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(Stock Exchange Code 5481)

June 6, 2023

(Commencement of electronic provision measures: May 30, 2023)

**To Shareholders with Voting Rights:**

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

## **NOTICE OF THE 111th 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 111th Annual General Meeting of Shareholders of Sanyo Special Steel Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for electronic provision and matters subject to measures for electronic provision are posted as the “Notice of the 111th Annual General Meeting of Shareholders” on the following website.

The Company’s website: <https://www.sanyo-steel.co.jp/english/>

In addition to the above website, this information is also posted on the following website.

Tokyo Stock Exchange website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please access the above website, search by entering the Company’s name or the Stock Exchange Code, and select “Basic information” and “Documents for public inspection/PR information” in that order to view the information.

**If you do not attend the meeting in person, you can exercise your voting rights in advance in writing or via the Internet, etc. Please review the Reference Documents for the General Meeting of Shareholders included in the matters subject to measures for electronic provision and exercise your voting rights no later than 5:00 p.m. on Tuesday, June 27, 2023, Japan time.**

- 1. Date and Time:** Wednesday, June 28, 2023, 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 111th Fiscal Year (April 1, 2022 - March 31, 2023) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
    2. Financial Statements for the Company’s 111th Fiscal Year (April 1, 2022 - March 31, 2023)
  - Proposals to be resolved:**
    - Proposal 1:** Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
    - Proposal 2:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

## **Guide to Exercising Voting Rights**

### **Attending the General Meeting of Shareholders**

**Date and time of the meeting: Wednesday, June 28, 2023, 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 Tuesday, June 27, 2023**

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. If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it will be treated as an indication of approval.

### **Exercising Voting Rights via the Internet, etc.**

**Deadline: Exercised by no later than 5:00 p.m. on Tuesday, June 27, 2023**

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> (available in Japanese)

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

- We are sending you documents containing the matters subject to measures for electronic provision, which are to be sent to those shareholders who have requested the delivery of the paper-based documents. 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 in the Consolidated Financial Statements and Notes to the Financial Statements in 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 and Supervisory Committee and the Accounting Auditor during preparation for the Audit Report and the Independent Auditor's Reports, respectively.
- If there are any amendments to the matters subject to measures for electronic provision, the details of the revisions will be posted on the websites.

## **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 (available in Japanese; <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:** Election of 8 Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all 8 Directors (excluding Directors who are members of the Audit and Supervisory Committee) will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors (excluding Directors who are members of the Audit and Supervisory Committee) including 2 Outside Directors is proposed.

The candidates for 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% (16 out of 16 meetings)
2	TAKAHASHI Kozo <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (16 out of 16 meetings)
3	OI Shigehiro <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (16 out of 16 meetings)
4	OMAE Kozo <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (16 out of 16 meetings)
5	YANAGIMOTO Katsu <u>Reappointment</u>	Male	Director, Member of the Board and Managing Executive Officer	100% (16 out of 16 meetings)
6	USUKI Masaharu <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Male	Director, Member of the Board	100% (16 out of 16 meetings)
7	FUJIWARA Kayo <u>Reappointment</u> <u>Outside</u> <u>Independent</u>	Female	Director, Member of the Board	100% (13 out of 13 meetings)
8	SONODA Hiroto <u>Reappointment</u>	Male	Director, Member of the Board	100% (16 out of 16 meetings)

