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(Stock Exchange Code 5631)

June 9, 2023

(Start of electronic provision measures: June 5, 2023)

To Shareholders with Voting Rights:

Toshio Matsuo
Representative Director & President
The Japan Steel Works, Ltd.
11-1, Osaki 1-chome, Shinagawa-ku, Tokyo, Japan

NOTICE OF THE 97TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

Please be informed that the 97th Annual General Meeting of Shareholders of The Japan Steel Works, Ltd. (the “Company”) will be held for the purposes as described below.

In convening this General Meeting of Shareholders, the Company has taken measures to provide information electronically on the below websites.

The Company’s website

(<https://www.jsw.co.jp/en/ir/stock/meeting.html>)

In addition to the above website, the Company has also disclosed matters for electronic provision on the below website.

Tokyo Stock Exchange website

(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Please access the above website, enter and search for the issue name (company name) or securities code, and select “Basic information” and then “Documents for public inspection/PR information.”

Furthermore, you can exercise your voting rights in writing, via the internet, etc. instead of attending the meeting in person. Please read the Reference Documents for the General Meeting of Shareholders included in the matters for electronic provision and exercise your voting rights no later than 5:00 p.m. on Monday, June 26, 2023, Japan time.

- 1. Date and Time:** Tuesday, June 27, 2023 at 10:00 a.m. Japan time
(The reception desk opens at 9 a.m.)
- 2. Place:** Sapphire 22, 22F Main Tower, Shinagawa Prince Hotel
10-30 Takanawa 4-chome, Minato-ku Tokyo
(The venue differs to last year, so please refer to the venue guide map at the end of this document for directions)
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 97th Fiscal Year (April 1, 2022–March 31, 2023) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 97th Fiscal Year (April 1, 2022–March 31, 2023)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 9 Directors
 - Proposal 3:** Election of 2 Audit & Supervisory Board Members

4. Matters Determined with Regard to the Convocation

- (1) If voting rights are exercised multiple times via the Internet, etc., the last vote shall be deemed to be valid.
- (2) If voting rights are exercised both in writing and via the Internet, etc., the last vote shall be deemed to be valid.
- (3) If you have exercised your voting rights both in writing and via the Internet, and your vote via the Internet and your Voting Rights Exercise Form arrive on the same date, those exercised via the Internet will be taken as valid.
- (4) If you do not indicate your approval or disapproval of each agenda item on the returned Voting Rights Exercise Form, we will assume that you have indicated your approval.

(Requests)

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If you exercise your voting rights by a proxy attending this general meeting of shareholders, please submit a written document certifying the right of proxy representation to this company along with the Voting Rights Exercise Form at the reception desk. (The proxy shall be only one shareholder holding voting rights in the Company.)

The Company's Policy Relating to the System for Electronic Provision of Materials for the General Meeting of Shareholders

(1) System for Electronic Provision of Materials for the General Meeting of Shareholders

With the enforcement of the Act on Partial Revision to the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company introduced a system for electronic provision of materials for the General Meeting of Shareholders (hereinafter "the System.")

Under the System, the Company can provide materials for the General Meeting of Shareholders by posting these materials on the Company's website or other website and sending shareholders a notice of convocation (hereinafter "the Notice Document") with instructions on how to access the said website(s). Application of the System is mandatory for all listed companies, therefore the Company has applied the System from this General Meeting of Shareholders.

Under the System, it is sufficient for the Company to send only a simple Notice Document to shareholders stating that the materials for the General Meeting of Shareholders are posted on website(s), the address of the website(s), etc. As such, shareholders who request a paper copy of materials for the General Meeting of Shareholders as previously provided must complete the necessary procedures for a "Paper Copy Request" with either the Company's shareholder registry administrator (Sumitomo Mitsui Trust Bank, Limited) or a securities company with which the shareholder has transactions.

(2) The Company's Response Policy

In regards to this General Meeting of Shareholders, in consideration of the fact it is the first meeting since the System has been applied, the Company will send a paper copy of materials for the General Meeting of Shareholders as previously provided to all shareholders, regardless of whether or not a request for paper copy was made.

(3) Partial Omission of Matters of Materials for the General Meeting of Shareholders (Paper Copy)

The paper copy that has been sent to shareholders who have requested it also contains matters for electronic provision. The following matters are not included in the paper copy pursuant to the provisions of laws and regulations and Article 17 of the Company's Articles of Incorporation. Accordingly, this paper copy is part of the documents audited by the Audit and Supervisory Board Member and the Accounting Auditor in preparing the Audit Report.

(i) "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in Consolidated Financial Statements

(ii) "Non-consolidated Statement of Changes in Equity" and "Notes to the Non-consolidated Financial Statements" in Non-consolidated Financial Statements

In the event of any modifications to the information in the Reference Documents for the General Meeting of Shareholders, etc. (matters for electronic provision), by the day prior to the General Meeting of Shareholders the Company will post the modifications on the Company's website and the Tokyo Stock Exchange website, as detailed on page 1 of this document.

