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(Stock Exchange Code 5481)
June 2, 2022

To Shareholders with Voting Rights:

3007, Aza-Ichimonji, Nakashima,
Shikama-ku, Himeji, Hyogo
Sanyo Special Steel Co., Ltd.
MIYAMOTO Katsuhiko
Representative Director and President

NOTICE OF THE 110th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

We are pleased to inform you that the 110th Annual General Meeting of Shareholders of Sanyo Special Steel Co., Ltd. (the "Company") will be held for the purposes as described below.

In order to prevent the further spread of COVID-19 infection, this general meeting of shareholders will be held with implementation of adequate prevention measures.

If you refrain from attending the meeting, you can exercise your voting rights in advance in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than 5:00 p.m. on Thursday, June 23, 2022, Japan time.

- 1. Date and Time:** Friday, June 24, 2022, at 10:00 a.m. Japan time
(Reception opens at 9:00 a.m.)
- 2. Place:** Lecture hall of the Company located at
3007, Aza-Ichimonji, Nakashima, Shikama-ku, Himeji, Hyogo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 110th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Financial Statements for the Company's 110th Fiscal Year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- Proposal 1:** Partial Amendment to the Articles of Incorporation
- Proposal 2:** Election of 8 Directors (Excluding Directors Who Are Audit & Supervisory Board Members)
- Proposal 3:** Election of 3 Directors Who Are Audit & Supervisory Board Members
- Proposal 4:** Election of 1 Director Who Is a Substitute Audit & Supervisory Board Member
- Proposal 5:** Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal 6:** Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

Requests for our shareholders

- Changes may be made in accordance with conditions concerning the spread of COVID-19 infection and announcements by the government, etc. up to the date of the meeting. Please be sure to check the Company's website (<https://www.sanyo-steel.co.jp/>) for updated information.
- Alcohol disinfectant solution will be available at the reception of the venue. For shareholders attending the meeting, please kindly be asked to bring and wear a face mask.

- We will measure body temperature at the entrance of the venue. There may be a case where you may not enter the venue and be asked to leave if you have a fever or show signs of a bad health condition.
- The operation staff of the general meeting of shareholders will check their physical conditions before the meeting, including measuring body temperatures, and will be wearing a face mask.

Guide to Exercising Voting Rights

Attending the General Meeting of Shareholders

Date and time of the meeting: Friday, June 24, 2022, at 10:00 a.m.

(Reception starts at 9:00 a.m.)

Please submit the enclosed Voting Rights Exercise Form at the meeting venue reception desk.

Exercising Voting Rights in Writing (by Mail)

Deadline: To be received by no later than 5:00 p.m. on Thursday, June 23, 2022

Please indicate your approval or disapproval for each proposal on the enclosed Voting Rights Exercise Form, and return it so that it is received by the deadline.

Exercising Voting Rights via the Internet, etc.

Deadline: Exercised by no later than 5:00 p.m. on Thursday, June 23, 2022

Please access the designated voting rights exercise website and enter your approval or disapproval for each proposal by the deadline.

[Voting Rights Exercise Website]: <https://www.web54.net>

Refer to page 3 for details of exercising voting rights via the internet, etc.

Disclosure on the Internet

- Of the documents to be included with this notice, pursuant to laws and regulations and the Article 17 of the Articles of Incorporation of the Company, Notes to the Consolidated Financial Statements and Notes to the Financial Statements are disclosed on our website. Accordingly, the Consolidated Financial Statements and the Financial Statements accompanying this notice are included in the Consolidated Financial Statements and the Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor during preparation for the Audit Report and the Independent Auditor's Reports, respectively.
- If there are any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements or the Financial Statements, the revised version will be posted on our website.

The Company's Website: <https://www.sanyo-steel.co.jp/>

Precautions for Exercising Voting Rights via the Internet, etc.

Votes via the Internet may be casted only through the Company's designated voting rights exercise website (<https://www.web54.net>).

By scanning the QR Code: "Smart Exercise"

You can log into the voting rights exercise website without entering the code for exercising voting rights and password.

1. Scan the QR Code printed on the bottom right of the Voting Rights Exercise Form.

* QR Code is a registered trademark of DENSO CORPORATION.

2. Input your vote of approval or disapproval for each proposal by following the on-screen instructions.

Exercising voting rights by "Smart Exercise" is valid only once.

If you wish to change your vote after voting, please access the website for PC, log in by entering the code for exercising voting rights and password printed on the Voting Rights Exercise Form and exercise your voting rights again.

By entering the code for exercising voting rights and password (voting rights exercise website: <https://www.web54.net>)

1. Access the voting rights exercise website

Click "Next"

2. Log into the website

Enter the code for exercising voting rights

Click "Log in"

3. Enter your password

Enter the initial password

Set a new password that you actually use.

Click "Register"

4. Input your vote of approval or disapproval for each proposal by following the on-screen instructions

Handling of Exercise of Voting Rights

1. If you exercise your voting rights both in writing and via the Internet, etc., the vote placed via the Internet, etc., shall be deemed valid.

2. If you exercise your voting rights multiple times via the Internet, etc., on the same proposal, the most recent vote within the deadline shall be deemed valid.

3. Any fees of Internet service providers and telecommunication carriers (connection fees, etc.) for using the voting rights exercise website shall be borne by shareholders.

4. Depending on your Internet user environment, you may not be able to use the voting rights exercise website.

Handling of Your Password and the Code for Exercising Voting Rights

1. The password is crucial information to verify that a voting person is a qualified shareholder. Please carefully safeguard your password as you do with seals and PINs.

2. In case you commit more than a certain number of erroneous attempts to input your password, the password will lose its validity. Follow the on-screen instructions if you would like to reissue a password.

3. The code for exercising voting rights indicated on the Voting Rights Exercise Form is available only for this General Meeting of Shareholders.

Inquiries

Inquiries Concerning Operation on Personal Computers, etc. When Exercising Voting Rights

"Web Support" by Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank

0120-652-031 (Business hours: 9 a.m. - 9 p.m.)

Other inquiries

1. Shareholders who have accounts with securities companies

Please make an inquiry to the respective securities company with which you hold your account.

2. Shareholders who do not have accounts with securities companies (but have special accounts):

Please contact Stock Transfer Agency Business Planning Dept., Sumitomo Mitsui Trust Bank
0120-782-031 (Business hours: 9 a.m.–5 p.m. excluding Saturdays, Sundays, and national holidays)

For Institutional Investors

Institutional investors may use the “Electronic Voting Platform” that is operated by ICJ, Inc., as an electromagnetic means of exercising voting rights.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Partial Amendment to the Articles of Incorporation