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	<p data-bbox="204 365 405 450">MIYAMOTO Katsuhiro (October 22, 1956)</p> <p data-bbox="225 479 384 510"><u>Reappointment</u></p> <p data-bbox="204 539 405 685">[Attendance at the Board of Directors meetings] 100% 16 out of 16 meetings</p> <p data-bbox="204 714 405 913">[Term of office as Director of the Company] 2 years (at the conclusion of this General Meeting of Shareholders)</p>	<p data-bbox="432 264 1283 320">April 2009 Head of Division, Accounting &amp; Finance Division, Nippon Steel Corporation</p> <p data-bbox="432 327 1283 383">April 2012 Executive Officer and Head of Division, Accounting &amp; Finance Division</p> <p data-bbox="432 389 1283 468">October 2012 Executive Officer and Head of Division, Accounting &amp; Finance Division, Nippon Steel &amp; Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p data-bbox="432 474 1283 508">April 2015 Managing Executive Officer</p> <p data-bbox="432 515 1283 611">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="432 618 1283 651">April 2018 Executive Vice President</p> <p data-bbox="432 658 1283 692">June 2018 Representative Director and Executive Vice President</p> <p data-bbox="432 698 1283 732">April 2019 Representative Director, Executive Vice President and Head of Global Business Development, Nippon Steel Corporation</p> <p data-bbox="432 739 1283 817">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="432 824 1283 880">April 2021 Director, Member of the Board</p> <p data-bbox="432 887 1283 965">June 2021 Advisor of the Company Representative Director and President (current position) Board Member and Chair of the Board, Ovako Group AB (current position)</p> <p data-bbox="432 972 1283 1016">[Significant concurrent positions] Board Member and Chair of the Board, Ovako Group AB</p>	5,900
<p data-bbox="204 1023 719 1057">[Reason for nomination as candidate for Director]</p> <p data-bbox="204 1064 1461 1247">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 &amp; 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% 16 out of 16 meetings</p> <p>[Term of office as Director of the Company] 9 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 &amp; Finance Division, General Manager, Corporate Risk Management Division, General Administration Division</p> <p>General Manager, Internal Control &amp; Audit Division, General Manager, Accounting &amp; Finance Division, Nippon Steel &amp; 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>	19,600
<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 &amp; Finance Department, Computer Systems Planning Office, Personnel &amp; Labor Relations Department, General Administration Department, Internal Control &amp; 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% 16 out of 16 meetings</p> <p>[Term of office as Director of the Company] 12 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 &amp; Administration Department</p> <p>Director, Member of the Board, General Manager, Production Planning &amp; 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>	31,700
<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 &amp; Administration Department and Steelmaking Department, he currently serves as Director and Managing Executive Officer in charge of general production divisions such as Safety &amp; Disaster Prevention Department, Production Planning &amp; Administration Department, Equipment Department, Steelmaking Department, Bar &amp; 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>OMAE Kozo (March 29, 1961)</p> <p><u>Reappointment</u></p> <p>[Attendance at the Board of Directors meetings] 100% 16 out of 16 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 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 &amp; 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 of the Company</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</p> <p>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>	14,400
<p>[Reason for nomination as candidate for Director] Mr. OMAE 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 &amp; Administration Department, Sales Department for Bearings, Sales Department for Automobiles &amp; Industrial Machinery, Special Products Sales Department, Overseas Marketing Department, and Formed &amp; 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% 16 out of 16 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 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 &amp; Development Center</p> <p>General Manager, Technical Planning &amp; Administration Department</p> <p>Director, Member of the Board, General Manager, Technical Planning &amp; Administration Department</p> <p>Director, Member of the Board, Executive Officer, General Manager, Technical Planning &amp; 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>	20,700