Inquiries related to the System for Electronic Provision (including Paper Copy Requests):

Stock Transfer Agency Department, Sumitomo Mitsui Trust Bank, Limited

Dedicated call center: 0120-533-600

Operating hours: 9 a.m. to 5 p.m. (excluding weekends, public holidays and from Dec 31 to Jan 3)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Concerning the appropriation of surplus, the Company has a basic policy to provide stable and continuous dividends and to increase the amounts thereof. Also, to improve the corporate value and shareholders' value of the Company, we ensure stable earning capabilities, promote capital investments and investments in R&D to grow new businesses and products and strive to improve our financial structure.

With the recognition of its responsibility toward shareholders, the Company pays an interim dividend and a year-end dividend annually, in principle, based on the business results for each fiscal year.

With regard to a year-end dividend for the fiscal year under review, taking the above policy into account, we will pay ¥29 per share.

Combined with the interim dividend of ¥29 per share, the annual dividend will be ¥58.0 per share.

- (1) Type of asset for the dividends: Cash
- (2) Matters related to the allocation of the assets for the year-end dividend to shareholders and the aggregate amount: ¥29 per common share of the Company
Aggregate amount: ¥2,133,918,020
- (3) Effective date and payment start date: June 28, 2023

[Reference] Dividends in the period of the Medium-Term Management Plan “JGP2025”

Concerning the appropriation of surplus, the Company has provided dividends according to the business results for each fiscal year based on the basic policy to provide stable and continuous dividends and to increase the amounts thereof. In order to further clarify the policy to provide profit returns to its shareholders, the Company shall “pay dividends at a level that ensures dividend on equity (DOE) is 2% or higher while aiming for a consolidated dividend payout ratio of 30% or more” during the period of the 5-year medium-term management plan “JGP2025” which started in the FY2021 ended on March 2022.

Annual dividend/Payout ratio/DOE

	96th fiscal year (FY2021)	97th fiscal year (FY2022)
Annual dividend	¥57.0	¥58.0
Payout ratio	30.1%	35.6%
DOE	3.0%	2.8%

Proposal 2: Election of 9 Directors

The terms of office of all 8 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the Company proposes the election of 9 Directors by adding one Outside Director to ensure management transparency and further strengthen corporate governance.

The candidates for Director are as follows: Matters concerning the respective candidates are stated on pages 7 to 15:

No.	Name	Remarks
1	Toshio Matsuo (male) Reappointment	
2	Junichiro Deguchi (male) Reappointment	
3	Hiroki Kikuchi (male) Reappointment	
4	Shigeki Inoue (male) Reappointment	
5	Motoyuki Shibata (male) New appointment	
6	Yoshiyuki Nakanishi (male) Reappointment	Candidate for Outside Director Independent Officer
7	Hisao Mitsui (male) Reappointment	Candidate for Outside Director Independent Officer
8	Yasuyuki Kuriki (male) New appointment	Candidate for Outside Director Independent Officer
9	Junko Kawamura (female) New appointment	Candidate for Outside Director Independent Officer

(Notes)

