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(Securities Code 8078)  
June 2, 2022

**To Those Shareholders with Voting Rights:**

Yoichi Nakagawa  
Representative Director and President  
Hanwa Co., Ltd.  
4-3-9 Fushimi-machi,  
Chuo-ku, Osaka, Japan

**NOTICE OF  
THE 75TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially notified of the 75th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

In place of attending the meeting in person, you may exercise your voting rights either in writing or via Internet.

Please review the Reference Materials for the General Shareholders Meeting (page 5 through 18), and cast your vote by 5:00 p.m. on Thursday, June 23, 2022 Japan time according to the “Guide to Exercising Voting Rights” described on pages 3 and 4 of this document.

- 1. Date and Time:** Friday, June 24, 2022 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)
- 2. Place:** Seventh Floor Conference Room  
Hanwa Co., Ltd.  
HK Yodoyabashi Garden Avenue Bldg., 4-3-9 Fushimi-machi, Chuo-ku, Osaka
- 3. Meeting Agenda:**
  - Matters to be reported:**
    1. The Business Report, Consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2021 - March 31, 2022) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
    2. Non-Consolidated Financial Statements for the Company’s 75th Fiscal Year (April 1, 2021 - March 31, 2022)
  - Proposals to be resolved:**
    - Proposal No. 1:** Appropriation of Surplus
    - Proposal No. 2:** Partial Amendments to the Articles of Incorporation
    - Proposal No. 3:** Election of Twelve (12) Directors

- In accordance with laws and regulations as well as Article 18 of the Company’s Articles of Incorporation, the following items are posted on the Company’s website (<https://www.hanwa.co.jp/>) and therefore not included in the attached documents to this Notice.

1) Notes to Consolidated Financial Statements 2) Notes to Non-Consolidated Financial Statements

The “Notes to Consolidated Financial Statements” and “Notes to Non-Consolidated Financial Statements” have been combined with the Consolidated Financial Statements and Non-Consolidated Financial Statements for the auditing process, in order for the preparation of the Audit Report and the Independent Auditor’s Report by the Corporate Auditors and the Accounting Auditor.

- Revisions to the Reference Materials for the General Shareholders Meeting, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, if any, will be posted on the Company’s website (<https://www.hanwa.co.jp/>).

< Request to shareholders >

1. The Company will provide alcohol hand sanitizer near the reception desk. We strongly encourage our shareholders to use it, as well as bring and wear a mask.
2. The Company will take a temperature near the entrance of the venue. For those who have a fever and those whose physical condition is considered to be unsatisfactory, we may refuse admission to the venue and ask to leave.
3. Administrative staff for the meeting are required to take their temperatures, check their physical condition, and wear masks while serving you.
4. The Company will increase the space between seats. Consequently, the number of seats available this year will be significantly lower than in previous years. For placing as many seats as possible, we plan to provide a separate venue on the same floor. If more shareholders than expected arrive, we may refuse admission to the venue.
5. In consideration of shortening this year’s meeting to prevent the spread of the COVID-19 infection, the Company will omit the detailed explanation of the Matters to be reported (including the audit report) and the Proposals to be resolved at the venue. We encourage our shareholders to read through this notice in advance.
6. In order to reduce the risk of spreading the infection, only some of the Company’s officers may attend the meeting at the venue or online, regardless of their physical condition on the event day.

## Guide to Exercising Voting Rights

Voting by attending the General Shareholders Meeting in person	
If you plan to attend the Meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue.	Date and time of the Meeting: Friday, June 24, 2022 at 10:00 a.m. Japan time
<ul style="list-style-type: none"> <li>• Please bring with you this Notice to the venue on the day of the Meeting.</li> <li>• As the light clothing (Cool Biz) dress code will be followed at the Meeting, we would appreciate it if you could come to the Meeting wearing casual attire.</li> </ul>	

Voting in writing	
Please indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.	Deadline for voting: By 5:00 p.m. on Thursday, June 23, 2022 Japan time (Arrival of Voting Forms)

Voting via Internet	
Please indicate your approval or disapproval of the proposals according to the guide on the following page. The “voting rights code” and “password” needed to submit votes via Internet are written on the Voting Form.	Deadline for voting: By 5:00 p.m. on Thursday, June 23, 2022 Japan time (Acceptance of entries)

### < Treatment of voting rights exercised repeatedly >

If a shareholder submits votes repeatedly, in writing and via Internet etc., the vote via Internet will be counted as effective ones. Additionally, if a shareholder submits votes using Internet more than once, or submits multiple votes using a personal computer and a smartphone, only the last votes received will be treated as valid.

