

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 1515

June 7, 2023

(Date of commencement of electronic provision measures: June 6, 2023)

To our shareholders:

Reiichi Morikawa
Representative Director and
President
Nittetsu Mining Co., Ltd.
3-2, Marunouchi 2-chome,
Chiyoda-ku, Tokyo

Notice of the 109th Annual General Meeting of Shareholders

We are pleased to announce the 109th Annual General Meeting of Shareholders of Nittetsu Mining Co., Ltd. (the “Company”), which will be held as described below.

In convening this Annual General Meeting of Shareholders, electronic provision measures have been implemented. The matters subject to the electronic provision measures are posted on the following website on the Internet as the “Notice of the 109th Annual General Meeting of Shareholders.”

The Company’s website
(<https://www.nittetsukou.co.jp/ir/stock/meeting.html>)

In addition to the above website, the matters subject to the electronic provision measures are posted on the Tokyo Stock Exchange’s website. Please access the website below, enter “Nittetsu Mining” in the “Issue name” field or “1515” in the “Code” field to conduct the search, and select “Basic information” and “Documents for public inspection/PR information,” and inspect the information posted in “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” under “Filed information available for public inspection.”

Tokyo Stock Exchange’s website (Listed Company Search)
(<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>)

Instead of attending the meeting, you may exercise your voting rights via the Internet, etc. or in writing. Please review the attached Reference Documents for General Meeting of Shareholders, and exercise your voting rights by 5:15 p.m. on Wednesday, June 28, 2023 (JST).

- 1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. Japan time
- 2. Venue:** Nittetsu Mining Co., Ltd. Headquarters Conference Room (Yusen Building, 6th floor)
3-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
- 3. Purpose of the Meeting**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and the Results of the Audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board for the 109th Fiscal Year (from April 1, 2022 to March 31, 2023)
 2. Non-Consolidated Financial Statements for the 109th Fiscal Year (from April 1, 2022 to March 31, 2023)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Partial Amendments to the Articles of Incorporation
- Proposal No. 3:** Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4:** Election of Three Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 5:** Election of One Substitute Director Who Is an Audit and Supervisory Committee Member
- Proposal No. 6:** Determination of Amount of Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 7:** Determination of Amount of Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members
- Proposal No. 8:** Determination of Amount and Details of Share-Based Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

4. Exercise of Voting Rights

- (1) If there is no indication of approval or disapproval for any proposal on the voting form, it shall be treated as an indication of approval.
- (2) If you exercise your voting rights redundantly via the Internet, etc. and by mail of the voting form, the voting rights exercised via the Internet, etc. shall be treated as valid.
- (3) If you exercise your voting rights more than once via the Internet, etc., the Company will regard the last exercise as the valid exercise of your voting rights.

-
- ◎ If you attend the meeting, please submit the enclosed voting form to the receptionist at the meeting place.
 - ◎ If a proxy attends the meeting in your place, the proxy is requested to submit a letter of proxy, your voting form and the proxy's voting form to the receptionist at the meeting place. (As per the Articles of Incorporation, you can delegate voting rights to only one proxy who is one other shareholder of the Company holding voting rights.)
 - ◎ If any changes have been made to the matters subject to the electronic provision measures, the revised versions will be posted on each of the websites on which such matters are posted.
 - ◎ Pursuant to the stipulations of laws and ordinances, and Article 16 of the Company's Articles of Incorporation, the following items are excluded from the paper-based documents delivered to shareholders who have made a request for delivery of such documents.
 - "Overview of the Systems to Ensure Propriety of Business Operations and the Operations of the System" and "Basic Policy Regarding Control of the Company" of the Business Report
 - "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" of the Consolidated Financial Statements
 - "Non-consolidated Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" of the Non-consolidated Financial Statements

Moreover, these items are part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor when preparing the accounting audit report, and part of the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements audited by the Audit and Supervisory Board Members when preparing the audit report.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

The Company has adopted a basic policy of providing regular and stable dividend payments based on performance and the business environment.

The Company aims to secure internal reserves necessary for stronger management structure and future business development. At the same time, the Company intends to use internal reserves for medium to long-term capital investment, rationalization investment to strengthen competitiveness and others.

During the term of Second Medium-Term Management Plan (FY2021 to FY2023), the Company plans to return profits with a target consolidated payout ratio of 30%.

The Company has given consideration to matters including business performance and future business development, and proposes to pay the year-end dividends of the current fiscal year as follows:

1 Type of dividend property

Cash

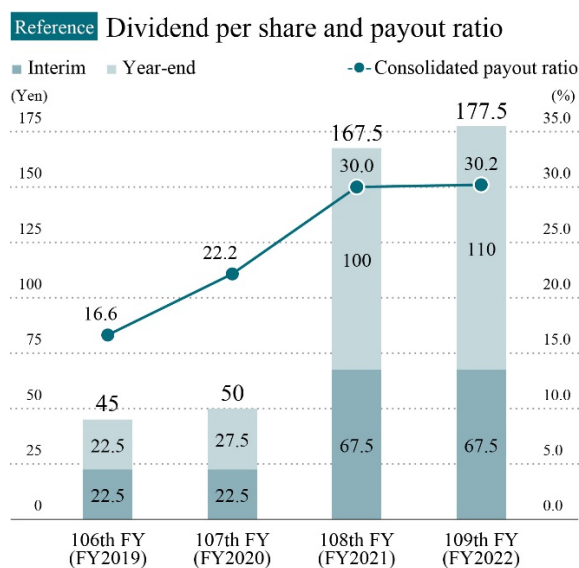
2 Allotment of dividend property and their aggregate amount

¥110 per common share of the Company; Total dividends: ¥1,830,032,820

The Company conducted a 2-for-1 stock split of its common shares effective October 1, 2022. The interim dividend of ¥135 per share paid with a record date of September 30, 2022 is equivalent to ¥67.5 per share after the stock split, and together with the year-end dividend, the annual dividend will be ¥177.5 per share.