1. There are no business transactions or special interests between the respective candidates and the Company.
2. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. An overview of this insurance contract is provided in Note 6. of “4. (1) Names, etc. of Directors and Audit & Supervisory Board Members (as of March 31, 2023)” on page 39 (available in Japanese). If the candidates assume the office of Director, they will be insured under this insurance contract. The insurance contract is scheduled to be renewed at the next renewal with the same terms and conditions.
3. Of the attendance at Board of Directors' meetings stated in matters concerning the respective candidates on pages 6 to 14, the number of Board of Directors' meetings mentioned in the attendance at Board of Directors' meetings by Mr. Shigeki Inoue is the number of meetings since his assumption of the office of Director.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
1	<p>Reappointment</p> <p>Toshio Matsuo (male) (March 6, 1962)</p> <p>Attendance at Board of Directors' meetings 18/18 (100%)</p>	<p>April 1984 Joined the Company</p> <p>April 2013 Deputy General Plant Manager, Hiroshima Plant</p> <p>April 2015 General Plant Manager, Hiroshima Plant</p> <p>April 2016 Executive Officer</p> <p>April 2017 Managing Executive Officer; Director of Injection Molding Machinery Business Division; In charge of Hiroshima Plant</p> <p>June 2017 Director & Managing Executive Officer</p> <p>April 2020 Representative Director & Executive Vice President; In charge of Export Control Administration; In charge of Plastics Machinery Business Division, Injection Molding Machinery Business Division, Industrial Machinery Business Division; In charge of Meiki Plant</p> <p>April 2021 In charge of Ordnance Business Headquarters; In charge of Business Development Office; In charge of Hiroshima Plant and Yokohama Plant</p> <p>April 2022 Representative Director & President (current position)</p> <p>(Significant concurrent positions) None</p>	21,778
<p>[Reasons for nomination as Director]</p> <p>Mr. Toshio Matsuo has supported, from the production aspect, the expansion of the industrial machinery products business having domestic and overseas leading global companies as customers and accelerated the growth of the business. In addition, he is well-versed in engineering knowledge of the Company and capable of operating business and has abundant business experience. Accordingly, he is qualified to assume a role in achieving sustainable improvement in our corporate value, and he is therefore nominated for the position of Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
2	<p>Reappointment</p> <p>Junichiro Deguchi (male) (September 2, 1958)</p> <p>Attendance at Board of Directors' meetings 18/18 (100%)</p>	<p>April 1981 Joined the Company</p> <p>April 2013 Deputy General Plant Manager, Muroran Plant</p> <p>April 2015 Executive Officer; Deputy Director of Steel Business Division</p> <p>October 2017 General Manager, Personnel Department</p> <p>April 2018 In charge of CSR & Risk Management (current position); In charge of Export Control Administration; In charge of Safety & Hygiene Control and Environmental Management (current position); In charge of Secretary Office & General Affairs Department</p> <p>June 2018 Director & Executive Officer</p> <p>July 2018 In charge of General Affairs Department (current position); General Manager, Secretary Office</p> <p>April 2019 Director & Managing Executive Officer</p> <p>April 2020 Chief Information Security Officer; In charge of Office of Information Technology; In charge of Personnel Department</p> <p>April 2021 In charge of Promoting ESG (current position)</p> <p>April 2022 Representative Director & Executive Vice President (current position); In charge of Export Control Administration (current position); In charge of Personnel Department</p> <p>June 2022 In charge of material and engineering products business (current position)</p> <p>(Significant concurrent positions) None</p>	18,775
<p>[Reasons for nomination as Director]</p> <p>Mr. Junichiro Deguchi has engaged in sales activities in the material and engineering products business and also took charge of management duties at a main plant. He has also been in charge of corporate divisions to enhance the overall governance and manage the export control, environment and personnel affairs, promoting ESG determinedly. Accordingly, he is qualified to assume a role in establishing a stable foundation of the overall business of the Company, and he is therefore nominated for the position of Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
3	<p>Reappointment</p> <p>Hiroki Kikuchi (male) (May 12, 1961)</p> <p>Attendance at Board of Directors' meetings 18/18 (100%)</p>	<p>April 1985 Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)</p> <p>April 2012 General Manager, Nihonbashi-higashi Corporate Business Office, Sumitomo Mitsui Banking Corporation</p> <p>April 2015 Joined the Company</p> <p>July 2015 General Manager, General Affairs Department</p> <p>April 2016 General Manager, Secretary Office</p> <p>April 2018 Executive Officer</p> <p>July 2018 General Manager, Corporate Planning Office (current position)</p> <p>April 2020 Chief Financial Officer (current position), In charge of Finance & Accounting Department (current position); General Manager, Business Development Office</p> <p>June 2020 Director & Executive Officer</p> <p>April 2021 Director & Managing Executive Officer (current position)</p> <p>April 2022 In charge of Plastics Machinery Business Division, Injection Molding Machinery Business Division, Industrial Machinery Business Division and Ordnance Business Headquarters; In charge of Business Development Office</p> <p>April 2023 General Manager, Business Development Office (current position)</p> <p>(Significant concurrent positions) None</p>	11,570
<p>[Reasons for nomination as Director]</p> <p>Mr. Hiroki Kikuchi has managed the corporate divisions of the Company and strengthened the governance system and risk management based on his outstanding insight acquired through working in a financial institution. Accordingly, he is qualified to assume a role in strengthening the management of the Group as well as planning and promoting management strategy toward expansion of our scope of business, and he is therefore nominated for the position of Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
4	<p>Reappointment</p> <p>Shigeki Inoue (male) (January 7, 1964)</p> <p>Attendance at Board of Directors' meetings 12/12 (100%)</p>	<p>April 1986 Joined the Company</p> <p>April 2015 Deputy General Plant Manager, Hiroshima Plant</p> <p>April 2017 General Plant Manager, Hiroshima Plant</p> <p>April 2018 Executive Officer</p> <p>April 2021 Managing Executive Officer; Director of Machinery Business Division; General Manager, Business Development Office</p> <p>April 2022 CTO (current position); In charge of corporate quality (current position); In charge of Intellectual Property Department (current position); In charge of Yokohama Plant</p> <p>June 2022 Director & Managing Executive Officer (current position)</p> <p>September 2022 General Manager, Quality Management Office (current position)</p> <p>April 2023 In charge of New Business Promotion Headquarters (current position); General Manager, Innovation Management Headquarters (current position)</p> <p>(Significant concurrent positions) None</p>	11,209
<p>[Reasons for nomination as Director]</p> <p>In the growing industrial machinery business, Mr. Shigeki Inoue supported the expansion of the Company's business by directing all administrative operations as General Manager of the Hiroshima Plant, which is the Company's main plant. He also has experience in research and development of the Company's products, and overseas assignment. In addition, as CTO, he is responsible for the renewal and promotion of the Company's product R&D system, and as General Manager of the Quality Management Office, he oversees quality control for the entire Group and is involved in strengthening the Company's quality control system. Accordingly, he is qualified to assume a role in strengthening the Company's R&D system and quality management system, and he is therefore nominated for the position of Director.</p>			
5	<p>New appointment</p> <p>Motoyuki Shibata (male) (March 2, 1962)</p> <p>Attendance at Board of Directors' meetings -/- (-%)</p>	<p>April 1986 Joined the Company</p> <p>June 2015 Deputy General Plant Manager, Hiroshima Plant</p> <p>April 2018 General Manager, Finance & Accounting Department</p> <p>April 2020 Director, Japan Steel Works M&E, Inc. General Manager, Business Promotion Office</p> <p>April 2022 Executive Officer, the Company (current position); In charge of Export Control Administration (current position); General Manager, Personnel Department (current position)</p> <p>April 2023 In charge of Safety & Hygiene Control (current position)</p> <p>(Significant concurrent positions) None</p>	4,327
<p>[Reasons for nomination as Director]</p> <p>Mr. Motoyuki Shibata has experience in management when serving at Hiroshima Plant, the Company's main factory for our industrial machinery business. In addition, he has served as General Manager of the Business Promotion Office at the Company's subsidiary, Japan Steel Works M&E, Inc., where he was responsible for formulating and promoting business plans, and also has abundant experience in the management divisions of Personnel and Finance & Accounting. Accordingly, he is qualified to continue his role as a leader to realize the human capital management of our group, including the promotion of management plans and the securing, diversification, and expansion of human resources for the expansion of our business, and he is therefore nominated for the position of Director.</p>			