1. Reason for Amendment

- (1) We are continuously working to enhance corporate governance in order to live up to the trust and confidence placed in us by our shareholders, business partners, and other stakeholders, to achieve sound and sustainable growth of our Group, and increase our corporate value over the medium to long term. The Company is making the following changes to make a transition to a company with an audit and supervisory committee in order to accelerate management decision-making, enhance discussion of basic management policies and other matters at the Board of Directors meetings, and strengthen the supervisory function of the Board of Directors over business execution.
 - (i) The Company will establish new provisions regarding the establishment of the Audit and Supervisory Committee, other provisions regarding the same Committee, and provisions regarding the number, method of elections, term of office, method of determining compensation, etc., of directors who are Audit and Supervisory Committee members. The Company will also delete provisions regarding Audit & Supervisory Board Members and the Audit & Supervisory Board and will newly establish Supplementary Provisions necessary in connection therewith. (Article 4, Articles 20 through 23, 25, 26, 31 through 33 of the Articles of Incorporation after amendment, Article 1 of the Supplementary Provisions, and Articles 30 through 32, 34, and 37 of the Articles of Incorporation before amendment)
 - (ii) The Company will establish a new provision to allow the Board of Directors to delegate all or part of decisions on the execution of important business affairs (excluding matters listed in each item of Article 399-13, Paragraph 5 of the Companies Act) to directors by a resolution of the Board of Directors. (Article 28 of the Articles of Incorporation after amendment)
- (2) The Company will make the following changes to prepare for the introduction of the electronic provision of materials for the General Meeting of Shareholders in accordance with the revised provisions stipulated in the proviso of Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019), which will come into effect on September 1, 2022.
 - (i) It will be stipulated that the Company shall take measures to provide electronically information such as the contents of reference documents for the General Meeting of Shareholders. (Article 17.1 of the Articles of Incorporation after amendment)
 - (ii) A provision will be established that the scope of matters to be included in the document to be delivered to shareholders who have requested delivery of the document may be limited among the matters for which measures are taken to provide electronically information such as the contents of reference documents for the general meeting of shareholders. (Article 17.2 of the Articles of Incorporation after amendment)
 - (iii) The provisions on internet disclosures and deemed provision of reference documents for the General Meeting of Shareholders, etc. will be deleted as they are no longer necessary. (Article 17 of the Articles of Incorporation before amendment)
 - (iv) Supplementary provisions will be established regarding the effective date and other matters with respect to the establishment and deletion of the above. (Article 2 of the Supplementary Provisions of the Articles of Incorporation after Amendment)
- (3) In accordance with the above, the Company will amend or delete relevant provisions, change the number of articles, and make other necessary changes.

2. Details of the Amendment

The details of the change are indicated below.

The amendments to the Articles of Incorporation in this proposal will become effective at the conclusion of this General Meeting of Shareholders.

(Underlines indicate changes)

Current Articles of Incorporation	Proposed Amendments
<p>Chapter 1: General Provisions Articles 1 through 3 (Omitted)</p> <p>(Organization) Article 4: The Company shall have the following bodies in addition to the General Meeting of Shareholders and Directors. (1) Board of Directors (2) <u>Audit & Supervisory Board Members</u> (3) <u>Audit & Supervisory Board</u> (4) Accounting auditor</p> <p>Articles 5 through 16 (Omitted)</p> <p>Chapter 3 General Meeting of Shareholders <u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, etc.)</u> Article 17: The Company <u>may</u>, in convening a General Meeting of Shareholders, <u>deem that the information regarding the matters to be stated or indicated on the reference documents for the General Meeting of Shareholders, business reports and financial statements have been provided to shareholders by disclosing such information using the internet in accordance with the applicable Ordinance of the Ministry of Justice.</u></p> <p>Articles 18 and 19 (Omitted)</p> <p>Chapter 4: Directors and the Board of Directors (Number of Directors) Article 20: The Company shall have no more than eighteen (18) directors (Newly established)</p> <p>(Election of Directors) Article 21: Directors shall be elected at a General Meeting of Shareholders. (Newly established)</p> <p><u>2.</u> A resolution to elect directors shall be adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p>	<p>Chapter 1: General Provisions Articles 1 through 3 (Unchanged)</p> <p>(Organization) Article 4: The Company shall have the following bodies in addition to the General Meeting of Shareholders and Directors. (1) Board of Directors (2) <u>Audit and Supervisory Committee</u> (3) Accounting auditor</p> <p>Articles 5 through 16 (Unchanged)</p> <p>Chapter 3 General Meeting of Shareholders <u>(Measures to Provide Electronically Reference Documents for the General Meeting of Shareholders, etc.)</u> Article 17: The Company shall, in convening a General Meeting of Shareholders, <u>take measures to provide electronically the information that is the contents of the reference documents, etc.</u> for the General Meeting of Shareholders. <u>2. The Company shall not be required to describe all or a part of the matters specified by the Ordinance of the Ministry of Justice among the matters to be provided electronically in the document to be delivered to the shareholders who have requested delivery of the document by the Record Date of Voting Rights.</u></p> <p>Articles 18 and 19 (Unchanged)</p> <p>Chapter 4: Directors and the Board of Directors (Number of Directors) Article 20: The Company shall have no more than eighteen (18) directors <u>2. Of the directors set forth in the preceding paragraph, no more than five (5) directors shall be Audit and Supervisory Committee members.</u></p> <p>(Election of Directors) Article 21: Directors shall be elected at a General Meeting of Shareholders. <u>2. Election of directors shall be conducted separately for directors who are members of the Audit and Supervisory Committee and directors who are not.</u> <u>3.</u> A resolution to elect directors shall be adopted by a majority of the voting rights of the shareholders present at a General Meeting of Shareholders where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</p>

3. The resolution for the election of directors shall not be by cumulative voting.

(Terms of Office of Directors)

Article 22:

The term of office of Directors shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within one year after their election.

(Newly established)

(Newly established)

(Appointment of Representative Directors and Directors with Executive Positions)

Article 23:

The Board of Directors shall, by its resolution, appoint a few representative directors.

2. The Board of Directors may, by its resolution, appoint one Chairman of the Board of Directors, one President and Director, a few Executive Vice Presidents, a few Senior Managing Directors, and a few Managing Directors.

Article 24 (Omitted)

(Compensation, etc. of Directors)

Article 25:

Compensation, bonuses, and other pecuniary benefits (hereinafter, referred as "compensation, etc.") to be received by Directors from the Company in consideration for the performance of their duties shall be determined by resolution of the Board of Directors.

(Procedure for Convening a Meeting of the Board of Directors)

Article 26:

Notice of a meeting of the Board of Directors shall be given to each Director and each Audit & Supervisory Board Member three (3) days prior to the date of the meeting; notwithstanding, however, that a meeting of the Board of Meeting may be held without following the said convocation procedure if all the Directors and Audit & Supervisory Board Members consent thereto.

Article 27 (Omitted)

4. The resolution for the election of directors shall not be by cumulative voting.

(Terms of Office of Directors)

Article 22:

The term of office of Directors, excluding directors who are members of the Audit and Supervisory Committee, shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within one year after their election.

2. The term of office of directors who are members of the Audit and Supervisory Committee shall expire at the conclusion of the Ordinary General Meeting of Shareholders relating to the last fiscal year ending within two years after their election.

3. The term of office of a Director who is a member of the Audit and Supervisory Committee and who is elected to fill a vacancy of a Director who is a member of the Audit and Supervisory Committee and who retires before the expiration of his or her term of office shall expire at the end of the term of office of the Director who is a member of the Audit and Supervisory Committee and who retires.

(Appointment of Representative Directors and Directors with Executive Positions)

Article 23:

The Board of Directors shall, by its resolution, appoint representative directors from among the Directors, excluding the Directors who are members of the Audit and Supervisory Committee.

2. The Board of Directors shall, by its resolution, appoint one president from among the Directors, excluding the Directors who are members of the Audit and Supervisory Committee.

Article 24 (Unchanged)

(Compensation, etc. of Directors)

Article 25:

Compensation, and other pecuniary benefits to be received by Directors from the Company in consideration for the performance of their duties shall be determined by resolution of the Board of Directors, with a distinction made between the Directors who are members of the Audit and Supervisory Committee and the Directors who are not.

(Procedure for Convening a Meeting of the Board of Directors)

Article 26:

Notice of a meeting of the Board of Directors shall be given to each Director at least three (3) days prior to the date of the meeting; notwithstanding, however, that a meeting of the Board of Meeting may be held without following the said convocation procedure if all the Directors consent thereto.