### < Information concerning use of Electronic Voting Platform > (To institutional investors)

Institutional investors can also use the Electronic Voting Platform operated by ICJ, Inc. to submit votes electronically for the Ordinary General Shareholders Meeting.

## **Voting via Smart Vote®**

It is possible to log in to the website for exercising voting rights without entering your “voting rights code” and “password.”

1. Scan the QR Code on the lower right of the Voting Form.  
\* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.
2. Then, indicate your approval or disapproval according to the instructions on the screen.  
You can vote via “Smart Vote®” only once.  
To change the content of your vote after submission, please scan your QR code again, access the website for exercising voting rights, login by entering the “voting rights code” and “password” written on the Voting Form, and submit your vote again.

## **Exercising Voting Rights via Internet**

Website for exercising voting rights: <https://www.web54.net>

1. Access the website for exercising voting rights.  
Click “Next.”
2. Enter the “voting rights code” written on the Voting Form.  
Click “Login.”
3. Enter the “password” written on the Voting Form.

Set a new password you will actually use.  
Click “Register.”

4. Then, indicate your approval or disapproval according to the instructions on the screen.

\* When voting via Internet, shareholders are responsible for connection fees and communication fees.

\* You may be unable to use the website for exercising voting rights depending on the environment in which you are using the Internet, the service to which you are subscribed, or your device model.

### **Inquiries Regarding Exercising Voting Rights via Smart Vote® or the Internet**

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Web Support  
Dedicated Line: Toll-free: 0120-652-031 (9:00 a.m. to 9:00 p.m., Japan standard time)

### **Other Inquiries**

Sumitomo Mitsui Trust Bank, Limited  
Stock Transfer Agency Business Planning Dept.  
Toll-free: 0120-782-031 (Weekdays 9:00 a.m. to 5:00 p.m., Japan standard time)

## Reference Materials for the General Shareholders Meeting

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

Proposal for the appropriation of surplus is as follows:

Matters concerning the year-end dividend for the 75th fiscal year

The Company regards the sustainable return of earnings to shareholders as one of the most important management responsibilities. So far, while giving its top priority to continuous payment of stable dividends to shareholders, the Company has been making constant efforts to improve profitability and pursue increases in the amount of dividend payments in accordance with the rise of the Company's basic revenue level and the collection status of profit generated through strategic investments. Also, regarding the internal reserve, the Company has been utilizing it for the active investment in the enhancement of our management foundation, growth businesses and new businesses, and has been making efforts for further improvement of the corporate value of the Company.

In keeping with these basic policies, in the Company's Medium-Term Business Plan, it will make further progress in strengthening its financial base and building a foundation for long-term growth.

Based on the above, the Company proposes a year-end dividend of ¥50 per share, maintaining the current level.

(1) Type of dividend	Cash
(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend	The Company proposes to pay a year-end dividend of ¥50 per common share. The aggregate dividend will be ¥2,031,864,500. As the Company has already paid an interim dividend of ¥50 per share in December 2021, the annual dividend will be ¥100 per share for the current fiscal year.
(3) Effective date of dividend payment	June 27, 2022

## Proposal No. 2: Partial Amendments to the Articles of Incorporation

### 1. Reasons for the amendments

The regulations regarding the measures for electronic provision in the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Electronic provision of information such as the content of Reference Materials for General Shareholders Meetings will become possible, and the Articles of Incorporation of companies that transfer and issue shares (listed companies) will be regarded as having been amended on the same day. As such, measure for electronic provision of information such as the content of Reference Materials for General Shareholders Meetings will be required based on laws, regulations, and the Articles of Incorporation. The Company proposes necessary amendments in accordance with the above.