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
	Reappointment Candidate for Outside Director Independent Officer Yoshiyuki Nakanishi (male) (November 3, 1954) Attendance at Board of Directors' meetings 18/18 (100%)	<p>April 1978 Joined Dainippon Ink and Chemicals, Incorporated (currently DIC Corporation)</p> <p>April 2010 Executive Officer, DIC Corporation</p> <p>June 2011 Director and Executive Officer, DIC Corporation</p> <p>April 2012 Representative Director, President and CEO, DIC Corporation (retired in December 2017)</p> <p>January 2018 Chairman of the Board of Directors, DIC Corporation (retired in January 2021)</p> <p>June 2020 Director, the Company (current position)</p> <p>January 2021 Outside Director, IHI Corporation (current position)</p> <p>March 2021 Director, DIC Corporation (retired in March 2021)</p> <p>March 2021 Executive Advisor, DIC Corporation (retired in March 2023)</p> <p>June 2021 Outside Director, SHIMADZU CORPORATION (current position)</p> <p>(Significant concurrent positions) Outside Director, IHI Corporation Outside Director, SHIMADZU CORPORATION</p>	0
6	<p>[Reasons for nomination as Outside Director and outline of expected roles]</p> <p>Mr. Yoshiyuki Nakanishi served in important posts such as representative director at an international manufacturing company which provides materials and products in the fields familiar in daily life and led the expansion of management strategy to improve its corporate value. By having him supervise overall management of the Company and take part in important decision making from an independent standpoint based on his experiences, the Company expects to ensure transparency and fairness and strengthen the Board of Directors' functions, and he is therefore nominated for the position of Outside Director.</p> <p>If Mr. Nakanishi is elected, the Company plans to continue having him be involved in the selection of candidates for the Company's officers and the determination of remuneration for officers, etc. as a member of the Nomination Advisory Committee and the Remuneration Advisory Committee from an objective and unbiased standpoint. In addition, the Company plans to continue having him participate in the "Outside Officers Liaison Council," which provides prior explanation of matters to be resolved and deliberated by the Board of Directors and reports on business status and important management matters of the Company and its Group.</p> <p>[Independence of the candidate for Outside Director]</p> <p>Mr. Yoshiyuki Nakanishi had served as Representative Director, President & CEO of DIC Corporation, with which the Company has business transactions, until December 2017, Chairman of the Board of the said company until January 2021, and Executive Advisor of the said company until March 2023. However, the Company's net sales to the said company for the latest fiscal year account for less than 0.1% of the Company's consolidated net sales.</p> <p>Therefore, Mr. Nakanishi satisfies the Company's Criteria of Independence for Outside Officers (on page 18) and it can be judged that he has the necessary independence to be an Outside Director.</p>		

- (Notes)
- Mr. Yoshiyuki Nakanishi is a candidate for Outside Director. The Company has appointed him as an Independent Director as prescribed by the Tokyo Stock Exchange, and submitted a notification of the appointment to the Exchange.
 - It will have been three years since the appointment of Mr. Nakanishi as an Outside Director at the conclusion of this year's Annual General Meeting of Shareholders.
 - Pursuant to Article 427, Paragraph 1, of the Companies Act and Article 28 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Mr. Nakanishi to limit the liability for damages prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability for damage under the agreement is equal to the amount prescribed by applicable law. If the reappointment of Mr. Nakanishi is approved, the Company will continue said agreement with him.
 - As described in "1.(5) Issues to be addressed" on page 21 through 25, it was revealed by the internal investigation that during Mr. Yoshiyuki Nakanishi's term of office as Outside Director of the Company, Japan Steel Works M&E, Inc., a subsidiary of the Company, had carried out improper conduct in some of the inspections that should be conducted in the manufacturing process of some of the products that they manufactured that if actual measured values deviated from the customers' required specifications, they were falsified so that they fell within the said required specifications. Although Mr. Yoshiyuki Nakanishi had not recognized the fact until the fact was revealed, he routinely provided suggestions as necessary on the importance of law compliance and internal control, fulfilling his duties appropriately from a viewpoint of compliance-based management. After the discovery of such a fact, he has been appropriately fulfilling his responsibilities by conducting a thorough investigation to uncover the full extent

of the fact and its cause, and by making recommendations to further strengthen the compliance system to prevent recurrence of such a fact.