Article 27 (Unchanged)

<p>(Newly established)</p> <p>Articles <u>28</u> through <u>29</u> (Omitted)</p> <p>Chapter 5: <u>Audit & Supervisory Board Members and the Audit & Supervisory Board</u> (Number of Audit & Supervisory Board Members)</p> <p>Article 30: <u>The Company shall have no more than 6 Audit & Supervisory Board Members.</u></p> <p>(Election of Audit & Supervisory Board Members)</p> <p>Article 31: <u>Audit & Supervisory Board Members shall be elected at a General Meeting of Shareholders.</u> <u>2. The resolution for the election of Audit & Supervisory Board Members shall be adopted by a majority of the voting rights of the shareholders present at the meeting where the shareholders holding one-third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.</u></p> <p>(Term of office of Corporate Officers)</p> <p>Article 32: <u>The term of office of Audit & Supervisory Board Members shall expire at the close of the ordinary General Meeting of Shareholders relating to the last fiscal year ending within four (4) years after their election.</u> <u>2. The term of office of an Audit & Supervisory Board Member elected to fill a vacancy left by an Audit & Supervisory Board Member who retires before the expiration of his or her term of office shall expire when the term of office of the retiring Corporate Officer expires.</u></p> <p>(Full-time and Standing <u>Audit & Supervisory Board Members</u>)</p> <p>Article 33: <u>The Audit & Supervisory Board shall, by its resolution, appoint full-time Audit & Supervisory Board Members.</u></p> <p><u>2. The Audit & Supervisory Board may, by its resolution, appoint standing Audit & Supervisory Board Members.</u></p> <p>(Compensation etc. of Audit & Supervisory Board Members)</p> <p>Article 34: <u>Compensation etc. of Audit & Supervisory Board Members shall be determined by resolution of a General Meeting of Shareholders.</u></p>	<p><u>(Delegation of Important Business Execution Decisions)</u> <u>Article 28:</u> <u>The Company may, by resolution of the Board of Directors, delegate all or a part of the decisions on the execution of important business affairs (excluding the matters stipulated in each item of Article 399-13, Paragraph 5 of the Companies Act) to Directors.</u></p> <p>Articles <u>29</u> through <u>30</u> (Unchanged)</p> <p>Chapter 5: <u>Audit and Supervisory Committee</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Full-time and Standing <u>Members of the Audit and Supervisory Committee</u>)</p> <p>Article 31: <u>The Audit and Supervisory Committee shall, by its resolution, appoint full-time members of the Audit and Supervisory Committee from among the members of the Audit and Supervisory Committee.</u> <u>2. The Audit and Supervisory Committee may, by its resolution, appoint standing members of the Audit and Supervisory Committee from among the members of the Audit and Supervisory Committee.</u></p> <p>(Deleted)</p>
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(Procedure for Convening a Meeting of the Audit & Supervisory Board)

Article 35:

Notice of a meeting of the Audit & Supervisory Board shall be given to each Audit & Supervisory Board Member three (3) days prior to the date of the meeting; notwithstanding, however, a meeting of the Audit & Supervisory Board may be held without following the said convocation procedure if all Audit & Supervisory Board Members consent thereto.

(Rules of the Audit & Supervisory Board)

Article 36:

Except as otherwise provided by law or these Articles of Incorporation, the Audit & Supervisory Board shall be governed by the Rules of the Audit & Supervisory Board.

(Exemption of Audit & Supervisory Board Members from Liabilities)

Article 37:

The Company may, pursuant to Article 426, Paragraph 1 of the Companies Act, exempt Audit & Supervisory Board Members, including former Audit & Supervisory Board Members, from liability for damages due to negligence of their duties by a resolution of the Board of Directors to the extent permitted by law.

2. The Company may, pursuant to Article 427, Paragraph 1 of the Companies Act, enter into an agreement with an Audit & Supervisory Board Member to limit his or her liability for damages due to negligence of duties, provided that the maximum amount of liability based on such agreement shall be the amount stipulated by laws and regulations.

Chapter 6: Calculation

Articles 38 through 41 (Omitted)

(Newly established)

(Procedure for Convening a Meeting of the Audit and Supervisory Committee)

Article 32:

Notice of a meeting of the Audit and Supervisory Committee shall be given to each member of the Audit and Supervisory Committee at least three (3) days prior to the date of the meeting; notwithstanding, however, that a meeting of the Audit and Supervisory Committee may be held without following the said convocation procedure if all the members of the Audit and Supervisory Committee consent thereto.

(Rules of the Audit and Supervisory Committee)

Article 33:

Matters concerning the Audit and Supervisory Committee shall be governed by the Rules of the Audit and Supervisory Committee established by the Audit and Supervisory Committee in addition to the laws and regulations and these Articles of Incorporation.

(Deleted)

Chapter 6: Calculation

Articles 34 through 37 (Unchanged)

Supplementary Provisions

Article 1:

With respect to the exemption from liability of Audit & Supervisory Board Members under Article 423, Paragraph 1 of the Companies Act by a resolution of the Board of Directors which arose prior to the conclusion of the 110th Ordinary General Meeting of Shareholders, and the liability limitation agreement already concluded with Audit & Supervisory Board Members, the provisions of Article 37, Paragraph 1 and Paragraph 2 of the Articles of Incorporation before amendment by a resolution of the said Ordinary General Meeting of Shareholders (hereinafter, referred to as the "Articles of Incorporation before amendment") shall apply.

Article 2:

The deletion of the provision of Article 17 (Internet disclosures and deemed provision of reference documents for General Meeting of Shareholders, etc.) of the Articles

	<p><u>of Incorporation prior to the amendment and the establishment of a new provision of Article 17 (Measures for electronic provision of reference documents for General Meeting of Shareholders, etc.) of the Articles of Incorporation after the amendment shall be effective as of the date of enforcement provided for in the proviso of Article 1 of the Supplementary Provisions of the Act for Partial Amendment of Companies Act (Act No. 70 of 2019) (hereinafter, referred to as the “Date of Enforcement”)</u></p> <p><u>2. Notwithstanding the provisions of the preceding paragraph, Article 17 of the Articles of Incorporation prior to the amendment shall remain in force with respect to General Meetings of Shareholders to be held on a date within six (6) months from the effective date of the amendment.</u></p> <p><u>3. This article shall be deleted after six (6) months have elapsed from the effective date or after three (3) months have elapsed from the date of the General Meeting of Shareholders set forth in the preceding paragraph, whichever is later.</u></p>
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Proposal 2: Election of 8 Directors (Excluding Directors Who Are Audit & Supervisory Board Members)

If Proposal 1, “Partial Amendment to the Articles of Incorporation,” is approved and adopted as proposed, the Company will transition to a company with an audit and supervisory committee, and the terms of office of all 9 Directors will expire, at the conclusion of this year’s Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors including 2 Outside Directors is proposed.