3 Effective date of dividends of surplus

June 30, 2023



(Note) The Company conducted a 2-for-1 stock split of its common shares effective October 1, 2022. The figures for dividend per share and payout ratio have therefore been calculated based on the assumption that the stock split had taken place at the beginning of the 106th fiscal year.

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

1. Reasons for the proposal

- (1) The Company intends to enhance corporate governance to a greater extent by strengthening the supervisory function of the Board of Directors and further reinforcing the oversight functions through making its Audit and Supervisory Committee Members, who are responsible for auditing Directors’ performance of duties, members of the Board of Directors. To this end, the Company proposes to shift from a company with an Audit and Supervisory Board to a company with an Audit and Supervisory Committee, and make necessary changes for the transition to a company with an Audit and Supervisory Committee, including the establishment of new provisions concerning Directors who are Audit and Supervisory Committee Members and the Audit and Supervisory Committee and the deletion of provisions concerning Audit and Supervisory Board Members and the Audit and Supervisory Board.
- (2) The Company proposes to amend Article 28 of the current Articles of Incorporation as described in Article 28 of the proposed amendment in order to enable the conclusion of limitation of liability agreement with Directors other than executive Directors and the like. Consent has been obtained from each Audit and Supervisory Board Member regarding this change.
- (3) The Company proposes to newly establish Article 33 of the Articles of Incorporation, which enables distribution of dividends of surplus and similar procedures by a resolution of the Board of Directors, so that capital and dividend policies may be flexibly implemented.
- (4) In addition, necessary amendments such as revisions to the wording accompanying the above changes will be made.

2. Details of amendments

The details of the amendments are as follows.

The amendments to the Articles of Incorporation related to this proposal shall take effect at the conclusion of this Annual General Meeting of Shareholders.

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|--|---|
| <p>Chapter 1 – General Provisions Article 1 to Article 3 (Omitted)</p> <p>(Organs) Article 4 In addition to shareholders meetings and directors, the Company shall establish the following organs. 1. Board of directors 2. <u>Corporate auditors</u> 3. <u>Board of corporate auditors</u> 4. <u>Independent auditors</u></p> <p>Article 5 (Omitted)</p> | <p>Chapter 1 – General Provisions Article 1 to Article 3 (Unchanged)</p> <p>(Organs) Article 4 In addition to shareholders meetings and directors, the Company shall establish the following organs. 1. Board of directors 2. <u>Audit and supervisory committee</u> (Deleted) 3. <u>Independent auditors</u></p> <p>Article 5 (Unchanged)</p> |

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| Chapter 2 – Shares | Chapter 2 – Shares |
| Article 6 (Omitted) | Article 6 (Unchanged) |
| <u>(Acquisition of Treasury Stock)</u> | |
| <u>Article 7</u> | (Deleted) |
| <u>The Company may acquire treasury stock by market transactions, etc. by a resolution of the board of directors in accordance with the regulations of Article 165.2 of the Companies Act.</u> | |
| Article <u>8</u> to Article <u>12</u> (Omitted) | Article <u>7</u> to Article <u>11</u> (Unchanged) |
| Chapter 3 – General Meetings of Shareholders | Chapter 3 – General Meetings of Shareholders |
| Article <u>13</u> to Article <u>18</u> (Omitted) | Article <u>12</u> to Article <u>17</u> (Unchanged) |
| Chapter 4 – Directors and the Board of Directors | Chapter 4 – Directors and the Board of Directors |
| (Number) | (Number) |
| Article <u>19</u> | Article <u>18</u> |
| The Company shall appoint no more than <u>14</u> directors. | 1. The Company shall appoint no more than <u>ten</u> directors <u>(excluding directors who are audit and supervisory committee members)</u> . |
| (Newly established) | 2. <u>The Company shall appoint no more than four directors who are audit and supervisory committee members.</u> |
| (Method of Election) | (Method of Election) |
| Article <u>20</u> | Article <u>19</u> |
| 1. Directors shall be elected at shareholders meetings. | 1. Directors shall be elected at shareholders meetings, <u>by differentiating between directors who are audit and supervisory committee and the other directors.</u> |
| 2. to 3. (Omitted) | 2. to 3. (Unchanged) |