5. SHIMADZU CORPORATION, for which Mr. Nakanishi has served as an Outside Director since June 2021, announced in September 2022 that improper conduct had been committed by its subsidiary Shimadzu Medical Systems Corporation in connection with the maintenance and inspection of X-ray equipment installed at medical institutions with which SHIMADZU CORPORATION does business. SHIMADZU CORPORATION has established an external investigation committee to conduct an investigation into the matter, and is working on measures to prevent recurrence based on the results of the committee's investigation and recommendations to prevent recurrence. Although Mr. Nakanishi was unaware of this fact until it was discovered, he has always made proposals to the Board of Directors of SHIMADZU CORPORATION regarding the importance of legal compliance and internal controls, and has fulfilled his responsibilities as an Outside Director by calling for further strengthening and enhancement of legal compliance and internal control systems since the discovery of this fact.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held	
7	Reappointment	April 1978	461	
	Candidate for Outside Director Independent Officer	June 2006		Joined Kao Soap Co., Ltd. (currently Kao Corporation)
		June 2010		Executive Officer, Kao Corporation
		June 2012		Director and Executive Officer, Kao Corporation
	Hisao Mitsui (male) (February 20, 1953)	April 2015		Director and Managing Executive Officer, Kao Corporation (retired in March 2014)
		June 2020		Auditor, National Institute of Technology and Evaluation (retired in June 2019) Director, the Company (current position) Outside Auditor, LiveDo Corporation (current position)
	Attendance at Board of Directors' meetings 18/18 (100%)	(Significant concurrent positions) Outside Auditor, LiveDo Corporation		
<p>[Reasons for nomination as Outside Director and outline of expected roles]</p> <p>Mr. Hisao Mitsui served in important posts such as plant manager, production technology division manager and director at an international manufacturing company which operates consumer products business and engaged in corporate management. In addition, after retiring from the said company, he made a contribution in an administrative organization. By having him supervise overall management of the Company and take part in important decision making from an independent standpoint based on his experiences, the Company expects to ensure transparency and fairness and strengthen the Board of Directors' functions, and he is therefore nominated for the position of Outside Director. If Mr. Mitsui is elected, the Company plans to continue having him be involved in the selection of candidates for the Company's officers and the determination of remuneration for officers, etc. as a member of the Nomination Advisory Committee and the Remuneration Advisory Committee from an objective and unbiased standpoint. In addition, the Company plans to continue having him participate in the "Outside Officers Liaison Council," which provides prior explanation of matters to be resolved and deliberated by the Board of Directors and reports on business status and important management matters of the Company and its Group.</p> <p>[Independence of the candidate for Outside Director]</p> <p>Mr. Hisao Mitsui had served as Director and Managing Executive Officer of Kao Corporation, with which the Company has business transactions, until March 2014. However, the Company's net sales to the said company for the latest fiscal year account for less than 0.1% of the Company's consolidated net sales. Therefore, Mr. Mitsui satisfies the Company's Criteria of Independence for Outside Officers (on page 18) and it can be judged that he has the necessary independence to be an Outside Director.</p>				