### 2. Details of the amendments

The details of the amendments are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet disclosure and deemed provision of reference materials for the general shareholders meeting, etc.)</u></p> <p><u>Article 18. The Company may, when convening the general shareholders meeting, deem that it has provided information to shareholders relating to matters to be described or indicated in the reference materials for the general shareholders meeting, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information via the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice, and such disclosure shall be deemed to be a duly conducted provision of the information to the shareholders.</u></p> <p>(Newly added)</p>	<p>(Deleted)</p> <p><u>(Measures for electronic provision of reference materials for general shareholders meetings, etc.)</u></p> <p><u>Article 18. The Company shall, when convening the general shareholders meeting, electronically provide information contained in the reference materials for the general shareholders meeting, business reports, non-consolidated financial statements, and consolidated financial statements.</u></p> <p><u>2. Of the matters to which electronic provision measures apply, the Company shall not need to include all or part of matters stipulated in the Ordinance of the Ministry of Justice in the physical documents provided to shareholders who made requests for provision of physical documents by the record date for voting rights.</u></p>

Current Articles of Incorporation	Proposed Amendments
<p>(Newly added)</p>	<p style="text-align: center;"><u>Supplementary provisions</u></p> <p><u>Article 1. The deletion of Article 18 of the pre-amendment Articles of Incorporation and the establishment of Article 18 of the post-amendment Articles of Incorporation shall take effect on September 1, 2022.</u></p> <p><u>2. The Article shall have the following provision from the effective date in the preceding paragraph. This provision shall be effective until a date on which six months have passed from the effective date, or three months have passed from the date of the last general shareholders meeting held on a date within six months from the effective date in the preceding paragraph, whichever is later.</u></p> <p style="text-align: center;"><u>The Company may, when convening the general shareholders meeting, deem that it has provided information to shareholders relating to matters to be described or indicated in the reference materials for the general shareholders meeting, business report, non-consolidated financial statements, and consolidated financial statements, by disclosing such information via the Internet in accordance with the provisions provided in the Ordinance of the Ministry of Justice, and such disclosure shall be deemed to be a duly conducted provision of the information to the shareholders.</u></p> <p><u>3. This Article shall be deleted on whichever date is later, as provided in the preceding paragraph.</u></p>

### Proposal No. 3: Election of Twelve (12) Directors

The terms of office of all thirteen (13) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, the Company proposes the election of twelve (12) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions at the Company	
1	Hironari Furukawa	Representative Director and Chairman	Reelection
2	Yasumichi Kato	Representative Director and Vice Chairman	Reelection
3	Yoichi Nakagawa	Representative Director and President	Reelection
4	Hidemi Nagashima	Director and Senior Managing Executive Officer	Reelection
5	Yasuharu Kurata	Director and Senior Managing Executive Officer	Reelection
6	Yasushi Hatanaka	Director and Senior Managing Executive Officer	Reelection
7	Yoichi Sasayama	Director and Senior Managing Executive Officer	Reelection
8	Ryuji Hori	Director	Reelection Outside Director Independent Officer
9	Tatsuya Tejima	Director	Reelection Outside Director Independent Officer
10	Kamezo Nakai	Director	Reelection Outside Director Independent Officer
11	Reiko Furukawa	-	New candidate Outside Director Independent Officer
12	Keiji Matsubara	Director and Managing Executive Officer	Reelection



