

This is an English translation of a document published in Japanese. Should there be any discrepancies between the Japanese and the English, the Japanese version shall be considered the final authority.

June 10, 2022

To Our Shareholders:

MATSUOKA Hiroaki  
Representative Director and President  
Nippon Coke & Engineering Co., Ltd.  
Securities Code: 3315  
Address: 3-3-3 Toyosu  
Koto-ku, Tokyo, 135-6007  
Japan

### **Notice of the 19th Annual General Meeting of Shareholders**

We hereby provide notification that the 19th Annual General Meeting of Shareholders of Nippon Coke & Engineering Co., Ltd. (“the Company”) will be held as described below.

In order to minimize the spread of COVID-19, the Company requests that you exercise your voting rights prior to the General Meeting of Shareholders in writing or via the Internet if possible.

Please review the attached Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights, using any of the methods below, by 5:45 p.m. on Tuesday, June 28, 2022 Japan time.

1. Date and Time Wednesday, June 29, 2022 at 10:00 a.m. (the reception desk will open at 9.30 a.m.)

2. Place Koto City Culture Center  
4-11-3 Toyo, Koto-ku, Tokyo

3. Purposes of the Meeting

- Matters to Be Reported
1. Business Report and Consolidated Financial Statements for the 19th term (from April 1, 2021 to March 31, 2022) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors
  2. Non-consolidated Financial Statements for the 19th term (from April 1, 2021 to March 31, 2022)

- Matters to Be Decided
- Proposal No. 1: Appropriation of Retained Earnings
  - Proposal No. 2: Amendment to the Articles of Incorporation
  - Proposal No. 3: Election of Six (6) Directors
  - Proposal No. 4: Election of One (1) Corporate Auditor
  - Proposal No. 5: Election of One (1) Substitute Corporate Auditor

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Retained Earnings

The Company's basic policy on the distribution of profit is the appropriate allocation of profit to shareholder returns, investment required for establishment of a stable earnings base for the future, and internal reserves to strengthen the financial base, considering overall operating results and financial position.

With regard to the return of profit to shareholders, in addition to the aforementioned policy, the Company recognizes that the payment of continuous, long-term, stable dividends to shareholders is an important priority.

Accordingly, based on these basic policies and taking into account operating results for the fiscal year, the Company proposes a year-end dividend for the fiscal year of 7 yen per share, an increase of 3 yen from the year-end dividend of the previous fiscal year.

#### Year-End Dividend

- |  |  |
|--|--|
| 1. Type of dividend property   | Cash   |
| 2. Allotment of dividend property to shareholders and the aggregate amount | ¥7.00 per common share of the Company<br>Total dividends: ¥2,037,193,956 |
| 3. Effective date of dividend  | June 30, 2022  |

## **Proposal No. 2: Amendment to the Articles of Incorporation**

### 1. Reasons for the Amendment

Since the amended provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) are to be enforced on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation as a system will be introduced for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Since the Articles of Incorporation will be required to stipulate that the Company will take measures for the electronic provision of information that constitutes the content of the reference documents, etc. for the general meeting of shareholders, the proposed amendment of Paragraph 1 of Article 16 (Measures for Providing Information in Electronic Format, Etc.) will be newly established.
- (2) The proposed amendment of Paragraph 2 of Article 16 (Measures for Providing Information in Electronic Format, Etc.) will be newly established to enable the Company to limit the scope of the items stated in the paper-based documents for shareholders (to be delivered upon requests) to those specified in the applicable ordinance of the Ministry of Justice among the items for which the Company takes measures for the electronic provision of information that constitutes the content of the reference documents, etc. for the general meeting of shareholders.
- (3) Since the provisions of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. of General Meeting of Shareholders) of the current Articles of Incorporation will no longer be required once the system for the electronic provision of informational materials for the general meeting of shareholders has been introduced, it will be deleted.
- (4) Supplementary provisions will be established regarding the effective date of the aforementioned newly established and deleted provisions. The supplementary provisions will be deleted after the relevant period of time has elapsed.