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| <p>(Term) Article <u>21</u> 1. The term of directors shall continue until the conclusion of the annual shareholders meeting for the final business year which ends within <u>two years</u> of their appointment.</p> <p style="text-align: center;">(Newly established)</p> <p><u>2. The term of a director who is elected as an additional or substitute director shall continue until the time the term of office of incumbent directors.</u></p> <p style="text-align: center;">(Newly established)</p> | <p>(Term) Article <u>20</u> 1. The term of directors (<u>excluding directors who are audit and supervisory committee members</u>) shall continue until the conclusion of the annual shareholders meeting for the final business year which ends within <u>one year</u> of their appointment. <u>2. The term of directors who are audit and supervisory committee members shall continue until the conclusion of the annual shareholders meeting for the final business year which ends within two years of their appointment.</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>3. The term of office of a director who is an audit and supervisory committee member who was elected as a substitute of a director who is an audit and supervisory committee member who retired before the expiration of his/her term of office, shall expire at the expiration of the term of office of the retired director who is an audit and supervisory committee member.</u></p> <p><u>4. The term during which the resolution to elect a substitute director who is an audit and supervisory committee member pursuant to Article 329.3 of the Companies Act is valid shall continue until the beginning of the annual shareholders meeting for the final business year which ends within two years of their appointment.</u></p> |
| <p>(Representative Directors and Directors with Titles) Article <u>22</u> 1. The board of directors shall appoint a representative director by a resolution.</p> <p>2. The board of directors may appoint one president, one vice-president, and a number of executive managing directors and managing directors by a resolution of the board of directors.</p> <p>Article <u>23</u> (Omitted)</p> | <p>(Representative Directors and Directors with Titles) Article <u>21</u> 1. The board of directors shall appoint a representative director <u>from among directors (excluding directors who are audit and supervisory committee members)</u> by a resolution. 2. The board of directors may appoint one president, one vice-president, and a number of executive managing directors and managing directors <u>from among directors (excluding directors who are audit and supervisory committee members)</u> by a resolution of the board of directors.</p> <p>Article <u>22</u> (Unchanged)</p> |

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| <p>(Notice of Calling Board of Directors Meetings) Article <u>24</u> 1. Notification of the calling of board of directors meetings shall be issued to each director <u>and corporate auditor</u> three days prior to the date of the meeting; provided, however, that this period may be shortened when urgently necessary. 2. Board of directors meetings may be held without the procedures of calling if the consent of all directors <u>and corporate auditors</u> is obtained.</p> <p style="text-align: center;">(Newly established)</p> | <p>(Notice of Calling Board of Directors Meetings) Article <u>23</u> 1. Notification of the calling of board of directors meetings shall be issued to each director three days prior to the date of the meeting; provided, however, that this period may be shortened when urgently necessary. 2. Board of directors meetings may be held without the procedures of calling if the consent of all directors is obtained.</p> <p><u>(Delegation of Decisions on Important Business Execution)</u> <u>Article 24</u> <u>Pursuant to the provisions of Article 399-13.6 of the Companies Act, the board of directors may, by its resolution, delegate all or part of the decisions on important business execution (excluding the matters listed in each item of Paragraph 5 of the same Article) to directors.</u></p> |
| <p>Article 25 to Article 26 (Omitted)</p> | <p>Article 25 to Article 26 (Unchanged)</p> |
| <p>(Remuneration, etc.) Article 27 Financial benefits received from the Company as consideration for the execution of duties such as director remuneration and bonuses <u>(hereinafter referred to as “Remuneration, etc.”)</u> shall be determined by a resolution of a shareholders meeting.</p> | <p>(Remuneration, etc.) Article 27 Financial benefits received from the Company as consideration for the execution of duties such as director remuneration and bonuses shall be determined by a resolution of a shareholders meeting, <u>by differentiating between directors who are audit and supervisory committee members and the other directors.</u></p> |
| <p>(Limitation of Liability Agreements with Outside Directors) Article 28 The Company may enter into agreements with <u>outside directors</u> which limit liability for damages resulting from failure to discharge duties in accordance with the provisions of Article 427.1 of the Companies Act; provided, however, that the limit of liability pursuant to such agreements shall be the amount provided for in laws and regulations.</p> | <p>(Limitation of Liability Agreements with Outside Directors) Article 28 The Company may enter into agreements with <u>directors (excluding those serving as executive directors, etc.)</u> which limit liability for damages resulting from failure to discharge duties in accordance with the provisions of Article 427.1 of the Companies Act; provided, however, that the limit of liability pursuant to such agreements shall be the amount provided for in laws and regulations.</p> |

| Current Articles of Incorporation | Proposed Amendments |
|--|---------------------|
| <u>Chapter 5 – Corporate Auditors and Board of Corporate Auditors</u> | (Deleted) |
| <u>(Number)</u> <u>Article 29</u> <u>The Company shall appoint no more than five auditors.</u> | (Deleted) |
| <u>(Method of Election)</u> <u>Article 30</u> <u>1. Corporate auditors shall be elected at shareholders meetings.</u> <u>2. Resolutions on the election of corporate auditors shall be made by one third of the voting rights of shareholders entitled to exercise their voting rights being in attendance, and when a majority of the votes of such voting rights are in agreement.</u> | (Deleted) |
| <u>(Term)</u> <u>Article 31</u> <u>1. The term of corporate auditors shall continue until the conclusion of the annual shareholders meeting for the final business year which ends within four years of their appointment.</u> <u>2. The term of a corporate auditor who is elected as a substitute for a corporate auditor who retired from office before the expiration of the term of office and a corporate auditor when a substitute corporate auditor has been appointed shall continue until the time the term of office of the corporate auditor who retired from office expires.</u> <u>3. The term during which the resolution to elect substitute corporate auditors elected pursuant to Article 329.3 of the Companies Act is valid shall continue until the conclusion of the annual shareholders meeting for the final business year which ends within four years of their appointment.</u> <u>4. The term when a substitute corporate auditor provided for in the preceding paragraph has been appointed as a corporate auditor shall continue until the time the term of office of the corporate auditor who retired from office ends; provided, however, that the term may not exceed the conclusion of the annual shareholders meeting for the final business year which ends within four years of appointment.</u> | (Deleted) |