No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
1	<p><u>Reelection</u></p> <p>Hironari Furukawa (October 30, 1946)</p> <p>■ Number of shares of the Company held 36,438 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>March 1969</p> <p>April 1996</p> <p>June 1997</p> <p>April 2003</p> <p>April 2005</p> <p>April 2009</p> <p>April 2011</p> <p>April 2022</p>	<p>Joined the Company</p> <p>Executive Vice President of Hanwa Co., (Hong Kong) Ltd. and Vice General Manager of Asian Region (China &amp; Hong Kong)</p> <p>Appointed Director</p> <p>Appointed Managing Director</p> <p>Appointed Senior Managing Director</p> <p>Appointed Representative Director and Executive Vice President</p> <p>Appointed Representative Director and President</p> <p>Appointed Representative Director and Chairman (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Hironari Furukawa has been mainly involved in the steel business, both domestically and abroad, and served as Representative Director and President from 2011. He has served as Representative Director and Chairman since April 2022, and he has been nominated for the position of Director because the Company believes that he can utilize his extensive management experience and global expertise, and supervise comprehensively the future management of the Company.</p>			
2	<p><u>Reelection</u></p> <p>Yasumichi Kato (April 26, 1955)</p> <p>■ Number of shares of the Company held 27,720 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1978</p> <p>April 2009</p> <p>June 2010</p> <p>April 2012</p> <p>April 2016</p> <p>April 2019</p> <p>April 2021</p> <p>April 2022</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Osaka HQ Steel Plates, Structural Steel Sheets and Steel Sheets Sales</p> <p>Appointed Director</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer</p> <p>Appointed Director and Executive Vice President</p> <p>Appointed Representative Director and Executive Vice President</p> <p>Appointed Representative Director and Vice Chairman (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Yasumichi Kato has been mainly involved in the steel sheets business under Steel Division, and he had served as Representative Director and Executive Vice President since 2021, and he has served as Representative Director and Vice Chairman since April 2022. He has been nominated for the position of Director because the Company believes that he can utilize his many years of management experience at the Company, and supervise comprehensively the future management of the Company.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
3	<p><u>Reelection</u></p> <p>Yoichi Nakagawa (August 14, 1961)</p> <p>■ Number of shares of the Company held 6,915 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1986</p> <p>April 2013</p> <p>April 2014</p> <p>June 2015</p> <p>April 2016</p> <p>April 2017</p> <p>April 2022</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Accounting and Affiliated Enterprises, and General Manager of Accounting Dept. and Affiliated Enterprises Dept.</p> <p>Appointed Executive Officer</p> <p>Appointed Director and Executive Officer</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer</p> <p>Appointed Representative Director and President (current position)</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yoichi Nakagawa has been mainly involved in the Accounting and Finance Divisions. He served as Director and Executive Officer from 2015, responsible for Accounting and Finance, and served as Director and Senior Managing Executive Officer since 2017, and has been serving as Representative Director and President since April 2022. He has been nominated for the position of Director because the Company believes that he can contribute to further enhancement of corporate value of the Company and strengthen its management foundation by utilizing his high level of knowledge, his global expertise and extensive business experience cultivated over the twelve years of his assignment in the U.S., and his extensive management experience.</p>			
4	<p><u>Reelection</u></p> <p>Hidemi Nagashima (February 15, 1960)</p> <p>■ Number of shares of the Company held 15,613 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1983</p> <p>April 2011</p> <p>April 2012</p> <p>June 2015</p> <p>April 2016</p> <p>April 2017</p> <p>[Current responsibility]</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets Dept. 1, Structural Steel Sheets Dept. 2, and Hokkaido Branch Office</p> <p>Appointed Executive Officer</p> <p>Appointed Director and Executive Officer</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p> <p>General Manager of Nagoya Branch Office</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Hidemi Nagashima has been mainly involved in the steel sheets business under Steel Division. He has served as Director and Executive Officer from 2015, responsible for Tokyo HQ Steel Plates &amp; Sheets Division and has been serving as Director and Senior Managing Executive Officer since 2017. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, and contribute to further improvement in business performance as General Manager of Nagoya Branch Office.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
5	<p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;">Yasuharu Kurata (September 12, 1959)</p> <p>■ Number of shares of the Company held 2,085 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1982    Joined the Company</p> <p>April 2011    Appointed Corporate Officer General Manager of Asian Region (ASEAN, India, Middle East) In charge of Departments excluding Steel and Machinery and Chairman of HANWA SINGAPORE (PRIVATE) LTD.</p> <p>April 2012    Appointed Executive Officer</p> <p>April 2016    Appointed Managing Executive Officer</p> <p>June 2016    Appointed Director and Managing Executive Officer</p> <p>April 2017    Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Energy Division, Food Division, Life Living Materials Division and New Business Development Office</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasuharu Kurata has been mainly involved in the non-ferrous metals business. From 2010, he was General Representative of Asian Region during his assignment in Singapore of over five years. From 2016, he has served as Director and Managing Executive Officer in charge of the Energy &amp; Living Materials and Food Products business, and has been serving as Director and Senior Managing Executive Officer since 2017. He has been nominated for the position of Director because the Company believes that he can utilize his extensive business experience cultivated domestically and abroad and contribute to further improvement in business performance.</p>