The candidates of Directors (excluding Directors who are members of the Audit and Supervisory Committee) are as follows:

No.	Name	Gender	Current positions at the Company	Attendance at the Board of Directors meetings
1	MIYAMOTO Katsuhiko <u>Reappointment</u>	Male	Representative Director and President	100% (12 out of 12 meetings)
2	TAKAHASHI Kozo <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (15 out of 15 meetings)
3	OI Shigehiro <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (15 out of 15 meetings)
4	OMAE Kozo <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (15 out of 15 meetings)
5	YANAGIMOTO Katsu <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (15 out of 15 meetings)
6	USUKI Masaharu <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Director, Member of the Board	100% (15 out of 15 meetings)
7	FUJIWARA Kayo <u>New appointment</u> <u>Outside</u> <u>Independent</u>	Female	-	-
8	SONODA Hiroto <u>New appointment</u>	Male	Audit & Supervisory Board Member	92% (11 out of 12 meetings)

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="209 376 400 465">MIYAMOTO Katsuhiro (October 22, 1956)</p> <p data-bbox="225 495 384 528"><u>Reappointment</u></p> <p data-bbox="209 557 400 696">[Attendance at the Board of Directors meetings] 100% 12 out of 12 meetings</p> <p data-bbox="209 725 400 931">[Term of office as Director of the Company] 1 year (at the conclusion of this General Meeting of Shareholders)</p>	<p data-bbox="437 264 1278 320">April 2009 Head of Division, Accounting & Finance Division, Nippon Steel Corporation</p> <p data-bbox="437 327 1278 383">April 2012 Executive Officer and Head of Division, Accounting & Finance Division</p> <p data-bbox="437 389 1278 468">October 2012 Executive Officer and Head of Division, Accounting & Finance Division, Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p data-bbox="437 474 1278 508">April 2015 Managing Executive Officer</p> <p data-bbox="437 515 1278 618">April 2016 Managing Executive Officer, Vice Head of Global Business Development, Project Leader, CSVC Project, Global Business Development Sector and Project Leader, Wuhan Tin Mill Project, Global Business Development Sector</p> <p data-bbox="437 624 1278 658">April 2018 Executive Vice President</p> <p data-bbox="437 665 1278 698">June 2018 Representative Director and Executive Vice President</p> <p data-bbox="437 705 1278 808">April 2019 Representative Director, Executive Vice President and Head of Global Business Development, Nippon Steel Corporation</p> <p data-bbox="437 815 1278 896">December 2019 Representative Director, Executive Vice President, Head of Global Business Development, and Project Leader, India Iron and Steel Project, Global Business Development Sector</p> <p data-bbox="437 902 1278 981">April 2021 Director, Member of the Board Advisor of the Company</p> <p data-bbox="437 987 1278 1043">June 2021 Representative Director and President (current position) Board Member and Chair of the Board, Ovako Group AB (current position)</p> <p data-bbox="437 1050 1278 1084">[Significant concurrent positions] Board Member and Chair of the Board, Ovako Group AB</p>	3,300
<p data-bbox="209 1048 719 1081">[Reason for nomination as candidate for Director]</p> <p data-bbox="209 1088 1461 1279">Mr. MIYAMOTO Katsuhiro has a wealth of experience and broad insights engaging in management including a track record serving as Head of Division of Accounting & Finance Division, Head of Global Business Development and Representative Director and Executive Vice President at Nippon Steel Corporation and is well versed in finance, corporate planning and overseas business operations. In addition, he had demonstrated management skills as Chair of the Board of Ovako Group AB before the Company made it a wholly-owned subsidiary. Therefore, the Company judges that he is suitable for achieving sustainable improvement in the Company's corporate value and proposes that he continue to be elected as a Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	<p>TAKAHASHI Kozo (March 6, 1959)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Term of office as Director of the Company] 8 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 2006</p> <p>April 2009</p> <p>October 2012</p> <p>April 2014</p> <p>June 2014</p> <p>April 2015</p> <p>April 2016</p> <p>June 2016</p> <p>June 2017</p> <p>[Significant concurrent positions] None</p>	<p>General Manager, General Administration Division, Hirohata Works, Nippon Steel Corporation</p> <p>General Manager, Accounting & Finance Division, General Manager, Corporate Risk Management Division, General Administration Division</p> <p>General Manager, Internal Control & Audit Division, General Manager, Accounting & Finance Division, Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>Advisor of the Company</p> <p>Director, Member of the Board</p> <p>Director, Member of the Board, General Manager, Corporate Planning Department</p> <p>Director, Member of the Board</p> <p>Managing Director, Member of the Board</p> <p>Director, Member of the Board and Managing Executive Officer (current position)</p>	17,800
<p>[Reason for nomination as candidate for Director] Mr. TAKAHASHI Kozo has been engaged in management of the Company as Director since June 2014. After serving as General Manager of Corporate Planning Department and Representative Director and President of Santoku Computer Service Co., Ltd., he currently serves as Director and Managing Executive Officer in charge of general administration divisions such as Corporate Planning Department, Accounting & Finance Department, Computer Systems Planning Office, Personnel & Labor Relations Department, General Administration Department, Internal Control & Audit Department, and Procurement Department, sufficiently demonstrating his capabilities as a leader in administration divisions. Therefore, the Company judges that he is suitable for achieving sustainable improvement in corporate value and proposes that he continue to be elected as Director.</p>				
3	<p>OI Shigehiro (August 28, 1961)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Term of office as Director of the Company] 11 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 1986</p> <p>April 2010</p> <p>April 2011</p> <p>June 2011</p> <p>January 2015</p> <p>April 2017</p> <p>June 2017</p> <p>[Significant concurrent positions] None</p>	<p>Joined the Company</p> <p>General Manager, Production Administration Department</p> <p>General Manager, Production Planning & Administration Department</p> <p>Director, Member of the Board, General Manager, Production Planning & Administration Department</p> <p>Director, Member of the Board, General Manager, Steelmaking Department</p> <p>Director, Member of the Board</p> <p>Director, Member of the Board and Managing Executive Officer (current position)</p>	29,300
<p>[Reason for nomination as candidate for Director] Mr. OI Shigehiro has been engaged in management of the Company as Director from June 2011. After serving as General Manager of Production Planning & Administration Department and Steelmaking Department, he currently serves as Director and Managing Executive Officer in charge of general production divisions such as Safety & Disaster Prevention Department, Production Planning & Administration Department, Equipment Department, Steelmaking Department, Bar & Wire Manufacturing Department, and Tube Manufacturing Department, sufficiently demonstrating his capabilities as a leader in production divisions. Therefore, the Company judges that he is suitable for achieving sustainable improvement in corporate value and proposes that he continue to be elected as Director.</p>				

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
4	<p>OMAEO Kozo (March 29, 1961)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Term of office as Director of the Company] 7 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 2009 October 2012</p> <p>April 2013 April 2015</p> <p>June 2015</p> <p>April 2016 April 2017</p> <p>June 2017</p> <p>April 2018</p> <p>[Significant concurrent positions]</p>	<p>Head of Office, Europe Office, Nippon Steel Corporation</p> <p>Head of Office, Europe Office, Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>General Manager, Corporate Planning Division</p> <p>Executive Counselor, Deputy General Manager of Tokyo Regional Office</p> <p>Director, Member of the Board, Deputy General Manager, Tokyo Regional Office</p> <p>Director, Member of the Board, Head of Osaka Branch</p> <p>Director, Member of the Board Chairman, Ningbo Sanyo Special Steel Products Co., Ltd. (current position)</p> <p>Director, Member of the Board and Managing Executive Officer of the Company</p> <p>Director, Member of the Board and Managing Executive Officer, Head of Tokyo Regional Office (current position)</p> <p>Chairman, Ningbo Sanyo Special Steel Products Co., Ltd.</p>	12,600
<p>[Reason for nomination as candidate for Director] Mr. OMAEO Kozo has been engaged in management of the Company as Director from June 2015. After serving as Deputy General Manager of Tokyo Regional Office, Head of Osaka Branch, and Chairman of Ningbo Sanyo Special Steel Products Co., Ltd., he currently serves as Director and Managing Executive Officer in charge of sales divisions such as Sales Planning & Administration Department, Sales Department for Bearings, Sales Department for Automobiles & Industrial Machinery, Special Products Sales Department, Overseas Marketing Department, and Formed & Fabricated Products Division, sufficiently demonstrating his capabilities as a leader in sales divisions. Therefore, the Company judges that he is suitable for achieving sustainable improvement in corporate value and proposes that he continue to be elected as Director.</p>				
5	<p>YANAGIMOTO Katsu (July 26, 1961)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Term of office as Director of the Company] 10 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 1984 October 2010 October 2011</p> <p>June 2012</p> <p>June 2017</p> <p>April 2018</p> <p>June 2018</p> <p>[Significant concurrent positions]</p> <p>None</p>	<p>Joined the Company</p> <p>Head of Research & Development Center</p> <p>General Manager, Technical Planning & Administration Department</p> <p>Director, Member of the Board, General Manager, Technical Planning & Administration Department</p> <p>Director, Member of the Board, Executive Officer, General Manager, Technical Planning & Administration Department</p> <p>Director, Member of the Board, Executive Officer, Head of Indian Business Administration Office</p> <p>Director, Member of the Board and Managing Executive Officer (current position)</p>	19,000
<p>[Reason for nomination as candidate for Director] Mr. YANAGIMOTO Katsu has been engaged in management of the Company as Director from June 2012. After serving as General Manager of Technical Planning & Administration Department, he currently serves as Director and Managing Executive Officer in charge of general engineering divisions such as Metal Powder Manufacturing & Sales Division, Research & Development Center, Technical Planning & Administration Department, and Quality Assurance Department, sufficiently demonstrating his capabilities as a leader in engineering divisions. Therefore, the Company judges that he is suitable for achieving sustainable improvement in corporate value and proposes that he continue to be elected as Director.</p>				