Current Articles of Incorporation	Proposed Amendments
(To be newly established)	<ol style="list-style-type: none"> <li data-bbox="810 271 1391 842">1. <u>The deletion of Article 16 (Internet Disclosure and Deemed Provision of Reference Documents, etc. of the General Meeting of Shareholders) of the current Articles of Incorporation and the new establishment of the proposed amendment to Article 16 (Measures for Providing Information in Electronic Format, Etc.) shall be effective from the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></li> <li data-bbox="810 864 1391 1088">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 16 of the current Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></li> <li data-bbox="810 1111 1391 1335">3. <u>These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></li> </ol>

### Proposal No. 3: Election of Six (6) Directors

At the conclusion of this Annual General Meeting of Shareholders, the terms of office of all ten (6) of the currently-serving Directors will expire.

Therefore, the Company requests the election of six (6) Directors, including three (3) Outside Directors.

The candidates for Director are as follows.

Candidate No.	Name	Current Position in the Company	Attribution
1	<b>MATSUOKA Hiroaki</b>	Representative Director and President	Reappointment
2	<b>SHIMIZU Akihiko</b>	Director and Vice President	Reappointment
3	<b>KAGE Kazuya</b>	Director and Senior Corporate Adviser	Reappointment
4	<b>TOKUNAGA Naoyuki</b>	Outside Director	Reappointment Outside
5	<b>MORIKAWA Ikuhiko</b>	Outside Director	Reappointment Outside Independent
6	<b>WASAKA Sadao</b>	Outside Director	Reappointment Outside Independent

Notes:

Reappointment Candidate for reappointment as Director

Outside Candidate for Outside Director

Independent Candidate for independent officer pursuant to stock exchange stipulations

## **Candidate No. 1 MATSUOKA Hiroaki**

### **Reappointment**

Date of birth: August 31, 1960 (61 years old)  
Attendance at Board of Directors meetings: 10/10 (100%)  
No. of shares of the Company held: 73,081

### **Career history and position in the Company**

April 1985 Joins Nippon Steel Corporation  
April 2011 General Manager, General Administration Department, Muroran Works, Bar and Wire Rod Unit of Nippon Steel Corporation  
April 2014 Head of Division, Bar and Wire Rod Sales Division, Bar and Wire Rod Unit of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)  
April 2016 Executive Officer, Head of Unit, Bar and Wire Rod Unit of Nippon Steel & Sumitomo Metal Corporation  
April 2019 Managing Executive Officer, Head of Office, Osaka Office of Nippon Steel Corporation  
April 2021 Executive Officer assigned to President of Nippon Steel Corporation  
Advisor of the Company  
June 2021 Director and Vice President of the Company  
April 2022 Representative Director and President of the Company (current position)

### **Current responsibilities in the Company and significant concurrent positions**

Representative Director and President

### **Reasons for nomination as a candidate for Director**

Since being appointed Director and Vice President in June 2021, MATSUOKA Hiroaki has been involved in the Nippon Coke & Engineering Group's management based on his extensive knowledge from his business experience at a steel manufacturing company, and he has led the Group's management as Representative Director since April 2022. As a result, the Company determined it is appropriate to elect him as a Director again and proposed him as a candidate.

## **Candidate No. 2 SHIMIZU Akihiko**

### **Reappointment**

Date of birth: May 26, 1958 (64 years old)

Attendance at Board of Directors meetings: 12/12 (100%)

No. of shares of the Company held: 56,650

### **Career history and position in the Company**

April 1981 Joins Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)

April 2006 General Manager, Sales Department #7, Tokyo Corporate Banking Division of Sumitomo Mitsui Banking Corporation

October 2009 Deputy Manager, Internal Audit Department of Sumitomo Mitsui Banking Corporation

January 2011 General Manager, Accounting Department of the Company

April 2011 Executive Officer, and General Manager, Accounting Department of the Company

June 2013 Managing Director, and General Manager, Corporate Planning & Administration Department of the Company

June 2017 Executive Managing Director of the Company

April 2022 Director and Vice President of the Company (current position)

### **Current responsibilities in the Company and significant concurrent positions**

Director and Vice President with responsibilities for Corporate Planning and Administration Department and internal control

### **Reasons for nomination as a candidate for Director**

Since being appointed Director in 2013, SHIMIZU Akihiko has been involved in the Nippon Coke & Engineering Group's management with responsibilities for corporate planning and administrations based on his extensive knowledge from his business experience in banking. As a result, the Company determined it is appropriate to elect him as a Director again and proposed him as a candidate.