6	<p style="text-align: center;"><b>Reelection</b></p> <p style="text-align: center;">Yasushi Hatanaka (August 30, 1960)</p> <p>■ Number of shares of the Company held 6,975 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1983    Joined the Company</p> <p>August 2012    Appointed Corporate Officer In charge of Osaka HQ Steel Sheets Dept. 1, Steel Sheets Dept. 2, Steel Sheets Dept. 3 and Steel Processing Project Promote Team, Assistant to Director in charge of Tokyo HQ Steel Sheet International and General Manager of Osaka HQ Steel Sheets Dept. 3</p> <p>April 2013    Appointed Executive Officer</p> <p>June 2014    Appointed Director and Executive Officer</p> <p>April 2016    Appointed Director and Managing Executive Officer</p> <p>April 2019    Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] Senior General Manager of Osaka Head Office In charge of Osaka HQ Steel Bars &amp; Construction Materials Division, Osaka HQ Steel Plates &amp; Sheets Division, Steel Processing Project Promote, Kyushu Branch Office, Chugoku Branch Office, Hokuriku Branch Office</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasushi Hatanaka has been mainly involved in the steel sheets business under Steel Division. In 2002, he relocated to China for his assignment over five years. From 2014, he served as Director and Executive Officer in charge of Osaka HQ Steel Sheets Division and Steel Processing Project, and since 2019, he has been serving as Senior General Manager of Osaka Head Office and concurrently supervising the steel business and all branch offices in western Japan as Director and Senior Managing Executive Officer. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, and contribute to further improvement in business performance.</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
7	<p><u>Reelection</u></p> <p>Yoichi Sasayama (November 8, 1961)</p> <p>■ Number of shares of the Company held 2,187 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1984</p> <p>April 2012</p> <p>April 2014</p> <p>April 2017</p> <p>June 2017</p> <p>April 2021</p> <p>[Current responsibilities]</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Tokyo HQ Steel Sheets, and General Manager of Steel Sheets Dept.</p> <p>Appointed Executive Officer</p> <p>Appointed Managing Executive Officer</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of Tokyo HQ Steel Plates &amp; Sheets Division, Niigata Branch Office and Lumber &amp; Plywood Division</p>
	<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Yoichi Sasayama has been mainly involved in the steel sheets business under Steel Division. In 2014, he was assigned as the General Representative of the Asian Region in charge of Steel and Machinery working in Thailand and Indonesia for over three years. After his overseas assignment, he had been serving as Director and Managing Executive Officer since 2017, and he has been serving as Director and Senior Managing Executive Officer since April 2021. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance as a supervisor in charge of Tokyo HQ Steel Plates &amp; Sheets Division, Niigata Branch Office and Lumber &amp; Plywood Division by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
8	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside Director</span>  <span style="border: 1px solid black; padding: 2px;">Independent Officer</span> </p> <p style="text-align: center;">Ryuji Hori (September 3, 1943)</p> <p>■ Number of shares of the Company held 1,624 shares</p> <p>■ Attended 16 out of 17 meetings of Board of Directors (94%)</p>	<p>April 1966    Joined Iwai Sangyo Company Ltd. (currently Sojitz Corporation)</p> <p>June 1996    Appointed Director of Nissho Iwai Corporation (currently Sojitz Corporation)</p> <p>June 2000    Appointed Managing Director of Nissho Iwai Corporation</p> <p>June 2002    Appointed Senior Managing Executive Officer of Nissho Iwai Corporation (Retired from the position in March 2003)</p> <p>April 2003    Professor, School of Law, Waseda University</p> <p>April 2004    Professor, Waseda Law School, Waseda University (Retired from the position in March 2014)</p> <p>June 2005    Appointed Audit &amp; Supervisory Board Member (External Auditor) of Tokuyama Corporation (Retired from the position in June 2017)</p> <p>June 2011    Appointed Outside Director of Riskmonster.com (current position)</p> <p>June 2012    Appointed Outside Director of T&amp;D Holdings, Inc. (Retired from the position in June 2018)</p> <p>April 2013    Managing Director and Principal of Waseda Osaka Gakuen (Retired from the position in December 2018)</p> <p>April 2014    Advisor of TMI Associates (current position)</p> <p>                  Professor Emeritus, Waseda University (current position)</p> <p>June 2014    Appointed Director of the Company (current position)</p> <p>May 2016    Appointed Outside Director of NISHIKI Co., LTD. (Retired from the position in May 2020)</p> <p>June 2018    Appointed Outside Corporate Auditor of Lotte Co., Ltd. (current position)</p> <p>December 2019 Appointed Representative Director and President of TMI Ventures Co., Ltd. (current position)</p> <p>(Significant concurrent positions)  <span style="padding-left: 20px;">Outside Director of Riskmonster.com</span>  <span style="padding-left: 20px;">Outside Corporate Auditor of Lotte Co., Ltd.</span></p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles]  Mr. Ryuji Hori has expertise and extensive knowledge in legal affairs, cultivated through his many years of experience mainly in risk management at a general trading company, along with his experience as a university professor. The Company expects that he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a general and multilateral perspective; therefore, he has been nominated for the position of Outside Director.</p> <p>[Matters concerning Independence]  Mr. Ryuji Hori satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p> <p>There are no special interests between Mr. Ryuji Hori and the Company and the Company judges that there is no factor affecting his independence as Outside Director.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
9	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside Director</span>  <span style="border: 1px solid black; padding: 2px;">Independent Officer</span> </p> <p>Tatsuya Tejima (July 12, 1946)</p> <p>■ Number of shares of the Company held 3,079 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1969    Joined Toho Zinc Co., Ltd.</p> <p>June 1999    Appointed Director of Toho Zinc Co., Ltd.</p> <p>June 2000    Appointed Executive Officer of Toho Zinc Co., Ltd.</p> <p>January 2002   Appointed Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2002    Appointed Managing Director and Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2003    Appointed Representative Director and Managing Director, and Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2005    Appointed Representative Director and Senior Managing Director, and Senior Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2006    Appointed Representative Director and President, and COO of Toho Zinc Co., Ltd.</p> <p>June 2008    Appointed Representative Director and President of Toho Zinc Co., Ltd. (Retired from the position in June 2017)</p> <p>June 2017    Appointed Advisor of Toho Zinc Co., Ltd. (current position) Appointed Outside Director of Furukawa Co., Ltd. (current position)</p> <p>June 2018    Appointed Director of the Company (current position)</p> <p>(Significant concurrent positions) Outside Director of Furukawa Co., Ltd. Advisor of Toho Zinc Co., Ltd.