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
6	<p>USUKI Masaharu (January 4, 1958)</p> <p><u>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Term of office as Director of the Company] 2 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 1981 Joined Long-term Credit Bank of Japan, Ltd. (currently Shinsei Bank, Limited)</p> <p>July 1994 Seconded to LTCB Research Inc.</p> <p>October 1998 Joined NLI Research Institute Inc.</p> <p>October 2000 Visiting Faculty, Graduate School of International Management, International University of Japan</p> <p>April 2003 Visiting Professor, Chuo Graduate School of International Accounting</p> <p>October 2003 Visiting Professor, Graduate School of Economics, Senshu University</p> <p>April 2005 Part-time Lecturer, Graduate School of Finance, Accounting and Law, Waseda University</p> <p>April 2011 Professor, Graduate School of Economics, Public University Corporation Nagoya City University (current position)</p> <p>December 2011 Supervisory Director, Japan Retail Fund Investment Corporation (currently Japan Metropolitan Fund Investment Corporation) (current position)</p> <p>June 2020 Outside Director, Member of the Board of the Company (current position)</p> <p>[Significant concurrent positions] Professor, Graduate School of Economics, Public University Corporation Nagoya City University Supervisory Director, Japan Metropolitan Fund Investment Corporation</p>	400
<p>[Reason for nomination as candidate for Outside Director and expected roles] Mr. USUKI Masaharu has a wealth of experience and broad insights, as he has served at a bank, think tanks and universities, supervised business execution by executive officers at an investment corporation and is a Chartered Financial Analyst. Therefore, he is qualified to supervise and make proposals over the management of the Company from a position independent from management executing business. The Company proposes that he continue to be elected as an Outside Director with an expectation of his continuous contribution to supervising and making proposals over management based on his wealth of experience and broad insights.</p>			
7	<p>FUJIWARA Kayo (May 27, 1962)</p> <p><u>New appointment</u> <u>Outside</u> <u>Independent</u></p> <p>[Attendance at the Board of Directors meetings] -</p> <p>[Term of office as Director of the Company] -</p>	<p>April 1985 Joined Mitsui & Co., Ltd.</p> <p>April 1987 Joined ICI Australia Ltd.</p> <p>April 1989 Joined Nippon Oil Corporation (presently ENEOS Corporation)</p> <p>April 2003 Manager, Crude Oil Products Group, International Department, Nippon Oil Corporation (presently ENEOS Corporation)</p> <p>July 2006 Deputy General Manager, Overseas Procurement Department</p> <p>July 2012 General Manager, Systems Integration Department, Systems Integration Division, JX Nippon Oil & Energy Corporation (presently ENEOS Corporation)</p> <p>April 2014 Managing Director, JX Nippon Oil & Energy Asia Pte Ltd.</p> <p>April 2018 Executive Officer and General Manager of Crude Trading & Shipping Department, JXTG Nippon Oil & Energy Corporation (presently ENEOS Corporation)</p> <p>April 2021 Director and Senior Vice President, ENEOS Ocean Corporation (current position)</p> <p>[Significant concurrent positions] Director and Senior Vice President, ENEOS Ocean Corporation</p>	0
<p>[Reason for nomination as candidate for Outside Director and expected roles] Ms. FUJIWARA Kayo, based on a wealth of experience and broad insights that she has developed through her involvement in the management of ENEOS Ocean Corporation and other companies, is expected to supervise and provide proposals for the Company's management from her position independent from the management team executing the business and to provide appropriate advice on the Company's global operations and their development based on her experience in overseas sales and overseas assignments. Therefore, the Company proposes that she be elected as an Outside Director.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
8	SONODA Hiroto (April 5, 1967) [New appointment] [Attendance at the Board of Directors meetings] 92% 11 out of 12 meetings [Term of office as Director of the Company] -	<p>April 2010 Group Leader, Bar and Steel Group I, Bar & Wire Rod Marketing Div., Bar & Wire Rod Unit, Nippon Steel Corporation</p> <p>October 2012 General Manager, Bar and Steel Office I, Bar & Wire Rod Marketing Div., Bar & Wire Rod Unit, Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>April 2017 Senior Manager, Bar & Wire Rod Marketing Div., Bar & Wire Rod Unit</p> <p>January 2018 Senior Manager, Bar & Wire Rod Unit</p> <p>April 2019 General Manager, Head of Division, Bar & Wire Rod Marketing Div., Bar & Wire Rod Unit, Nippon Steel Corporation Director, Nippon Steel SG Wire Co., Ltd. Director, NIPPON STEEL WELDING & ENGINEERING CO., LTD. Audit & Supervisory Board Member, Miyazaki Seiko Co., Ltd. Representative Director and President, NSBC Corporation Director, Tokai Specialty Steel Co., Ltd.</p> <p>June 2019 Audit & Supervisory Board Member of the Company</p> <p>June 2020 Retired from Audit & Supervisory Board Member of the Company</p> <p>April 2021 Executive Officer, Head of Unit, Bar & Wire Rod Unit, Nippon Steel Corporation (current position)</p> <p>June 2021 Audit & Supervisory Board Member, the Company (current position) Outside Audit & Supervisory Board Member, Nichia Steel Works, Ltd. (current position)</p> <p>[Significant concurrent positions] Audit & Supervisory Board Member, the Company Outside Audit & Supervisory Board Member, Nichia Steel Works, Ltd.</p>	0
[Reason for nomination as candidate for Director] Mr. SONODA Hiroto has a wealth of experience and broad insights gained at Nippon Steel Corporation and, presently as an Audit & Supervisory Board Member of the Company provides objective opinions and advice. Therefore, the Company proposes that he be elected as a new Director.			