- (Notes)
- Mr. Hisao Mitsui is a candidate for Outside Director. The Company has appointed him as an Independent Director as prescribed by the Tokyo Stock Exchange, and submitted a notification of the appointment to the Exchange.
 - It will have been three years since the appointment of Mr. Mitsui as an Outside Director at the conclusion of this year's Annual General Meeting of Shareholders.
 - Pursuant to Article 427, Paragraph 1, of the Companies Act and Article 28 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Mr. Mitsui to limit the liability for damages prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability for damage under the agreement is equal to the amount prescribed by applicable law. If the reappointment of Mr. Mitsui is approved, the Company will continue said agreement with him.
 - As described in "1.(5) Issues to be addressed" on page 21 through 25, it was revealed by the internal investigation that during Mr. Hisao Mitsui's term of office as Outside Director of the Company, Japan Steel Works M&E, Inc., a subsidiary of the Company, had carried out improper conduct in some of the inspections that should be conducted in the manufacturing process of some of the products that they manufactured that if actual measured values deviated from the customers' required specifications, they were falsified so that they fell within the said required specifications. Although Mr. Hisao Mitsui had not recognized the fact until the fact was revealed, he routinely provided suggestions as necessary on the importance of law compliance and internal control, fulfilling his duties appropriately from a viewpoint of compliance-based management. After the discovery of such a fact, he has been appropriately fulfilling his responsibilities by conducting a thorough investigation to uncover the full extent of the fact and its cause, and by making recommendations to further strengthen the compliance system to prevent recurrence of such a fact.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held	
8	New appointment	April 1979	Joined Tokyo Electron Ltd.	0
		April 1999	Executive Officer, Tokyo Electron Ltd. (retired in March 2005)	
	Candidate for Outside Director	April 2005	President & Representative Director, Tokyo Electron Korea Ltd. (retired in May 2010)	
		June 2010	President & Representative Director, TOKYO ELECTRON DEVICE LIMITED (retired in December 2014)	
	Yasuyuki Kuriki (male) (May 10, 1954)	January 2015	Corporate Director, TOKYO ELECTRON DEVICE LIMITED (retired in June 2015)	
		July 2015	Representative Chairman, Tokyo Electron Korea Ltd. (retired in June 2018)	
	Attendance at Board of Directors' meetings -/- (-%)	July 2018	Chairman, Tokyo Electron Korea Ltd. (retired in June 2019)	
		July 2019	Senior Advisor, Tokyo Electron Korea Ltd. (retired in March 2020)	
	(Significant concurrent positions)	None		
<p>[Reasons for nomination as Outside Director and outline of expected roles]</p> <p>Mr. Yasuyuki Kuriki has a distinguished record of establishing and expanding the flat panel display business at one of the world's largest semiconductor equipment manufacturers. In addition to his high level of insight as an engineer, he also has experience in leading business at the front lines of sales. By having him supervise overall management of the Company and take part in important decision making from an independent standpoint based on his experiences and knowledge, the Company expects to strengthen the Company's efforts to create new core businesses and will contribute to strengthening the governance of the Company's management and the functions of the Board of Directors. He is therefore nominated for the position of Outside Director.</p> <p>If Mr. Kuriki is elected, the Company plans to involve him in the selection of candidates for the Company's officers and the determination of remuneration for officers, etc. as a member of the Nomination Advisory Committee and the Remuneration Advisory Committee from an objective and unbiased standpoint. In addition, the Company plans to have him participate in the "Outside Officers Liaison Council," which provides prior explanation of matters to be resolved and deliberated by the Board of Directors and reports on business status and important management matters of the Company and its Group.</p> <p>[Independence of the candidate for Outside Director]</p> <p>Mr. Kuriki satisfies the Company's Criteria of Independence for Outside Officers (on page 18) and it can be judged that he has the necessary independence to be an Outside Director.</p>				

- (Notes) 1. Mr. Yasuyuki Kuriki is a candidate for Outside Director. If his appointment is approved, the Company plans to appoint him as an Independent Director as prescribed by the Tokyo Stock Exchange, and submit a notification of the appointment to the Exchange.
2. Pursuant to Article 427, Paragraph 1, of the Companies Act and Article 28 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Mr. Kuriki to limit the liability for damages prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability for damage under the agreement is equal to the amount prescribed by applicable law.

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company, and significant concurrent positions	Number of shares of the Company held
9	<p>New appointment</p> <p>Candidate for Outside Director Independent Officer</p> <p>Junko Kawamura (female) (September 27, 1956)</p> <p>Attendance at Board of Directors' meetings -/- (-%)</p>	<p>April 1979 Joined the Ministry of Education (currently Ministry of Education, Culture, Sports, Science and Technology, Japan)</p> <p>August 1988 Councilor, Legislative Bureau of the House of Representatives</p> <p>April 2006 Board Member, National Institute of Technology</p> <p>July 2008 Director of Private Education Institution Department, Higher Education Bureau, Ministry of Education, Culture, Sports, Science and Technology</p> <p>September 2011 General Manager, Department of Facilities Planning, Minister's Secretariat, Ministry of Education, Culture, Sports, Science and Technology</p> <p>January 2012 Deputy Commissioner, Agency for Cultural Affairs</p> <p>July 2014 Director-General, Lifelong Learning Policy Bureau, Ministry of Education, Culture, Sports, Science and Technology</p> <p>January 2016 Director General, National Institute for Educational Policy Research</p> <p>June 2016 Counsellor, Cabinet Secretariat (retired in September 2017)</p> <p>April 2018 President, Japan Arts Council (retired in March 2023)</p> <p>(Significant concurrent positions) None</p>	0
<p>[Reasons for nomination as Outside Director and outline of expected roles]</p> <p>Ms. Junko Kawamura has experience in many important positions in the education and cultural fields, including the Ministry of Education, Culture, Sports, Science and Technology. Furthermore, she has experience working on legislation and policy-related legal work in the Legislative Bureau of the House of Representatives and elsewhere. Based on this experience, she is expected to provide appropriate supervision and advice from a different perspective as an Outside Director on the education and training of employees and career development and training of female employees, as well as compliance, throughout the Company's group to ensure a solid management foundation to achieve the Company's business expansion. She is therefore nominated for the position of Outside Director.</p> <p>Ms. Kawamura has experience in management duties as the president of independent administrative corporations. Based on this experience, the Company believes she is qualified to appropriately fulfil her duties as an Outside Director.</p> <p>If Ms. Kawamura is elected, the Company plans to involve her in the selection of candidates for the Company's officers and the determination of remuneration for officers, etc. as a member of the Nomination Advisory Committee and the Remuneration Advisory Committee from an objective and unbiased standpoint. In addition, the Company plans to have her participate in the "Outside Officers Liaison Council," which provides prior explanation of matters to be resolved and deliberated by the Board of Directors and reports on business status and important management matters of the Company and its Group.</p> <p>[Independence of the candidate for Outside Director]</p> <p>Ms. Kawamura satisfies the Company's Criteria of Independence for Outside Officers (on page 18) and it can be judged that she has the necessary independence to be an Outside Director.</p>			