</p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Mr. Tatsuya Tejima has extensive knowledge and business experience cultivated through many years of his career as an executive of a non-ferrous metal smelting company. He has been nominated for the position of Outside Director because the Company expects that with his noble character and deep insight, he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and objective standpoint.</p> <p>[Matters concerning Independence] Mr. Tatsuya Tejima satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. He had served as Representative Director and President of Toho Zinc Co., Ltd., who has a business relationship with the Company, until June 2017. However, transactions between the Company and Toho Zinc Co., Ltd. consist of less than 0.3% of the annual consolidated sales of the Company. Therefore, the Company judges that these transactions would not affect his independence as Outside Director in light of their scale and nature.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
10	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside Director</span>  <span style="border: 1px solid black; padding: 2px;">Independent Officer</span> </p> <p>Kamezo Nakai (July 30, 1950)</p> <p>■ Number of shares of the Company held 2,438 shares</p> <p>■ Attended 16 out of 17 meetings of Board of Directors (94%)</p>	<p>April 1974    Joined Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)</p> <p>June 1995    Appointed Director of Nomura Securities Co., Ltd.</p> <p>April 1999    Appointed Managing Director of Nomura Securities Co., Ltd.</p> <p>April 2003    Appointed Director and Senior Managing Executive Officer of Nomura Asset Management Co., Ltd.</p> <p>June 2003    Appointed Senior Managing Executive Officer of Nomura Asset Management Co., Ltd.</p> <p>                  Appointed Executive Managing Director of Nomura Holdings, Inc. (Retired from the position in March 2006)</p> <p>April 2008    Appointed Advisor of Nomura Asset Management Co., Ltd. (Retired from the position in March 2009)</p> <p>June 2009    Appointed Director and President (Representative Director) of Nomura Land and Building Co., Ltd. (Retired from the position in March 2012)</p> <p>June 2011    Appointed Director and President (Representative Director) of Nomura Real Estate Holdings, Inc.</p> <p>February 2012 Appointed Director and Executive Officer of Nomura Real Estate Development Co., Ltd.</p> <p>April 2012    Appointed Director and President (Representative Director), Chief Executive Officer of Nomura Real Estate Development Co., Ltd.</p> <p>May 2012    Appointed Director and President (Representative Director) and Chief Executive Officer of Nomura Real Estate Holdings, Inc.</p> <p>April 2015    Appointed Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Development Co., Ltd.</p> <p>June 2015    Appointed Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Holdings, Inc. (Retired from the position in June 2017)</p> <p>April 2017    Appointed Director of Nomura Real Estate Development Co., Ltd. (Retired from the position in June 2017)</p> <p>June 2017    Appointed Senior Advisor of Nomura Real Estate Development Co., Ltd. (Retired from the position in September 2020)</p> <p>                  Appointed Outside Director of DSB Co., Ltd. (Retired from the position in March 2021)</p> <p>November 2018 Appointed Outside Director of BIC CAMERA INC. (Retired from the position in November 2020)</p> <p>June 2019    Appointed Director of the Company (current position)</p> <p>December 2020 Appointed Representative Director of Kinmiraisekkei Co., Ltd. (current position)</p> <p>April 2021    Appointed Advisor of DSB Co., Ltd. (Retired from the position in March 2022)</p> <p>(Significant concurrent positions) Representative Director of Kinmiraisekkei Co., Ltd.</p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Mr. Kamezo Nakai has extensive knowledge and abundant experience cultivated through his many years of corporate management in the securities industry and real estate industry. He has been nominated for the position of Outside Director because the Company expects that he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and multilateral perspective especially in finance and investment.</p> <p>[Matters concerning Independence] Mr. Kamezo Nakai satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. Mr. Nakai had served as an executing person of Nomura Real Estate Development Co., Ltd., who has a business relationship with the Company, until June 2017. However, transactions between the Company and Nomura Real Estate Development Co., Ltd. consists of less than 0.1% of the annual consolidated sales of the Company. Therefore, the Company judges that these transactions would not affect his independence as Outside Director in light of their scale and nature.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
11	<p data-bbox="261 297 459 327">New candidate</p> <p data-bbox="261 331 459 360">Outside Director</p> <p data-bbox="261 365 459 394">Independent Officer</p> <p data-bbox="261 427 485 488">Reiko Furukawa (February 12, 1959)</p> <p data-bbox="261 521 485 633">■ Number of shares of the Company held  0 shares</p>	<p data-bbox="517 297 632 327">April 1981</p> <p data-bbox="517 331 632 360">April 2007</p> <p data-bbox="517 421 632 450">April 2009</p> <p data-bbox="517 454 632 483">April 2011</p> <p data-bbox="517 521 632 551">April 2014</p> <p data-bbox="517 589 632 618">July 2017</p>	<p data-bbox="719 297 1382 327">Joined Nippon Univac Kaisha, Ltd. (currently BIPROGY Inc.)</p> <p data-bbox="719 331 1382 421">Appointed General Manager of Industries Development Department of Nihon Unisys Excelutions, Ltd. (currently UEL Corporation)</p> <p data-bbox="719 425 1382 454">Appointed Executive Officer of Nihon Unisys Excelutions, Ltd.</p> <p data-bbox="719 459 1382 519">Appointed General Manager of Outsourcing Planning Department of UNIADEX, Ltd.</p> <p data-bbox="719 524 1382 584">Appointed General Manager of Quality Assurance Department of UNIADEX, Ltd.</p> <p data-bbox="719 589 1382 649">Appointed Full-time Auditor of UNIADEX, Ltd. (Retired from the position in June 2021)</p>
	<p data-bbox="252 656 1390 835">[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Ms. Reiko Furukawa has profound insight supported by her many years of varied experience in business, management, audits, etc., at a large corporate group for information systems. She has been nominated for the position of Outside Director because the Company expects that she can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and objective perspective, especially in the areas of information systems and internal control.</p> <p data-bbox="252 840 1390 1012">[Matters concerning Independence] Ms. Reiko Furukawa satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company plans to register her as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. There are no special interests between Ms. Furukawa and the Company and the Company judges that there is no factor affecting her independence as Outside Director.</p>		



