	
Current liabilities:	
Accounts payable	¥17,664
Short-term debt	24,700
Commercial paper	10,000
Current portion of long-term loans payable	30,323
Current portion of straight bonds	10,000
Current portion of lease liability	273
Accrued payments	8,207
Accrued expenses	878
Accrued income taxes	139
Deferred tax liabilities	26
Advances received	98
Deposits received	16,400
Provision for bonus	1,650
Provision for Directors' bonus	30
Provision for product warranties	1
Derivative liabilities	272
Others	1
Total current liabilities	120,668
Long-term liabilities:	
Straight bonds	40,000
Long-term debt	45,085
Lease obligations	576
Deferred tax liabilities	855
Employees' retirement benefits	12,053
Provision for preventing environmental pollution in mineral, mining, and other operations	209
Provision for environmental countermeasures	973
Asset Retirement obligations	144
Others	154
Total long-term liabilities	100,053
Total liabilities	220,721
Net assets	
Shareholders' equity:	
Common stock	
	42,129
Capital surplus:	
Capital surplus	22,557
Total capital surplus	22,557
Retained earnings:	
Legal reserve	2,406
Other retained earnings	15,231
General reserve	4,000
Unappropriated retained earnings at end of period	11,231
Total retained earnings	17,638
Treasury stock	(592)
Total shareholders' equity	81,733
Valuation, translation adjustments and others	
Net unrealized gains on securities, net of tax	726
Unrealized gains (losses) on hedging derivatives, net of tax	151
Total net assets	82,610
Total liabilities and net assets	¥303,332

Statement of Operations

(April 1, 2012 to March 31, 2013)

	Millions of yen
Net sales	¥199,081
Cost of sales	177,846
Gross profit	21,235
Selling, general and administrative expenses	22,974
Operating loss	1,739
Non-operating income:	
Interest and dividend income	7,580
Other income	1,416
	8,996
Non-operating expenses:	
Interest expense	1,860
Other expenses	851
	2,712
Ordinary income	4,545
Extraordinary profits:	
Gain on sale of property, plant and equipment	9
Reversal of allowance for doubtful accounts	88
Gain on exchange from property dividend	151
Other profits	66
	315
Extraordinary expenses:	
Loss on sales and disposal property, plant and equipment	343
Loss on impairment of fixed assets	85
Loss on valuation of subsidiaries and affiliates	227
Loss on liquidation of subsidiaries and affiliates	23
Other expenses	229
	908
Income before income taxes	3,952
Income taxes:	
Current	197
Deferred	479
Net income	¥3,274

Statement of Changes in Net Assets

(April 1, 2012 to March 31, 2013)

Millions of yen

Shareholders' equity	
Common stock	
Balance at the beginning of period	¥42,129
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	42,129
Capital surplus	
Legal reserve	
Balance at the beginning of period	22,557
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	22,557
Total of capital surplus	
Balance at the beginning of period	22,557
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	22,557
Retained earnings	
Legal reserve contained in retained earnings	
Balance at the beginning of period	2,406
Changes of items during the period	
Total changes of items during the period	-
Balance at the end of period	2,406
Remaining portion of retained earnings	
General reserve for reduction entry	
Balance at the beginning of period	3,000
Changes of items during the period	
Provision of general reserve	1,000
Total changes of items during the period	1,000
Balance at the end of period	4,000
Retained earnings brought forward	
Balance at the beginning of period	10,670
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	3,274
Provision of general reserve	(1,000)
Total changes of items during the period	560
Balance at the end of period	11,231
Total of retained earnings	
Balance at the beginning of period	16,077
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	3,274
Total changes of items during the period	1,560
Balance at the end of period	17,638
Treasury stock	
Balance at the beginning of period	(590)
Changes of items during the period	
Purchase of treasury stock	(1)
Total changes of items during the period	(1)
Balance at the end of period	¥(592)

English Translation of Financial Statements Originally Issued in the Japanese Language

Total shareholders' equity	
Balance at the beginning of period	¥80,174
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	3,274
Purchase of treasury stock	(1)
Total changes of items during the period	1,559
Balance at the end of period	81,733
Valuation and translation adjustments	
Valuation difference on available-for-sale securities	
Balance at the beginning of period	564
Changes of items during the period	
Net changes of items other than shareholders' equity	161
Total changes of items during the period	161
Balance at the end of period	726
Unrealized losses on hedging derivatives, net of tax	
Balance at the beginning of period	37
Changes of items during the period	
Net changes of items other than shareholders' equity	113
Total changes of items during the period	113
Balance at the end of period	151
Total valuation and translation adjustments	
Balance at the beginning of period	601
Changes of items during the period	
Net changes of items other than shareholders' equity	275
Total changes of items during the period	275
Balance at the end of period	877
Total net assets	
Balance at the beginning of period	80,775
Changes of items during the period	
Dividends from surplus	(1,713)
Net income	3,274
Purchase of treasury stock	(1)
Net changes of items other than shareholders' equity	275
Total changes of items during the period	1,834
Balance at the end of period	¥82,610