- (Notes)
1. Ms. Junko Kawamura is a candidate for Outside Director. If her appointment is approved, the Company plans to appoint her as an Independent Director as prescribed by the Tokyo Stock Exchange, and submit a notification of the appointment to the Exchange.
 2. Pursuant to Article 427, Paragraph 1, of the Companies Act and Article 28 of the Company's Articles of Incorporation, the Company has concluded a limited liability agreement with Ms. Kawamura to limit the liability for damages prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability for damage under the agreement is equal to the amount prescribed by applicable law.

Proposal 3: Election of 2 Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members, Mr. Toru Nishiyama and Mr. Fumihiko Tanizawa will expire at the conclusion of this year's Annual General Meeting of Shareholders. It is therefore proposed to elect 2 Audit & Supervisory Board Members.

This proposal has already gained the consent of the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is as follows:

No.	Name	Remarks
1	Shingo Mito (male) New appointment	
2	Saori Yamaguchi (female) New appointment	Candidate for Outside Audit & Supervisory Board Member Independent Officer

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
1	New appointment Shingo Mito (male) (November 19, 1959)	<p>April 1984 Joined the Company</p> <p>July 2006 General Manager, Personnel Department</p> <p>July 2011 Deputy General Plant Manager, Hiroshima Plant</p> <p>April 2014 Deputy Director of Machinery Business Division</p> <p>April 2016 Deputy Director of Research and Development Headquarters</p> <p>April 2017 Executive Officer</p> <p>October 2017 Deputy Director of New Business Promotion Headquarters</p> <p>April 2021 Director of New Business Promotion Headquarters</p> <p>June 2021 Director & Executive Officer</p> <p>April 2022 Director & Managing Executive Officer</p> <p>April 2023 Director (current position)</p> <p>(Significant concurrent positions) None</p>	15,232
<p>[Reasons for nomination as Audit & Supervisory Board Member]</p> <p>Mr. Shingo Mito has acquired wide-ranging experiences and knowledge by putting the base of his duties on personnel and labor matters and overseas sales. He excels at overall management and business operations and has promoted and developed new businesses and established their business bases. Since Mr. Mito has considerable experience and achievements in overall corporate management as a director, he is judged to have the ability to conduct objective and appropriate audits, and he is therefore nominated for the position of Audit & Supervisory Board Member.</p>			
2	New appointment Candidate for Outside Audit & Supervisory Board Member Independent Officer Saori Yamaguchi (female) (November 20, 1958)	<p>April 1982 Joined MITSUBISHI GAS CHEMICAL COMPANY, INC. (retired in July 1985)</p> <p>October 1986 Joined Tohmatsu Awoki & Sanwa (currently Deloitte Touche Tohmatsu LLC)</p> <p>August 1990 Registered as a Certified Public Accountant</p> <p>June 2005 Appointed Partner at Deloitte Touche Tohmatsu LLC (retired December 2019)</p> <p>January 2009 Member of the Defense Equipment Procurement Council, Ministry of Defense (retired December 2018)</p> <p>December 2019 Established Yamaguchi Saori Certified Public Accountant Firm Representative (current position)</p> <p>(Significant concurrent positions) Representative of Yamaguchi Saori Certified Public Accountant Firm</p>	0
<p>[Reasons for nomination as Outside Audit & Supervisory Board Member]</p> <p>Ms. Saori Yamaguchi has experience in auditing trading companies and financial institutions as well as many manufacturing companies at auditing firms. She also has extensive expertise in internal controls, strengthening accounting systems, and managing and guiding the improvement of group subsidiaries. She was also involved in due diligence on corporate acquisitions and quality control operations of accounting audits. In light of her considerable knowledge of finance and accounting as a certified public accountant, the Company believes she is able to provide audit opinions from a neutral and objective standpoint based on her advanced expertise in corporate accounting, therefore the Company has nominated her for the position of Outside Audit & Supervisory Board Member.</p> <p>If Ms. Yamaguchi is elected, the Company plans to have her participate in the “Outside Officers Liaison Council,” which provides prior explanation of matters to be resolved and deliberated by the Board of Directors and reports on business status and important management matters of the Company and its Group.</p> <p>[Independence of the candidate for Outside Audit & Supervisory Board Member]</p> <p>Ms. Yamaguchi satisfies the Company’s Criteria of Independence for Outside Officers (on page 18) and it can be judged that she has the necessary independence to be an Outside Audit & Supervisory Board Member.</p>			