No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
12	<p><u>Reelection</u></p> <p>Keiji Matsubara (November 9, 1960)</p> <p>■ Number of shares of the Company held 6,270 shares</p> <p>■ Attended 17 out of 17 meetings of Board of Directors (100%)</p>	<p>April 1983    Joined the Company</p> <p>April 2014    Appointed Corporate Officer General Representative for East China Region, Chairman and President of HANWA TRADING (SHANGHAI) CO., LTD., and in charge of Wire Products &amp; Special Steel Titanium for Asian Region</p> <p>April 2015    Appointed Executive Officer</p> <p>April 2018    Appointed Managing Executive Officer</p> <p>June 2020    Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Tokyo HQ Steel Plates Dept., Machinery Division and Wire Products &amp; Special Steel Division of all offices</p> <p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Keiji Matsubara has been mainly involved in the wire products and special steel business under Steel Division. After working in China for six years since 2013, he has been serving as Director and Managing Executive Officer since 2020. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance as a supervisor in charge of Tokyo HQ Steel Plates Dept., Machinery Division and Wire Products &amp; Special Steel Division of all offices by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Mr. Ryuji Hori, Mr. Tatsuya Tejima, Mr. Kamezo Nakai and Ms. Reiko Furukawa are candidates for the positions of Outside Directors.
  3. Mr. Ryuji Hori is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for eight years.
  4. Mr. Tatsuya Tejima is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for four years.
  5. Mr. Kamezo Nakai is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for three years.
  6. At Toho Zinc Co., Ltd., in which Mr. Tatsuya Tejima served as Representative Director until June 2017, it was discovered that a part of non-ferrous slag products shipped by the Annaka Smelter and Refinery in the past did not meet the soil environmental standards of the Soil Contamination Countermeasures Act.
  7. Nomura Real Estate Development Co., Ltd., in which Mr. Kamezo Nakai served as Director until June 2017, received a corrective order and guidance from a labor standards office, concerning the operation of its discretionary labor system in December 2017.
  8. Messrs. Ryuji Hori, Tatsuya Tejima and Kamezo Nakai have entered into an agreement with the Company limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of laws and regulations. The Company plans to continue the above agreement with Messrs. Ryuji Hori, Tatsuya Tejima and Kamezo Nakai if they are reelected. The Company plans to conclude a similar agreement as the above with Ms. Reiko Furukawa if she is elected and the maximum amount of liability under the agreement follows the provisions of laws and regulations.
  9. The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages arising from liability borne by the insured in the course of execution of their duties or claims pertaining to the pursuit of such liability, as well as expenses incurred in dealing with suspected violations of laws and regulations, or claims pertaining to the pursuit of such liability. The candidates will be included as the insured in said insurance agreement.
  10. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