| Current Articles of Incorporation | Proposed Amendments |
|---|---------------------|
| <p><u>(Standing Corporate Auditors)</u> <u>Article 32</u> <u>The board of corporate auditors shall appoint standing corporate auditors by a resolution.</u></p> | (Deleted) |
| <p><u>(Notice of Calling Board of Corporate Auditors Meetings)</u> <u>Article 33</u> <u>1. Notification of the calling of board of corporate auditors meetings shall be issued to each corporate auditor three days prior to the date of the meeting; provided, however, that this period may be shortened when urgently necessary.</u> <u>2. Board of corporate auditors meetings may be held without the procedures of calling if the consent of all corporate auditors is obtained.</u></p> | (Deleted) |
| <p><u>(Regulations of the Board of Corporate Auditors)</u> <u>Article 34</u> <u>In addition to laws and regulations and these Articles of Incorporation, matters relating to the board of corporate auditors shall be in accordance with the Regulations of the Board of Corporate Auditors set forth by the board of corporate auditors.</u></p> | (Deleted) |
| <p><u>(Remuneration, etc.)</u> <u>Article 35</u> <u>Remuneration, etc. for corporate auditors shall be decided through a resolution of a shareholders meeting.</u></p> | (Deleted) |
| <p><u>(Limitation of Liability Agreements with Outside Corporate Auditors)</u> <u>Article 36</u> <u>The Company may enter into agreements with outside corporate auditors which limit liability for damages resulting for failure to discharge duties in accordance with the provisions of Article 427.1 of the Companies Act; provided, however, that the limit of liability pursuant to such agreements shall be the amount provided for in laws and regulations.</u></p> | (Deleted) |

| Current Articles of Incorporation | Proposed Amendments |
|-----------------------------------|--|
| (Newly established) | <u>Chapter 5 – Audit and Supervisory Committee</u> |
| (Newly established) | <u>(Notice of Calling Audit and Supervisory Committee Meetings)</u> |
| (Newly established) | <u>Article 29</u> |
| (Newly established) | <u>1. Notification of the calling of audit and supervisory committee meetings shall be issued to each audit and supervisory committee member three days prior to the date of the meeting; provided, however, that this period may be shortened when urgently necessary.</u> |
| (Newly established) | <u>2. Audit and supervisory committee meetings may be held without the procedures of calling if the consent of all audit and supervisory committee members is obtained.</u> |
| (Newly established) | <u>(Regulations of the Audit and Supervisory Committee)</u> |
| (Newly established) | <u>Article 30</u> |
| (Newly established) | <u>In addition to laws and regulations and these Articles of Incorporation, matters relating to the audit and supervisory committee shall be in accordance with the Regulations of the Audit and Supervisory Committee set forth by the audit and supervisory committee.</u> |
| (Newly established) | <u>(Standing Audit and Supervisory Committee Members)</u> |
| (Newly established) | <u>Article 31</u> |
| (Newly established) | <u>The audit and supervisory committee may appoint standing audit and supervisory committee members by its resolution.</u> |
| Chapter 6 – Accounts | Chapter 6 – Accounts |
| Article <u>37</u> (Omitted) | Article <u>32</u> (Unchanged) |
| (Newly established) | <u>(Declaration of Dividend, etc.)</u> |
| (Newly established) | <u>Article 33</u> |
| (Newly established) | <u>Unless otherwise provided by laws and regulations, matters stipulated in each item of Article 459.1 of the Companies Act, such as distribution of surplus funds, may be determined by a resolution of the board of directors of the Company.</u> |

| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| <p>(Record Date for Distribution of Surplus Funds) Article <u>38</u> 1. (Omitted) (Newly established)</p> <p><u>2.</u> In addition to that provided for in the preceding paragraph, record dates may be determined and surplus funds distributed.</p> <p><u>(Interim Dividends)</u> Article <u>39</u> <u>The Company may distribute an interim dividend by a resolution of the board of directors with September 30 of each year as the record date.</u></p> <p>Article <u>40</u> (Omitted) (Newly established)</p> | <p>(Record Date for Distribution of Surplus Funds) Article <u>34</u> 1. (Unchanged) <u>2. The record date for the Company’s interim dividends shall be September 30 of each year.</u> <u>3.</u> In addition to that provided for in the preceding two paragraphs, record dates may be determined and surplus funds distributed.</p> <p>(Deleted)</p> <p>Article <u>35</u> (Unchanged)</p> <p><u>Supplementary provisions</u></p> <p><u>(Transitional Measures Concerning Limitation of Liability Agreements for Outside Audit and Supervisory Board Members)</u> <u>With respect to the limitation of liability agreement for damages under Article 423.1 of the Companies Act concerning the acts of outside audit and supervisory board members (including those who used to be outside audit and supervisory board members) prior to the conclusion of the 109th Annual General Meeting of Shareholders, the provisions of Article 36 of the Articles of Incorporation prior to the amendment by the resolution of the said Annual General Meeting of Shareholders shall still apply.</u></p> |

Proposal No. 3: Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee, and all eight Directors will retire due to the expiration of their terms of office upon the effective date of the amendments to the Articles of Incorporation. Accordingly, the Company proposes the election of six Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the transition to a company with an Audit and Supervisory Committee.