- (Notes)
- For the duties in charge for each candidate currently serving as Director of the Company, please refer to page 40 to 41 of the Business Report of the Japanese version of this document.
 - For the attendance at the Board of Directors meetings for each candidate, the numbers stated above are those during the 110th fiscal year (April 1, 2021 to March 31, 2022).
The “Attendance at the Board of Directors meetings” for Mr. MIYAMOTO Katsuhiko and Mr. SONODA Hiroto shows the details for the period from June 25, 2021 when they took office, to March 31, 2022. The Attendance for Mr. SONODA Hiroto indicates his attendance as an Audit & Supervisory Board Member.
 - There are no special interests between each candidate and the Company.
 - Mr. SONODA Hiroto serves as an executive officer at the Company’s parent company, Nippon Steel Corporation. His position and roles are described above under “Past experience, positions and significant concurrent positions.”
 - Mr. USUKI Masaharu and Ms. FUJIWARA Kayo are candidates for Outside Directors.
 - Agreement limiting liability with Directors
The Company plans to enter into an agreement limiting liability with Mr. USUKI Masaharu and Mr. SONODA Hiroto, stating that in the event where a Director causes damages to the Company due to negligence when performing duties and he acts in good faith without gross negligence, his liability for damages shall be the minimum liability amount pursuant to Article 425, Paragraph 1 of the Companies Act. If their reelection and election are approved, Company plans to continue sand agreement limiting liability with them. If the election of Ms. FUJIWARA Kayo is approved, the Company plans to enter into the same agreement limiting liability with her.
 - Indemnity agreements with Directors
The Company has entered into indemnity agreements pursuant to Article 430-2, Paragraph 1 of the Companies Act with Mr. MIYAMOTO Katsuhiko, Mr. TAKAHASHI Kozo, Mr. OI Shigehiro, Mr. OMAE Kozo, Mr. YANAGIMOTO Katsu, Mr. USUKI Masaharu, and Mr. SONODA Hiroto to indemnify costs and losses stipulated in Items 1 and 2 of the said Paragraph, respectively, within the scope of laws and regulations. If their reelection is approved, the Company plans to continue said indemnity agreement with each of them. If the election of Ms. FUJIWARA Kayo is approved, the Company plans to enter into the same indemnity agreement with her.
 - Directors and officers liability insurance contracts
The Company currently has a directors and officers liability insurance contract pursuant to Article 430-3, Paragraph

1 of the Companies Act concluded with an insurance company to insure Mr. MIYAMOTO Katsuhiko, Mr. TAKAHASHI Kozo, Mr. OI Shigehiro, Mr. OMAE Kozo, Mr. YANAGIMOTO Katsu, Mr. USUKI Masaharu, and Mr. SONODA Hiroto among others. The insurance covers legal damages and litigation expenses incurred by the insured in the event that a claim for damages is made against the insured due to an act committed (including negligence) by the insured based on their position as an officer, etc. with all insurance premiums paid by the Company. If the reelection of the candidates is approved, they will continue to be insured. If the election of FUJIWARA Kayo is approved, she will be insured under the said insurance contract. The Company plans to renew said insurance contract with same terms and conditions during their terms of office.

9. Matters concerning independence

There is no transactional relationship between Mr. USUKI Masaharu and the Company. Mr. USUKI Masaharu meets the requirements for an independent director as stipulated by Tokyo Stock Exchange, Inc. The Company has designated him as an independent director pursuant to the provisions of said exchange. If his reelection is approved, the Company plans to continue such designation as an independent director.

There is no transactional relationship between Ms. FUJIWARA Kayo and the Company. Ms. FUJIWARA Kayo meets the requirements for an independent director as stipulated by Tokyo Stock Exchange, Inc. If her election is approved, the Company plans to designate her as an independent director pursuant to the provisions of said exchange.

Proposal 3: Election of 3 Directors Who Are Audit & Supervisory Board Members

If Proposal 1, “Partial Amendment to the Articles of Incorporation,” is approved as proposed, the Company will transition to a company with an audit and supervisory committee at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes that 3 Directors who are members of the Audit and Supervisory Committee be elected.

The candidates for Directors who are members of the Audit and Supervisory Committee are as follows:

No.	Name		Current positions at the Company	Attendance at the Board of Directors meetings
1	NAGANO Kazuhiko	New appointment	Standing Audit & Supervisory Board Member	100% (15 out of 15 meetings)
2	YOGI Hiroshi	New appointment Outside Independent	Audit & Supervisory Board Member	100% (15 out of 15 meetings)
3	TOIDE Iwao	New appointment Outside Independent	-	-

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
1	NAGANO Kazuhiko (October 2, 1957) <u>New appointment</u> [Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings [Attendance at the Audit & Supervisory Board meetings] 100% 9 out of 9 meetings [Term of office as Audit & Supervisory Board Member of the Company] 3 years (at the conclusion of this General Meeting of Shareholders)	April 1982 April 2010 April 2012 June 2013 April 2015 April 2016 June 2016 June 2017 April 2019 June 2019 [Significant concurrent positions] None	Joined the Company General Manager, Procurement Department General Manager, General Affairs Department Director, Member of the Board and General Manager of General Affairs Department Director, Member of the Board and General Manager of Human Resources and Labor Policy Director, Member of the Board Managing Director, Member of the Board Director, Member of the Board and Managing Executive Officer Director, Member of the Board Standing Audit & Supervisory Board Member (current position)	17,900
<p>[Reason for nomination as candidate for Director who is a member of the Audit and Supervisory Committee] Mr. NAGANO Kazuhiko has experienced various operations such as systems development, finance, sales management, procurement, human resources and labor policy, and general affairs and has been involved in the management of the Company since he was appointed as a Director of the Company in June 2013. Since he was appointed as a Standing Audit & Supervisory Board Member in June 2019, he has conducted appropriate audit operations based on broad insights that he has developed through these experiences. As he is expected to help further enhance the auditing system for the Company, the Company proposes that he be elected as a Director who is a member of the Audit and Supervisory Committee.</p>				

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	<p>YOGI Hiroshi (June 13, 1963)</p> <p><u>New appointment</u> <u>Outside</u> <u>Independent</u></p> <p>[Attendance at the Board of Directors meetings] 100% 15 out of 15 meetings</p> <p>[Attendance at the Audit & Supervisory Board meetings] 100% 9 out of 9 meetings</p> <p>[Term of office as Audit & Supervisory Board Member of the Company] 3 years (at the conclusion of this General Meeting of Shareholders)</p>	<p>May 2011</p> <p>April 2016</p> <p>April 2017</p> <p>April 2018</p> <p>May 2019</p> <p>June 2019</p>	<p>Director and Executive Vice President, Sumitomo Mitsui Banking Corporation (China) Ltd.</p> <p>Deputy Head, East Asia Division, Sumitomo Mitsui Banking Corporation (Shanghai)</p> <p>Director and Executive Vice President, Sumitomo Mitsui Banking Corporation (China) Ltd.</p> <p>Senior Officer and General Manager of Planning Department, East Asia Division, Sumitomo Mitsui Banking Corporation (Shanghai)</p> <p>Director and Executive Vice President, Sumitomo Mitsui Banking Corporation (China) Ltd.</p> <p>General Manager, Planning Department, East Asia Division, Sumitomo Mitsui Financial Group (Shanghai)</p> <p>Senior Officer and General Manager of Planning Department, East Asia Division, Sumitomo Mitsui Banking Corporation (Tokyo)</p> <p>Deputy Head, East Asia Division, Sumitomo Mitsui Financial Group (Tokyo)</p> <p>Senior Officer and Vice President, Head Office, Sumitomo Mitsui Banking Corporation</p> <p>Audit & Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent positions] None</p>	4,400
<p>[Reason for nomination as candidate for Outside Director who is a member of the Audit and Supervisory Committee and expected roles]</p> <p>Mr. YOGI Hiroshi has, based on the wealth of experience and broad insights gained at Sumitomo Mitsui Banking Corporation, conducted appropriate audit operations as an Outside Audit & Supervisory Board Member of the Company since he was appointed as an Audit & Supervisory Board Member in June 2019. As he is expected to help further enhance the audit system for the Company, the Company proposes that he be elected as an Outside Director who is a member of the Audit and Supervisory Committee.</p>				
3	<p>TOIDE Iwao (October 18, 1958)</p> <p><u>New appointment</u> <u>Outside</u> <u>Independent</u></p> <p>[Attendance at the Board of Directors meetings] -</p>	<p>April 1981</p> <p>April 2011</p> <p>April 2012</p> <p>April 2013</p> <p>April 2014</p> <p>April 2017</p> <p>June 2017</p> <p>April 2019</p> <p>June 2019</p> <p>March 2022</p> <p>April 2022</p>	<p>Joined Mitsubishi Corporation</p> <p>Senior Vice President; and Division COO, Ferrous Raw Materials Division</p> <p>Senior Vice President; and Division COO, Steel Business Division</p> <p>Senior Vice President; and General Manager, Metals Group CEO Office</p> <p>President & CEO, Director, Metal One Corporation</p> <p>Executive Vice President; and Corporate Functional Officer, Mitsubishi Corporation</p> <p>Director and Executive Vice President; and Corporate Functional Officer</p> <p>Director and Executive Vice President; and Group CEO, Automotive & Mobility Group</p> <p>Executive Vice President; and Group CEO, Automotive & Mobility Group</p> <p>Retired as Executive Vice President; and Group CEO, Automotive & Mobility Group</p> <p>Senior Advisor (current position)</p> <p>[Significant concurrent positions] None</p>	0
<p>[Reason for nomination as candidate for Outside Director who is a member of the Audit and Supervisory Committee and expected roles]</p> <p>Mr. TOIDE Iwao has a wealth of experience and broad insights gained from his involvement in the management of Mitsubishi Corporation, etc. as well as expertise in the automotive industry, our customer sector. His experiences also include overseas sales and overseas assignments. He is expected to provide useful advice and help further enhance the audit system for the Company as well as its overseas subsidiaries. Accordingly, the Company proposes that he be elected as an Outside Director who is a member of the Audit and Supervisory Committee.</p>				