In accordance with Principle 4.9 of the Corporate Governance Code, stating that the Company should establish independence standards aimed at securing effective independence of outside officers (outside directors and outside corporate auditors), at a meeting of the Board of Directors held on September 26, 2017, the Company passed a resolution regarding “Independence Standards for Outside Officers” as follows.

#### Independence Standards for Outside Officers

When an outside officer (outside director and outside corporate auditor) of the Company does not fall under any of the following cases, he or she is judged independent from the Company.

1. A major shareholder of the Company (meaning a shareholder who holds either directly or indirectly 10% or more of the total voting rights of the Company at the end of the most recent fiscal year), or an executing person thereof.
2. A person belonging to or an executing person of a company of which the Company is a major shareholder (holding 10% or more of the total voting rights of the company at the end of the most recent fiscal year).
3. A major business partner of the Company (whose annual transaction with the Company exceeds 2% of the consolidated net sales of the Company during the most recent fiscal year), or an executing person thereof.
4. A major lender to the Company (whose outstanding loans to the Company at the end of most recent fiscal year exceeds 2% of the consolidated total net assets of the Company), or an executing person thereof.
5. A representative or an employee who belongs to the audit corporation that is the accounting auditor of the Company.
6. A consultant, legal professional, certified public accountant, tax accountant, or other person providing a specialist service who received more than 10 million yen of monetary consideration or other properties per year from the Company other than officer remuneration in the most recent fiscal year (referring to a person belonging to the organization if the one who received the relevant property is an organization such as corporation or association).
7. A person who received the annual total of more than 10 million yen of donations or aid funds from the Company in the most recent fiscal year (referring to an executing person who belongs to the organization if the one who received the relevant donations or aid funds is an organization such as corporation or association).
8. A person who falls under any of 1 to 7 above in the past three years
9. A person whose close relative falls under any of 1 to 8 above.

(Note 1.) An executing person refers to an executive director, executive officer, corporate officer, or staff executing business of an entity.

(Note 2.) A close relative means a relative within the second degree of kinship.

Even if a person falls under any of the above criteria, such person may be elected as a candidate for independent outside officer if the person satisfies the requirements of an outside director or an outside corporate auditor under the Companies Act, has specialization and experience necessary in view of the Company’s current situations and his/her knowledge and viewpoint are judged to be beneficial to the Company’s management, on the condition that the Company provides explanations to shareholders of the reasons of its judgement and the fact that the person satisfies the requirements of an independent outside officer.