In addition, this proposal was deliberated by the Nomination and Remuneration Committee.

This proposal will take effect on the condition that amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendments to the Articles of Incorporation” come into effect.

The candidates for Director are as follows:

| Candidate no. | Name | Position and responsibilities in the Company | Notes |
|---------------|-------------------|--|--------------------------------------|
| 1 | Reiichi Morikawa | Representative Director and President | Reelection |
| 2 | Yukihiko Hagikami | Director, Responsible for Mining Department, Resources Development Department, Overseas Mineral Resources Business Department, and Safety Administration Office | Reelection |
| 3 | Hirofumi Fujimoto | Director, Responsible for General Administration Department, Human Resources Department, and Business Continuity Management Office | Reelection |
| 4 | Kenji Otakara | Director, Responsible for Corporate Planning Department, General Accounting Department, Limestone & Raw Materials Sales Department, and Non-Ferrous Metal & Ore Department | Reelection |
| 5 | Nobumichi Izumi | Director | Reelection Outside Independent |
| 6 | Kenichi Itakura | Director | Reelection Outside Independent |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | | Number of the Company's shares owned |
|--|---|--|---|--------------------------------------|
| 1 | Reiichi Morikawa (May 8, 1962) | Apr. 1986 | Joined the Company | 8,600 |
| | Reelection Tenure as Director Six years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 (100%) | June 2012 | General Manager of Limestone & Raw Materials Sales Department | |
| June 2015 | | Corporate Executive and General Manager of Limestone & Raw Materials Sales Department | | |
| June 2017 | | Director, Responsible for Non-Ferrous Metal & Ore Department, and General Manager of Limestone & Raw Materials Sales Department | | |
| Oct. 2017 | | Director, Responsible for Limestone & Raw Materials Sales Department and Non-Ferrous Metal & Ore Department | | |
| June 2019 | | Managing Director, Responsible for Limestone & Raw Materials Sales Department and Non-Ferrous Metal & Ore Department | | |
| Apr. 2021 | | Representative Director and President (current position) | | |
| Reasons for nomination as a candidate for Director Reiichi Morikawa has engaged in the management of the Company as General Manager of Limestone & Raw Materials Sales Department, then as Director since 2017. He has gathered numerous achievements and abundant experience in sales departments, gained the experience of working overseas, and possesses a high level of discernment for corporate management as a whole. The Company judges he will continue to appropriately fulfill his duties and obligations and thus nominated him for reelection as a candidate for Director. | | | | |
| 2 | Yukihiko Hagikami (October 19, 1960) | Apr. 1984 | Joined the Company | 6,800 |
| | Reelection Tenure as Director Four years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 (100%) | June 2015 | General Manager of Resources Development Department | |
| June 2017 | | Corporate Executive and General Manager of Resources Development Department | | |
| June 2019 | | Director, Responsible for Resources Development Department | | |
| July 2022 | | Director, Responsible for Resources Development Department and Overseas Mineral Resources Business Department | | |
| Apr. 2023 | | Director, Responsible for Mining Department, Resources Development Department, Overseas Mineral Resources Business Department, and Safety Administration Office (current position) | | |
| Reasons for nomination as a candidate for Director Yukihiko Hagikami has engaged in the management of the Company as General Manager of the Limestone & Raw Materials Sales Department, then as Director since 2019. He has gathered numerous achievements and abundant experience in the Technology and Resources Development Department, gained the experience of working overseas, and possesses a high level of discernment for corporate management as a whole. The Company judges he will continue to appropriately fulfill his duties and obligations and thus nominated him for reelection as a candidate for Director. | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | | Number of the Company's shares owned |
|---|--|--|---|--------------------------------------|
| 3 | Hirofumi Fujimoto (March 2, 1963) | Apr. 1987 | Joined the Company | 6,000 |
| | Reelection | June 2014 | General Manager of General Administration Department | |
| | Tenure as Director Four years (at the conclusion of this meeting) | June 2017 | Corporate Executive and General Manager of General Administration Department | |
| | Attendance at Board of Directors meetings 16/16 (100%) | June 2019 | Director, Responsible for General Administration Department, General Accounting Department, and Business Continuity Management Office | |
| | | June 2021 | Director, Responsible for General Administration Department and Business Continuity Management Office | |
| | | Apr. 2023 | Director, Responsible for General Administration Department, Human Resources Department, and Business Continuity Management Office (current position) | |
| Reasons for nomination as a candidate for Director In addition to his time as General Manager of General Administration Department and Human Resources Department, Hirofumi Fujimoto has been a Director since 2019. He has gathered numerous achievements and abundant experience at the General Administration Department, and possesses a high level of discernment for corporate management as a whole. The Company judges he will continue to appropriately fulfill his duties and obligations and thus nominated him for reelection as a candidate for Director. | | | | |