### **Candidate No. 3 KAGE Kazuya**

#### **Reappointment**

Date of birth: March 10, 1957 (65 years old)

Attendance at Board of Directors meetings: 12/12 (100%)

No. of shares of the Company held: 301,651

#### **Career history and position in the Company**

April 1982	Joins Nippon Steel Corporation
April 2004	General Manager, Flat Products Plant, Nagoya Works of Nippon Steel Corporation
April 2009	Deputy Manager, Nagoya Works of Nippon Steel Corporation
July 2009	General Manager, Safety Division of Nippon Steel Corporation
April 2011	Executive Officer, and General Manager, Process Research Laboratories, R&D Laboratories of Nippon Steel Corporation
April 2012	Advisor to Nippon Steel Corporation (commissioned for matters related to Usiminas)
April 2016	Advisor to the President of the Company
June 2016	Representative Director and President of the Company
April 2022	Director and Senior Corporate Adviser (current position)

#### **Current responsibilities in the Company and significant concurrent positions**

Senior Corporate Adviser

#### **Reasons for nomination as a candidate for Director**

KAGE Kazuya directed the Nippon Coke & Engineering Group as Representative Director between 2016 and April 2022, serving in senior management with strong leadership and outstanding knowledge based on his business experience at a steel manufacturing company. It is expected that he will continue to drive the Group's business. As a result, the Company determined it is appropriate to elect him as a Director again and proposed him as a candidate.

#### **Candidate No. 4 TOKUNAGA Naoyuki**

Reappointment  Outside

Date of birth: December 11, 1972 (49 years old)

Attendance at Board of Directors meetings: 12/12 (100%)

No. of shares of the Company held: 0

#### **Career history and position in the Company**

April 1995 Joins Sumitomo Corporation

September 2008 Advisor, Carbon Department of Sumitomo Corporation  
Group Leader, Coke Sales, Coke Department of the Company

June 2010 Unit Manager, Carbon and Steel Raw Materials, Sumitomo Corporation of Americas

April 2015 Assistant Team Leader, Carbon Products, Carbon Department of Sumitomo Corporation

April 2016 Advisor, Carbon Department of Sumitomo Corporation  
Director, Summit CRM, Ltd.

October 2018 Team Leader, Business Development, Carbon Department of Sumitomo Corporation

June 2020 Outside Director of the Company (current position)

April 2022 General Manager, Carbon Department of Sumitomo Corporation (current position)

#### **Current responsibilities in the Company and significant concurrent positions**

General Manager, Carbon Department of Sumitomo Corporation

#### **Reasons for nomination as a candidate for Outside Director and overview of expected roles**

TOKUNAGA Naoyuki serves as General Manager, Carbon Department of Sumitomo Corporation and has extensive knowledge of resources and energy. In particular, it is expected that he will continue to provide supervision and advice on the Company's management strategy from an expert standpoint, taking into account the market and industrial structure as he has done in the past. As a result, the Company determined it is appropriate to elect him as an Outside Director again and proposed him as a candidate. He was elected and took office as an Outside Director at the 17th Annual General Meeting of Shareholders held on June 26, 2020. If his reelection is approved, this will be his third year in office.