- (Notes)
1. There is no special interest between each candidate and the Company.
 2. The Attendance for Mr. NAGANO Kazuhiko and Mr. YOGI Hiroshi indicates their attendance as Audit & Supervisory Board Members.
 3. Mr. YOGI Hiroshi and Mr. TOIDE Iwao are candidates for Outside Directors.
 4. Agreement limiting liability with Directors who are members of Audit and Supervisory Committee
The Company has entered into agreement limiting liability with Mr. YOGI Hiroshi that in the event where he causes damages to the Company due to negligence when performing duties and he acts in good faith without gross negligence, his liability for damages shall be the minimum liability amount pursuant to Article 425, Paragraph 1 of the Companies Act. If the election of Mr. NAGANO Kazuhiko and Mr. TOIDE Iwao is approved, Company plans to enter into the same agreement limiting liability with them.
 5. Indemnity agreement with Directors who are members of Audit and Supervisory Committee
The Company has entered into indemnity agreements pursuant to Article 430-2, Paragraph 1 of the Companies Act with Mr. NAGANO Kazuhiko and Mr. YOGI Hiroshi to indemnify costs and losses stipulated in Items 1 and 2 of the said Paragraph, respectively, within the scope of laws and regulations. If their reelection is approved, the Company plans to continue said indemnity agreement with each of them. If the election of Mr. TOIDE Iwao is approved, the Company plans to enter into the same indemnity agreement with him.
 6. Directors and officers liability insurance contract
The Company currently has a directors and officers liability insurance contract pursuant to Article 430-3, Paragraph 1 of the Companies Act concluded with an insurance company to insure Mr. NAGANO Kazuhiko and Mr. YOGI Hiroshi among others. The insurance covers legal damages and litigation expenses incurred by the insured in the event that a claim for damages is made against the insured due to an act committed (including negligence) by the insured based on their position as an officer, etc. with all insurance premiums paid by the Company. If the election of these candidates is approved, they will continue to be insured. If the election of Mr. TOIDE Iwao is approved, he will be insured under the said insurance contract. The Company plans to renew said insurance contract with same terms and conditions during their terms of office.
 7. Matters concerning independence.
There is no transactional relationship between Mr. YOGI Hiroshi and the Company. Mr. YOGI Hiroshi meets the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc. If his election is approved, the Company plans to designate him as an independent director pursuant to the provisions of said exchange.
There is no transactional relationship between Mr. TOIDE Iwao and the Company. Mr. TOIDE Iwao meets the requirements for an independent director as stipulated by the Tokyo Stock Exchange, Inc. If his election is approved, the Company plans to designate him as an independent director pursuant to the provisions of said exchange.

(Reference) The following is the structure of the Board of Directors, showing specialties and areas of experience for each Director, if Proposal 1, Proposal 2 and Proposal 3 are approved. The following table does not show all the knowledge that each Officer possesses.

	Name	Specialties and experienced areas									
		Corporate Management	Manufacturing, Engineering, Research & Development	Sales	Finance & Accounting	Personnel & Labor Relations	International Experience	Legal	ESG	Others	
Directors excluding directors who are members of the Audit and Supervisory Committee	Executive	MIYAMOTO Katsuhiko*	•			•	•	•	•	•	
		TAKAHASHI Kozo	•			•	•		•	•	
		OI Shigehiro	•	•	•				•		
		OMAE Kozo	•		•			•	•		
		YANAGIMOTO Katsu	•	•	•			•			
Directors who are members of the Audit and Supervisory Committee	Non-executive	Outside Independent USUKI Masaharu*	•			•				•	•
		Outside Independent FUJIWARA Kayo*	•		•			•		•	•
		SONODA Hiroto	•		•		•			•	
		NAGANO Kazuhiko	•		•	•	•		•	•	
		Outside Independent YOGI Hiroshi*				•		•			•
		Outside Independent TOIDE Iwao*	•		•			•		•	•

* Mr. MIYAMOTO Katsuhiko, Mr. USUKI Masaharu, Ms. FUJIWARA Kayo, Mr. YOGI Hiroshi and Mr. TOIDE Iwao are members of the Nomination & Compensation Advisory Committee, a non-statutory advisory body of the Company.

Message from Outside Director

USUKI Masaharu
Director, Member of the Board

Almost two years have passed since I assumed the position of Outside Director of the Company. Upon assumption of office, I was invited to discuss a draft of the ongoing Medium-term Business Plan (MBP) (announced in April 2021) with the executive team to solidify a shared understanding of the special steel industry's operating environment and the challenges the Company faces. Since the MBP was drawn up, I have been involved in assessing progress in financial indicators laid out in the MBP, such as return on equity (ROE), and supporting their attainment. I was also given opportunities to provide candid input on how executive managers should be selected and their remuneration disclosed, and some of my suggestions were implemented.

Going forward, I will maintain my fundamental stance of seeking business growth and enhancing corporate value over the medium- and long-term. One of the items on my agenda is to provide a bridge between shareholders/stakeholders and the management team, with a focus on non-financial factors, which are attracting greater attention from investors, that is, E (Environment), S (Social), and G (Governance).

Looking first at "E," we have begun to see some companies reporting higher earnings and external recognition directly attributable to their advanced environmental initiatives. One such case is our subsidiary Ovako Group AB, which successfully decarbonized its operations at low cost, greatly enhancing its price competitiveness. On the other hand, to enhance "S"-oriented measures, how we can leverage people from diverse backgrounds will be the key. To make this happen, we need to guarantee the job satisfaction of our employees and ensure the comfort of their workplace while paying the utmost attention to their health and safety. We must also provide enthusiastic and capable employees, regardless of their gender, with opportunities to shine, as we believe that this will eventually ensure the long-term growth of the Company.

Last comes "G." Having transitioned to the TSE prime market, the Company is required to positively respond to Japan's Corporate Governance Code and fulfill its accountability to shareholders and stakeholders. Because the parent company owns the majority voting rights of the Company, we need to pay close attention to minority interests. Granted, we expect synergies with Nippon Steel Corporation to remain highly beneficial for the Company's management. Should there be an occasion where we have a conflict of interest with the parent company, however, I will offer my candid opinions to protect the interests of the Company's shareholders.