| 4 | Kenji Otakara (September 20, 1963) | Apr. 1986 | Joined the Company | 6,900 |
| | Reelection | June 2013 | General Manager of Non-Ferrous Metal & Ore Department | |
| | Tenure as Director Two years (at the conclusion of this meeting) | June 2016 | General Manager of General Accounting Department | |
| | Attendance at Board of Directors meetings 16/16 (100%) | June 2017 | Corporate Executive and General Manager of General Accounting Department | |
| | | June 2019 | Corporate Executive and General Manager of Osaka Branch Office | |
| | | June 2021 | Director, Responsible for General Accounting Department, Limestone & Raw Materials Sales Department, and Non-Ferrous Metal & Ore Department | |
| | | Apr. 2022 | Director, Responsible for Corporate Planning Department, General Accounting Department, Limestone & Raw Materials Sales Department, and Non-Ferrous Metal & Ore Department (current position) | |
| Reasons for nomination as a candidate for Director Kenji Otakara has been involved in the management of the Company as General Manager of Non-Ferrous Metal & Ore Department and General Accounting Department, then as Director since 2021. He has gathered numerous achievements and abundant experience in sales departments and the General Accounting Department, and possesses a high level of discernment for corporate management as a whole. The Company judges he will continue to appropriately fulfill his duties and obligations and thus nominated him for reelection as a candidate for Director. | | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company's shares owned |
|---|---|---|--------------------------------------|
| 5 | Nobumichi Izumi (November 5, 1952) | Apr. 1977 Joined Nikkei Inc. Mar. 2011 Executive Officer and Managing Editor of Osaka Head Office, Nikkei Inc. Mar. 2012 Managing Executive Officer and Managing Editor of Osaka Head Office, Nikkei Inc. Mar. 2013 Senior Managing Executive Officer and Representative Manager of Nagoya Branch, Nikkei Inc. Director of Nikkei Nagoya Newspaper Printing Center, Inc. Mar. 2015 Advisor of Nikkei Inc. June 2015 Executive Research Director of Japan Center for Economic Research Mar. 2018 Honorary Member of Nikkei Inc. June 2019 Director of the Company (current position) | 0 |
| | Reelection Outside Independent Tenure as Director Four years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 (100%) | | |
| <p>Reasons for nomination as a candidate for outside Director and overview of the expected roles</p> <p>Nobumichi Izumi has provided advice on the overall management of the Company from his broad perspective, based on his abundant experience as manager over many years, the experience of working overseas, and a high level of discernment gained in a private research organization. The Company judges that he will continue to contribute to the enhancement of corporate governance and increased transparency in management and thus has nominated him for reelection as a candidate for outside Director. If he is elected and assumes the office, he will continue to be involved in the determination of candidates for Directors of the Company and Directors' remuneration from an objective and neutral standpoint as a Nomination and Remuneration Committee member.</p> | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company's shares owned |
|---|--|---|--------------------------------------|
| 6 | Kenichi Itakura (April 11, 1953) | Apr. 2002 Professor, Department of Information and Electronic Engineering, Muroran Institute of Technology | 0 |
| | Reelection Outside Independent Tenure as Director Two years (at the conclusion of this meeting) Attendance at Board of Directors meetings 16/16 (100%) | Apr. 2004 Vice President, Muroran Institute of Technology | |
| | | Apr. 2012 Director, Center of Environmental Science and Disaster Migration for Advanced Research, Muroran Institute of Technology | |
| | | Aug. 2012 Director, Mikasa Potential Coal Energy Research Facility, Muroran Institute of Technology | |
| | | Oct. 2016 Director, Mikasa Underground Gasification Coal Mine, Muroran Institute of Technology | |
| | | Apr. 2019 Specially Appointed Professor, Graduate School, Division of Engineering, Muroran Institute of Technology (current position) | |
| | | May 2019 Emeritus Professor of Muroran Institute of Technology | |
| | June 2021 Director of the Company (current position) | | |
| <p>Reasons for nomination as a candidate for outside Director and overview of the expected roles</p> <p>Kenichi Itakura has provided advice on the overall management of the Company from his academic perspective, based on his abundant experience regarding the safety of mining and the highly specialist knowledge he has cultivated as an academic in the field of resource development engineering over many years, pioneering research experience that quickly incorporated information engineering into resource development engineering, and his experience working overseas. The Company judges that he will continue to contribute to enhanced risk management for the Company's technical departments and expanded supervision of the execution of business, and has thus nominated him for reelection as a candidate for outside Director. If he is elected and assumes the office, he will continue to be involved in the determination of candidates for Directors of the Company and Directors' remuneration from an objective and neutral standpoint as a Nomination and Remuneration Committee member.</p> <p>Although he has never been directly involved in the management of a company, the Company judges he will appropriately fulfill his duties as outside Director based on the above reasons.</p> | | | |