**Candidate No. 5 MORIKAWA Ikuhiko**

Reappointment  Outside  Independent

Date of birth: February 15, 1957 (65 years old)

Attendance at Board of Directors meetings: 12/12 (100%)

No. of shares of the Company held: 0

**Career history and position in the Company**

April 1979	Joins Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)
June 2005	Executive Officer, and General Manager of the Mass Retail Department of Sumitomo Mitsui Banking Corporation
April 2009	Managing Executive Officer, Sumitomo Mitsui Banking Corporation
April 2011	Managing Executive Officer, and General Manager, Private Advisory Division of Sumitomo Mitsui Banking Corporation
June 2012	Representative Director and Senior Executive Officer, SMBC Friend Securities Co., Ltd.
January 2018	Advisor, SMBC Nikko Securities Inc.
June 2018	Representative Director, Vice President and Executive Officer, Muromachi Building Co., Ltd.
June 2020	Outside Director of the Company (current position)

**Current responsibilities in the Company and significant concurrent positions**

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**Reasons for nomination as a candidate for Outside Director and overview of expected roles**

Based on his many years of experience in the banking business and corporate management at securities firms and other companies, MORIKAWA Ikuhiko has extensive knowledge of management. It is expected that he will continue to provide expert supervision and advice on the Company's management strategy, from the viewpoint of finance and with a long-term perspective, as he has done in the past. As a result, the Company determined it is appropriate to elect him as an Outside Director again and proposed him as a candidate. He was elected and took office as an Outside Director at the 17th Annual General Meeting of Shareholders held on June 26, 2020. If his reelection is approved, this will be his third year in office.

**Candidate No. 6 WASAKA Sadao****Reappointment** **Outside** **Independent**

Date of birth: June 3, 1950 (72 years old)

Attendance at Board of Directors meetings: 12/12 (100%)

No. of shares of the Company held: 0

**Career history and position in the Company**

April 1976 Joins Mitsui Mining Co., Ltd. (currently Nippon Coke & Engineering Co., Ltd.)

March 1980 Assigned to Mitsui SRC Development Co., Ltd.

May 1980 Assigned to SRC International, Inc., in U.S.

January 1995 Assigned to New Energy and Industrial Technology Development Organization (NEDO) (transferred to NEDO May 2003)

October 2007 Executive Director, NEDO

October 2013 President, Industrial Technology Center of Wakayama Prefecture

February 2019 Technical Advisor, SRC Technologies Co., Ltd.

April 2020 Technical Advisor, SRC Consulting Co., Ltd.

June 2020 Outside Director of the Company (current position)

**Current responsibilities in the Company and significant concurrent positions**

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**Reasons for nomination as a candidate for Outside Director**

WASAKA Sadao has extensive knowledge related to energy and technology, including many years of involvement in the development of energy needed for the realization of a sustainable society. It is expected that he will provide supervision and advice on management with an awareness of sustainability, including ESG and the SDGs, from an expert standpoint, as he has done in the past. As a result, the Company determined it is appropriate to elect him as an outside Director again and proposed him as a candidate. He was elected and took office as an Outside Director at the 17th Annual General Meeting of Shareholders held on June 26, 2020. If his reelection is approved, this will be his third year in office.

Notes:

1. There are no special interests between any of the candidates and the Company.
2. TOKUNAGA Naoyuki, MORIKAWA Ikuhiko, and WASAKA Sadao are candidates for Outside Directors.
3. Sumitomo Corporation is a leading business partner (a specified associated company) of the Company, and TOKUNAGA Naoyuki has received a salary, etc. as an employee from Sumitomo Corporation for the past two years and intends to receive such a salary, etc. in the future. His position and responsibilities at Sumitomo Corporation are as described in his career history.
4. The Company, pursuant to Article 427, Paragraph 1 of the Companies Act, has entered into an agreement with each of TOKUNAGA Naoyuki, MORIKAWA Ikuhiko, and WASAKA Sadao to limit his liability, as provided for in Article 423, Paragraph 1 of the Companies Act, to the amount prescribed by laws and regulations in so far as such person performs his duties in good faith and without gross negligence. In the event that the reelection of each of them is approved, the Company plans to continue the agreement.
5. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors. In the event that the reelection of each candidate is approved, the Company plans to continue the agreement.
6. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event that the reelection of each candidate is approved, the Company plans to include each of them among the insured persons under the insurance policy again. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.
7. MORIKAWA Ikuhiko and WASAKA Sadao meet the criteria for determining the independence of outside officers stipulated by the Company. Therefore, the Company, pursuant to Rule 436-2 of the Securities Listing Regulations, Japan Exchange Group, Inc., has notified the Exchange that MORIKAWA Ikuhiko and WASAKA Sadao are each an independent officer. In the event that the reelection of each of them is approved, the Company plans to notify the Exchange that each of them is again an independent officer.