<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 &amp; Administration Department, he currently serves as Director and Managing Executive Officer in charge of general engineering divisions such as Metal Powder Manufacturing &amp; Sales Division, Research &amp; Development Center, Technical Planning &amp; 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% 16 out of 16 meetings</p> <p>[Term of office as Director of the Company] 3 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</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>April 2023      Adjunct Instructor (Professor Emeritus), Graduate School of Economics, Public University Corporation Nagoya City University (current position)</p> <p>[Significant concurrent positions] Supervisory Director, Japan Metropolitan Fund Investment Corporation Adjunct Instructor (Professor Emeritus), Graduate School of Economics, Public University Corporation Nagoya City University</p>	700
<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>Reappointment</u> <u>Outside</u> <u>Independent</u></p> <p>[Attendance at the Board of Directors meetings] 100% 13 out of 13 meetings</p> <p>[Term of office as Director of the Company] 1 year (at the conclusion of this General Meeting of Shareholders)</p>	<p>April 1985      Joined Mitsui &amp; Co., Ltd.</p> <p>April 1987      Joined ICI Australia Ltd.</p> <p>April 1989      Joined Nippon Oil Corporation (currently 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 &amp; Energy Corporation (presently ENEOS Corporation)</p> <p>April 2014      Managing Director, JX Nippon Oil &amp; Energy Asia Pte Ltd.</p> <p>April 2018      Executive Officer and General Manager of Crude Trading &amp; Shipping Department, JXTG Nippon Oil &amp; Energy Corporation (presently ENEOS Corporation)</p> <p>April 2021      Director and Senior Vice President, ENEOS Ocean Corporation (current position)</p> <p>June 2022      Outside Director, Member of the Board of the Company (current position)</p> <p>[Significant concurrent positions] Director and Senior Vice President, ENEOS Ocean Corporation</p>	300
<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 qualified 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. The Company proposes that she continue to be elected as an Outside Director with an expectation of her continuous contribution to supervising and providing proposals for the Company's management based on her wealth of experience and broad insights.</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)  <u>Reappointment</u>  [Attendance at the Board of Directors meetings] 100% 16 out of 16 meetings  [Term of office as Director of the Company] 1 year (at the conclusion of this General Meeting of Shareholders)	<p>April 2010 Group Leader, Bar and Steel Group I, Bar &amp; Wire Rod Marketing Div., Bar &amp; Wire Rod Unit, Nippon Steel Corporation</p> <p>October 2012 General Manager, Bar and Steel Office I, Bar &amp; Wire Rod Marketing Div., Bar &amp; Wire Rod Unit, Nippon Steel &amp; Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>April 2017 Senior Manager, Bar &amp; Wire Rod Marketing Div., Bar &amp; Wire Rod Unit</p> <p>January 2018 Senior Manager, Bar &amp; Wire Rod Unit</p> <p>April 2019 General Manager, Head of Division, Bar &amp; Wire Rod Marketing Div., Bar &amp; Wire Rod Unit, Nippon Steel Corporation Director, Nippon Steel SG Wire Co., Ltd. Director, NIPPON STEEL WELDING &amp; ENGINEERING CO., LTD. Audit &amp; Supervisory Board Member, Miyazaki Seiko Co., Ltd. Representative Director and President, NSBC Corporation Director, Tokai Specialty Steel Co., Ltd.</p> <p>June 2019 Audit &amp; Supervisory Board Member of the Company</p> <p>June 2020 Retired from Audit &amp; Supervisory Board Member of the Company</p> <p>April 2021 Executive Officer, Head of Unit, Bar &amp; Wire Rod Unit, Nippon Steel Corporation</p> <p>June 2021 Audit &amp; Supervisory Board Member of the Company Outside Audit &amp; Supervisory Board Member, Nichia Steel Works, Ltd. (current position)</p> <p>June 2022 Director, Member of the Board of the Company (current position)</p> <p>April 2023 Executive Officer, Head of Unit, Plate &amp; Construction Products Unit, Head of Unit, Bar &amp; Wire Rod Unit, Nippon Steel Corporation (current position)</p> <p>[Significant concurrent positions] Executive Officer, Head of Unit, Plate &amp; Construction Products Unit, Head of Unit, Bar &amp; Wire Rod Unit, Nippon Steel Corporation Outside Audit &amp; 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 is qualified to provide opinions and advice for the Company's management. The Company proposes that he continue to be elected as a Director with an expectation of his continuous contribution to providing opinions and advice for the Company's management based on his wealth of experience and broad insights.			