At this General Meeting of Shareholders, the Company has submitted a proposal on the transition to a company with an audit and supervisory committee. I am determined to fulfill my responsibilities as an Outside Director as I exchange opinions frankly with my peers, making the most of the knowledge that I have gained as a finance researcher and a chartered financial analyst (CFA) and the experiences accumulated through my services as a Fund Management (Advisory) Board member of the Government Pension Investment Fund (GPIF) and the Pension Fund Association.

Proposal 4: Election of 1 Substitute Director Who Is a Substitute Audit & Supervisory Board Member

If Proposal 1, “Partial Amendment to the Articles of Incorporation,” is approved, the Company will transition to a company with an audit and supervisory committee at the conclusion of this General Meeting of Shareholders. In order to prepare for cases where the number of Directors who are members of the Audit and Supervisory Committee falls below the required number stipulated by laws and regulations, we propose the election of 1 Substitute Director who is a member of the Audit and Supervisory Committee.

The Audit & Supervisory Board has previously given its approval to this proposal. This proposal will take effect on the premise that the amendment to the Articles of Incorporation under Proposal 1, “Partial Amendment to the Articles of Incorporation,” comes into effect.

The candidate for Substitute Director who is a member of the Audit and Supervisory Committee is as follows:

Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
KOBAYASHI Akihiro (December 19, 1970)	April 1999 Registered as Attorney-at-Law at the Osaka Bar Association Lawyer, Chuo Sogo Law Office November 2009 Partner, Kyoto Office, Chuo Sogo Law Office, P.C. (current position) April 2010 Part-time Lecturer, Kyoto University Law School March 2013 Outside Corporate Auditor, Funai Consulting Inc. (currently Funai Soken Holdings Inc.) April 2014 Concurrent Lecturer, Doshisha Law School March 2016 Outside Director (Audit and Supervisory Committee Member), Funai Soken Holdings Inc. (current position) April 2017 Distinguished Professor, Kyoto University Law School March 2019 Outside Audit & Supervisory Board Member of the Company June 2019 Retired from Outside Audit & Supervisory Board Member of the Company [Significant concurrent positions] Partner, Kyoto Office, Chuo Sogo Law Office, P.C. Outside Director (Audit and Supervisory Committee Member), Funai Soken Holdings Inc.	0
[Reason for nomination as candidate for Substitute Outside Director who is a member of the Audit and Supervisory Committee and expected roles] Mr. KOBAYASHI Akihiro has a wealth of experience and professional knowledge as a lawyer in the legal area, has a track record serving as outside director and outside audit & supervisory board member at other companies, and appropriately conducted audit operations of the Company when he assumed office as Outside Audit & Supervisory Board Member of the Company in March 2019. Therefore, the Company proposes that he be elected as Substitute Outside Director who is a member of the Audit and Supervisory Committee. Although he has not been involved in corporate management in ways other than serving as outside director and outside audit & supervisory board member, based on the aforementioned reasons, the Company judges him to be able to appropriately fulfill the duties of an Outside Director who is a member of the Audit and Supervisory Committee.		

- (Notes)
1. Mr. KOBAYASHI Akihiro is a candidate for Substitute Outside Director who is a member of the Audit and Supervisory Committee.
 2. Agreement limiting liability with Substitute Director who is a member of the Audit and Supervisory Committee
 If Mr. KOBAYASHI Akihiro assumes office as Director who is a member of the Audit and Supervisory Committee, the Company plans to enter into an agreement limiting liability with him stating that in the event where he causes damages to the Company due to negligence when performing duties and he acts in good faith without gross negligence, his liability for damages shall be the minimum liability amount pursuant to Article 425, Paragraph 1 of the Companies Act.
 3. Matters concerning independence
 Mr. KOBAYASHI Akihiro is a partner at the Kyoto Office of Chuo Sogo Law Office, P.C. and the Company has an ongoing legal advisory agreement with said law office. The total transaction amount is less than 1% of the annual total income of said law office. Therefore, Mr. KOBAYASHI Akihiro meets the requirements for an independent auditor as stipulated by the Tokyo Stock Exchange, Inc. If he assumes office as Director who is a member of the Audit and Supervisory Committee, the Company plans to designate him as an independent auditor pursuant to the provisions of said exchange.
 4. Indemnity agreement with Substitute Director who is a member of the Audit and Supervisory Committee
 If Mr. KOBAYASHI Akihiro takes office as Director who is a member of the Audit and Supervisory Committee, the Company plans to enter into an indemnity agreement pursuant to Article 430-2, Paragraph 1 of the Companies Act with him, to indemnify costs and losses stipulated in Items 1 and 2 of the said Paragraph, respectively, within the scope of laws and regulations.
 5. Directors and officers liability insurance contract
 The Company currently has a directors and officers liability insurance contract pursuant to Article 430-3,

Paragraph 1 of the Companies Act concluded with an insurance company. The insurance covers legal damages and litigation expenses incurred by the insured in the event that a claim for damages is made against the insured due to an act committed (including negligence) by the insured based on their position as an officer, etc. with all insurance premiums paid by the Company. If Mr. KOBAYASHI Akihiro takes office as Director who is a member of the Audit and Supervisory Committee, he will be insured under the said insurance contract.

Proposal 5: Determination of Remuneration Amount for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a company with an audit and supervisory committee upon the conclusion of this General Meeting of Shareholders.

At the 105th Annual General Meeting of Shareholders held on June 28, 2017, the amount of remuneration for Directors of the Company was resolved to be within ¥40 million per month (no more than ¥3 million per month for Outside Directors; excluding employee salaries to be paid to director-employees) (the number of Directors of the Board prescribed in the Articles of Incorporation as of the effective date (June 26, 2017) was no more than 18), which is still effective. With the transition to a company with an audit and supervisory committee, we hereby propose that the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members) be newly set to within ¥40 million per month (no more than ¥5 million per month for Outside Directors), given the prescribed number of Directors of the Board, economic conditions, and other considerations.

The overview of the decision policies pertaining to the contents of remuneration to each Director (excluding Directors who are Audit and Supervisory Committee Members) of the Company is included in the Business Report of the Japanese version of this Convocation Notice (pages 42-43). We believe that the contents of this proposal are consistent with the policies and are appropriate.

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” and Proposal 2, “Election of 8 Directors (Excluding Directors who are Audit and Supervisory Committee Members),” are approved as originally proposed, the number of Directors of the Board (excluding Directors who are Audit and Supervisory Committee Members) will be 8 (including 2 Outside Directors).

This proposal shall come into effect subject to entry into force of the amendments to the Articles of Incorporation as stipulated in Proposal 1, “Partial Amendments to the Articles of Incorporation.”

Proposal 6: Determination of Remuneration Amount for Directors Who Are Audit and Supervisory Committee Members

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” is approved as originally proposed, the Company will transition to a company with an audit and supervisory committee upon the conclusion of this General Meeting of Shareholders.

We hereby propose that the remuneration amount for Directors who are Audit and Supervisory Committee Members be within ¥10 million per month, which is the same as the current remuneration amount for company auditors, given the prescribed number of Directors of the Board who are Audit and Supervisory Committee Members, economic conditions, and other considerations.

The contents of this proposal have been set in light of economic conditions and other considerations. As such, we believe that they are appropriate.

If Proposal 1, “Partial Amendments to the Articles of Incorporation,” and Proposal 3, “Election of 3 Directors who are Audit and Supervisory Committee Members,” are approved as originally proposed, the number of Directors of the Board who are Audit and Supervisory Committee Members will be 3.

This proposal shall come into effect subject to entry into force of the amendments to the Articles of Incorporation as stipulated in Proposal 1, “Partial Amendments to the Articles of Incorporation.”