### Reasons for nomination as a candidate for Outside Corporate Auditor

WATANABE Takashi has no past experience in corporate management other than as an outside officer. However, he has built up business experience in administrative departments, such as personnel and general affairs, and planning, and is expected to reflect his extensive knowledge of business management in the Company's management. As a result, the Company has determined it would be appropriate to elect him as a Corporate Auditor to ensure the proper execution of business and has proposed him as a candidate for Outside Corporate Auditor.

New	New candidate for Corporate Auditor
Outside	Candidate for Outside Corporate Auditor

#### Notes:

1. There are no special interests between WATANABE Takashi and the Company.
2. WATANABE Takashi is a candidate for Outside Corporate Auditor.
3. Nippon Steel Corporation is a leading business partner (a specified associated company) of the Company, and WATANABE Takashi has received a salary, etc. as an employee from Nippon Steel Corporation for the past two years and intends to receive such a salary, etc. in the future. His position and responsibilities at Nippon Steel Corporation are as described in his career history.
4. In the event that the election of WATANABE Takashi is approved, the Company, pursuant to Article 427, Paragraph 1 of the Companies Act, intends to enter into an agreement with him to limit his liability, as provided for in Article 423, Paragraph 1 of the Companies Act, to the amount prescribed by laws and regulations in so far as he performs his duties in good faith and without gross negligence.
5. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors currently in office. In the event that the election of WATANABE Takashi is approved, the Company plans to enter into an indemnity agreement on the same terms with him.
6. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event that the election of WATANABE Takashi is approved, the Company plans to include him among the insured persons under the insurance policy. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.





### **Reasons for nomination as a candidate for Outside Corporate Auditor**

YAMAZAKI Tomohiko has no past experience in corporate management other than as an outside director. However, he has operational experience in managing group company planning at Nippon Steel Corporation. As a result, the Company has determined it would be appropriate to elect him as a Corporate Auditor to ensure the proper execution of business and has proposed him as a candidate for substitute Corporate Auditor.

Outside
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 Candidate for Outside Corporate Auditor

#### Notes:

1. There are no special interests between YAMAZAKI Tomohiko and the Company.
2. In the event that Proposal No. 4 is approved as proposed, YAMAZAKI Tomohiko will be a candidate for substitute Outside Corporate Auditor for WATANABE Takashi, who is proposed for election as Outside Corporate Auditor, and SAKURADA Shuichi, who is currently in office as Corporate Auditor.
3. Nippon Steel Corporation is a leading business partner (a specified associated company) of the Company, and YAMAZAKI Tomohiko has received a salary, etc., as an employee from Nippon Steel Corporation for the past two years and intends to receive such a salary, etc., in the future. His position and responsibilities at Nippon Steel Corporation are as described in his career history.
4. In the event that the election of YAMAZAKI Tomohiko is approved, the Company, pursuant to Article 427, Paragraph 1, of the Companies Act, intends to enter into an agreement with him to limit his liability, as provided for in Article 423, Paragraph 1, of the Companies Act, to the amount prescribed by laws and regulations in so far as YAMAZAKI Tomohiko performs his duties in good faith and without gross negligence.
5. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors currently in office. In the event that the election of YAMAZAKI Tomohiko is approved, the Company plans to enter into an indemnity agreement on the same terms with him.
6. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. In the event that the election of YAMAZAKI Tomohiko is approved, the Company plans to include him among the insured persons under the insurance policy. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.

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