- (Notes)
- For the duties in charge for each candidate currently serving as Director of the Company, please refer to pages 28 to 29 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 111th fiscal year (April 1, 2022 to March 31, 2023).  
The "Attendance at the Board of Directors meetings" for Ms. FUJIWARA Kayo shows the details for the period from June 24, 2022 when she took office, to March 31, 2023. The Attendance for Mr. SONODA Hiroto indicates his attendance as an Audit & Supervisory Board Member from April 1 to June 23, 2022 and as Director from June 24, 2022 to March 31, 2023.
  - 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 has entered into an agreement limiting liability with Mr. USUKI Masaharu, Ms. FUJIWARA Kayo, 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/she acts in good faith without gross negligence, his/her liability for damages shall be the minimum liability amount pursuant to Article 425, Paragraph 1 of the Companies Act. If their reelection is approved, the Company plans to continue said agreement limiting liability with them.
  - 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, Ms. FUJIWARA Kayo, 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.

8. 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 Katsuhiro, Mr. TAKAHASHI Kozo, Mr. OI Shigehiro, Mr. OMAE Kozo, Mr. YANAGIMOTO Katsu, Mr. USUKI Masaharu, Ms. FUJIWARA Kayo, 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. 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 advisory agreement or any other 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. The Company has designated her as an independent director pursuant to the provisions of said exchange. If her reelection is approved, the Company plans to continue such designation as an independent director.

(Reference) The following is the structure of the Board of Directors, showing specialties and areas of experience for each Director, if Proposal 1 is approved and adopted. 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

FUJIWARA Kayo  
Director, Member of the Board

It has been almost one year since I assumed the office of Outside Director. We have open and animated discussions at every Board of Directors meeting. Being free from the in-house logic, we exchange honest and frank opinions from a variety of perspectives, which include the viewpoints of shareholders and stakeholders. Whether the health of the Company is secured, and whether the management leads to increased corporate value and contribution to society. Thankfully many of our proposals have been realized. The Outside Directors are of different professions, a university professor, person with experience in the financial industry, and former corporate managers in different industries. Now I feel the Company has almost achieved the ideal way of its development by blending the knowledge and experience accumulated outside and inside the Company.

We have asked some items to be reported at a Board of Directors meeting since last year, and one of them is safety and health activities. Although the Company possesses world-leading technologies, we believe that our product quality can only be secured subject to the production at the workplace where our employees' health and safety come first, and that made us to continuously gain the trust of customers. For this reason, safety and health activities are one of the most important agendas at Board of Directors meetings.

The Company is building a global network that focuses on the manufacturing sites in Japan, Europe, and India, and each site provides a stable supply of high-quality products. And one of the requirements for the global operation is diversification. As a part of efforts for the issue, I have held several roundtable discussions with female employees since last fiscal year, and I am continuing the effort this fiscal year. I myself also faced the problem of not having a role model in my career, so I hope to act as a sounding board for female employees with the same problem. They are advancing their careers and may be managers or officers in the future. I will help the Company become flexible about not only traditional and male-dominated values but also more various values through my efforts. Since globally operating companies, like the Company, conduct business in countries with different cultures, history, behaviors, and markets, I believe these companies are more required to have the basis of diversity to be accepted and be prosperous in there. If the Company successfully encourage women to play an active role, one of the efforts for blended workplaces, here in Himeji, I think we will be able to keep gaining the trust of stakeholders of our global sites.

Responding to environmental issues is crucial for a company to grow sustainably in the future. Ovako, a European subsidiary of the Company, are making progressive efforts for decarbonization, improving the Company's evaluation. We have already hold a session to exchange ideas between the Outside Directors at both companies. The Company will keep contributing to realization of a sustainable society through environmentally advanced management.

**Proposal 2:** Election of 1 Substitute Director Who Is an Audit and Supervisory Committee Member

In order to prepare for cases where the number of Directors who are members of the Audit and Supervisory Committee (hereinafter, such Directors are referred to as “Audit and Supervisory Committee Members”; the same shall apply in this proposal) falls below the required number stipulated by laws and regulations, we propose the election of 1 Substitute Audit and Supervisory Committee Member.

The Audit and Supervisory Committee has previously given its approval to this proposal.

The candidate for Substitute Audit and Supervisory Committee Member 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 October 2022 Part-time Lecturer, Kyoto University Law School (current position) [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 Audit and Supervisory Committee Member 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 Audit and Supervisory Committee Member. 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 Audit and Supervisory Committee Member.		

- (Notes)
1. Mr. KOBAYASHI Akihiro is a candidate for Substitute Outside Audit and Supervisory Committee Member.
  2. Agreement limiting liability with Substitute Outside Audit and Supervisory Committee Member  
 If Mr. KOBAYASHI Akihiro assumes office as Outside Audit and Supervisory Committee Member, 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 Outside Audit and Supervisory Committee Member, the Company plans to designate him as an independent auditor pursuant to the provisions of said exchange.
  4. Indemnity agreement with Substitute Outside Audit and Supervisory Committee Member  
 If Mr. KOBAYASHI Akihiro takes office as Outside Audit and Supervisory Committee Member, 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 Outside Audit and Supervisory Committee Member, he will be insured under the said insurance contract.