- (Notes) 1. There are no business transactions or special interests between the respective candidates and the Company.
2. Ms. Saori Yamaguchi is a candidate for Outside Audit & Supervisory Board Member. If her appointment is approved, the Company plans to appoint her as an Independent Officer as prescribed by the Tokyo Stock Exchange, and submit a notification of the appointment to the Exchange.
3. Pursuant to Article 427, Paragraph 1, of the Companies Act and Article 36 of the Company’s Articles of Incorporation, the Company has concluded a limited liability agreement with each Audit & Supervisory Board Member to limit the liability for damages prescribed in Article 423, Paragraph 1, of the Companies Act. The maximum amount of liability

for damage under the agreement is equal to the amount prescribed by applicable law. If the appointment of Mr. Shingo Mito and Ms. Saori Yamaguchi is approved, the Company will conclude a similar limited liability agreement with them.

4. The Company has concluded a directors and officers liability insurance contract with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. An overview of this insurance contract is provided in Note 6. of “4. (1) Names, etc. of Directors and Audit & Supervisory Board Members (as of March 31, 2023)” on page 39 (available in Japanese). If Mr. Shingo Mito and Ms. Saori Yamaguchi assume the office of Audit & Supervisory Board Member, they will be insured under this insurance contract. The insurance contract is scheduled to be renewed at the next renewal with the same terms and conditions.

(Reference) Criteria of Independence for Outside Officers of The Japan Steel Works, Ltd.

An Outside Director or an Outside Audit & Supervisory Board Member of the Company (hereinafter collectively an “Outside Officer”) shall not fall under any of the following items to be judged to be an independent Outside Officer (hereinafter an “Independent Outside Officer”).

- (1) A person for which the Company is a major customer¹ or a person who executes business thereof;
- (2) A major customer of the Company² or a person who executes business thereof;
- (3) A person who executes business of a financial institution that is indispensable for the Company’s fund procurement and meets an outstandingly high share of the financing needs of the Company;
- (4) A consultant, an accounting professional or a legal professional who obtained an amount of money or other form of property that exceeds ¥10 million from the Company for the latest fiscal year, other than directors’ compensation (if such person is an organization, including a corporation and a partnership, it refers to a person belonging to such organization);
- (5) A major shareholder of the Company (who directly or indirectly holds the voting rights of the Company that account for not less than 10% of the total voting rights);
- (6) A person who fell under any of (1) to (5) above during the past three years; or
- (7) A spouse or a relative within the second degree of kinship of a person who falls under any of (1) to (6) above (limited to a person in a significant post³).

Provided, however, even if an Outside Officer falls under any of (1) to (7) above, the Company may designate such Outside Officer as an Independent Outside Officer, if the Company regards him or her as qualified as an Independent Outside Officer in light of his or her personality, expertise and other factors; such Officer satisfies the relevant requirements of the Companies Act; and the reasons why such Officer is regarded to be qualified for an Independent Outside Officer of the Company are explained externally.

- (Notes)
1. A person for which the Company is a major customer refers to a person who was paid an amount of money from the Company that exceeds 5% of the said person’s consolidated net sales for the latest fiscal year.
 2. A major customer of the Company refers to a person who paid an amount of money to the Company that exceeds 5% of the Company’s consolidated net sales for the latest fiscal year.
 3. A person in a significant post refers to a person who is a director (excluding an outside director), an executive officer, an employee in a senior managerial position that equals to or is higher than a division/department manager, a Certified Public Accountant belonging to an auditing firm, a lawyer belonging to a law firm or equivalent.

Reference:

The Company identified six issues (i.e., Materiality) as themes that should be prioritized in order to realize our Purpose at the Board of Directors meeting in November 2022.

Recognizing the importance of these Materiality, the Company has identified the skills necessary to engage in effective management to resolve issues.

In the event that each candidate for Director and Audit & Supervisory Board Member is elected as originally proposed at this Annual General Meeting of Shareholders, the skill matrix of the candidates will be as follows.



		Name	Corporate management/governance	Financing/accounting	Legal affairs/Internal control/risk management	Personnel/labor admin/human capital	Information system/DX	Sales/marketing	Quality	Manufacturing/technology/research and development	Environment
Director	Inside	Toshio Matsuo (male)	○					○	○	○	○
		Junichiro Deguchi (male)	○		○	○					○
		Hiroki Kikuchi (male)	○	○	○						
		Shigeki Inoue (male)						○	○	○	○
		Motoyuki Shibata (male)		○		○					○
	Outside	Yoshiyuki Nakanishi (male)	○		○	○		○			
		Hisao Mitsui (male)	○						○	○	○
		Yasuyuki Kuriki (male)	○				○	○		○	
Junko Kawamura (female)				○	○						
Audit & Supervisory Board Member	Inside	Shingo Mito (male)				○		○		○	
		Hiroyuki Shimizu (male)		○				○			
	Outside	Hiroshi Misawa (male)	○	○	○	○	○				
		Saori Yamaguchi (female)		○	○						