- (Notes)
1. There are no special interests between the candidates and the Company.
 2. Nobumichi Izumi and Kenichi Itakura are candidates for outside Director.
 3. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Nobumichi Izumi and Kenichi Itakura have been designated as independent officers as provided for by the aforementioned exchange and, if they are elected and assume the offices, the Company plans to submit notification to the aforementioned exchange regarding their reelection as independent officers.
 4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Nobumichi Izumi and Kenichi Itakura to limit their liability for damages arising from neglecting their duties to the amount stipulated by laws and ordinances. If Proposal No. 2 "Partial Amendments to the Articles of Incorporation" is approved as originally proposed, and Nobumichi Izumi and Kenichi Itakura are elected and assume the offices, the Company plans to renew the agreement with them.
 5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with the Company's Directors as the insured. The policy will cover losses incurred by the insured in the form of compensation for legal damages by law or in the form of litigation expenses. If each

candidate is appointed and assumes the respective office of Director, they will be included as an insured in the policy.

Proposal No. 4: Election of Three Directors Who Are Audit and Supervisory Committee Members

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, the Company proposes the election of three Directors who are Audit and Supervisory Committee Members. In addition, this proposal was deliberated by the Nomination and Remuneration Committee and obtained the consent of the Audit and Supervisory Board.

This proposal will take effect on the condition that amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendments to the Articles of Incorporation” come into effect.

The candidates for Director who is an Audit and Supervisory Committee Member are as follows:

| Candidate no. | Name | Position and responsibilities in the Company | Notes |
|---------------|--------------|--|--|
| 1 | Seiji Yasuda | Standing Audit and Supervisory Board Member | New election |
| 2 | Eiki Hotta | Audit and Supervisory Board Member | New election Outside Independent |
| 3 | Yuko Aoki | Director | Reelection Outside Independent |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company's shares owned |
|---|---|---|--------------------------------------|
| 1 | <p>Seiji Yasuda (March 1, 1964)</p> <p>New election</p> <p>Tenure as Audit and Supervisory Board Member Four years (at the conclusion of this meeting)</p> <p>Attendance at Board of Directors meetings 16/16 (100%)</p> <p>Attendance at Audit and Supervisory Board meetings 15/15 (100%)</p> | <p>Apr. 1986 Joined the Company</p> <p>June 2013 General Manager of General Accounting Department</p> <p>June 2016 Managing Director of Hachinohe Mining Co., Ltd.</p> <p>June 2019 Standing Audit and Supervisory Board Member of the Company (current position)</p> | 2,500 |
| <p>Reasons for nomination as a candidate for Director who is an Audit and Supervisory Committee Member Seiji Yasuda has served as General Manager of General Accounting Department and Managing Director of Hachinohe Mining Co., Ltd., and then as Standing Audit and Supervisory Board Member since 2019. He possesses in-depth knowledge of finance and accounting, abundant experience as a manager, and insight about overall business management. The Company believes that he will appropriately fulfill his duties and obligations as Director who is an Audit and Supervisory Committee Member, and thus nominated him for election as a candidate of Director who is an Audit and Supervisory Committee Member.</p> | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company's shares owned |
|--|---|--|--------------------------------------|
| 2 | <p>Eiki Hotta (February 8, 1951)</p> <p>New election Outside Independent</p> <p>Tenure as Audit and Supervisory Board Member Six years (at the conclusion of this meeting)</p> <p>Attendance at Board of Directors meetings 16/16 (100%)</p> <p>Attendance at Audit and Supervisory Board meetings 15/15 (100%)</p> | <p>Apr. 1995 Professor of Interdisciplinary Graduate School of Science & Engineering, Tokyo Institute of Technology</p> <p>Apr. 2016 Emeritus Professor of Tokyo Institute of Technology</p> <p>June 2017 Audit and Supervisory Board Member of the Company (current position)</p> | 0 |
| <p>Reasons for nomination as a candidate for outside Director who is an Audit and Supervisory Committee Member and overview of the expected roles</p> <p>Eiki Hotta has provided his opinions and advice on the overall management of the Company as an outside Audit and Supervisory Board Member from a technological perspective, based on his broad experience and considerable knowledge cultivated from his many years as university professor. The Company expects that he will continue to contribute to reinforcement of the audit system, and thus has nominated him for election as a candidate for outside Director who is an Audit and Supervisory Committee Member.</p> <p>Although he has never been directly involved in the management of a company, the Company judges he will appropriately fulfill his duties as outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p> | | | |

| Candidate no. | Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company's shares owned |
|--|---|--|--|
| 3 | Yuko Aoki (January 28, 1957) Reelection Outside Independent Tenure as Director One year (at the conclusion of this meeting) Attendance at Board of Directors meetings 13/13 (100%) (after assuming the position of Director in June 2022) | Apr. 1994 Registered as Attorney-at-Law Joined Shigetaka Arai Law Office Apr. 1999 Joined Aoki Law Office Apr. 2004 Joined Litigation Department, Tokyo Legal Affairs Bureau, Ministry of Justice (fixed-term employment) Apr. 2009 Joined Shin-Yotsuya Law Offices (current position) Apr. 2021 Vice Chairman, Daini Tokyo Bar Association Managing Director, Japan Federation of Bar Associations June 2022 Director of the Company (current position) | 0 |
| <p>Reasons for nomination as a candidate for outside Director who is an Audit and Supervisory Committee Member and overview of the expected roles</p> <p>Yuko Aoki has provided opinions and advice on the overall management of the Company as an outside Director from the perspective of corporate legal affairs, based on the highly specialist knowledge she has cultivated as an attorney-at-law over many years and her abundant work experience. The Company expects that she will contribute to reinforcement of the audit system, and thus has nominated her as a candidate for outside Director who is an Audit and Supervisory Committee Member.</p> <p>Although she has never been directly involved in the management of a company, the Company believes that she will appropriately fulfill her duties as outside Director who is an Audit and Supervisory Committee Member based on the above reasons.</p> | | | |

- (Notes) 1. There are no special interests between the candidates and the Company.
2. Eiki Hotta and Yuko Aoki are candidates for outside Director who is an Audit and Supervisory Committee Member.
3. The Company has submitted notification to the Tokyo Stock Exchange, Inc. that Eiki Hotta and Yuko Aoki have been designated as independent officers as provided for by the aforementioned exchange and, if they are elected and assume the offices, the Company plans to submit notification to the aforementioned exchange regarding their reelection as independent officers.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Eiki Hotta and Yuko Aoki to limit their liability for damages arising from neglecting their duties to the amount stipulated by laws and ordinances. If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, and Eiki Hotta is elected and assumes the office, the Company plans to conclude the agreement with him. In addition, if Yuko Aoki is elected and assumes the office, the Company plans to renew the agreement with her.
5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with the

Company's Directors as the insured. The policy will cover losses incurred by the insured in the form of compensation for legal damages by law or in the form of litigation expenses. If each candidate is appointed and assumes the respective office, they will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 5: Election of One Substitute Director who is an Audit and Supervisory Committee Member

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, in order to prepare for a shortfall in the number of Directors who are Audit and Supervisory Committee Members prescribed by laws and ordinances, the Company proposes the election of one substitute Director who is an Audit and Supervisory Committee Member.

In addition, consent has been obtained from the Audit and Supervisory Board for this proposal.

This proposal will take effect on the condition that amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendments to the Articles of Incorporation” come into effect.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

| Name (Date of birth) | Career summary, position and responsibilities in the Company, and significant concurrent positions | Number of the Company’s shares owned |
|---|---|--|
| <p>Yoshiro Wakayanagi (May 9, 1948)</p> <p>Outside Independent</p> <p>Tenure as Audit and Supervisory Board Member Eight years (at the conclusion of this meeting)</p> <p>Attendance at Board of Directors meetings 16/16 (100%)</p> <p>Attendance at Audit and Supervisory Board meetings 15/15 (100%)</p> | <p>Apr. 1976 Registered as Attorney-at-Law Joined Tanabe Law Office (now Tanabe & Wakayanagi Law Office) (current position)</p> <p>June 2015 Audit and Supervisory Board Member of the Company (current position)</p> | <p>0</p> |
| <p>Reasons for nomination as a candidate for substitute Director who is an Audit and Supervisory Committee Member and overview of the expected roles</p> <p>Yoshiro Wakayanagi has given his opinion and advice on the overall management of the Company as an outside Audit and Supervisory Board Member from the perspective of corporate law, based on the specialized knowledge he has cultivated as a lawyer over many years and his abundant work experience. The Company expects that he will contribute to reinforcement of the audit system, and thus nominated him for election as a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.</p> <p>Additionally, he has never been directly involved in the management of a company. However, based on the above reasons, the Company judges he will appropriately fulfill his duties as outside Director who is an Audit and Supervisory Committee Member if he assumes the position.</p> | | |

- (Notes) 1. There are no special interests between the candidate and the Company.
2. Yoshiro Wakayanagi is a candidate for substitute outside Director who is an Audit and Supervisory Committee Member.

3. Yoshiro Wakayanagi satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, Inc., and if he assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to submit notification to the aforementioned exchange concerning his appointment as an independent officer.
4. If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, and Yoshiro Wakayanagi assumes the office of outside Director who is an Audit and Supervisory Committee Member, the Company plans to conclude an agreement with him to limit his liability for damages arising from neglecting his duties to the amount stipulated by laws and ordinances, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act.
5. The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company, with the Company’s Directors as the insured. The policy will cover losses incurred by the insured in the form of compensation for legal damages by law or in the form of litigation expenses. If Yoshiro Wakayanagi assumes the office of outside Director who is an Audit and Supervisory Committee Member, he will be included as an insured in the policy. In addition, when the policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 6: Determination of Amount of Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the Annual General Meeting of Shareholders held on June 28, 2007, it was approved that the amount of remuneration for Directors of the Company shall be ¥27 million or less per month (excluding the employee salary of Directors who concurrently serve as employees), and the amount of bonus for Directors of the Company shall be ¥60 million or less per year (excluding the employee bonus of Directors who concurrently serve as employees). However, if Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, by taking into consideration all circumstances including economic conditions, the Company proposes that the amount of remuneration for Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) after the transition be set at ¥264 million or less per year (of which, ¥34 million or less per year for outside Directors) and the amount of bonus of Directors after the transition be set at ¥130 million or less per year, and the determination of the specific amount and timing of payment, etc., to each Director be left to the resolution of the Board of Directors.

The Company’s policy on determining the contents of individual remuneration, etc., for Directors is subject to approval of Proposal No. 8 “Determination of Amount and Details of Share-Based Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors),” and the contents were resolved to be changed at the Board of Directors meeting held on May 12, 2023 as stated in the Business Report Reference 3. Matters Concerning Company Officers (3) Remuneration, etc., for Directors and Audit and Supervisory Board Members for the Current Fiscal Year (i) Policy, etc., Concerning Determining the Contents of Remuneration, etc., for Officers (included only in the original Japanese version of this notice). The amounts of remuneration, etc., of this proposal are judged to be appropriate, as the fixed remuneration and performance-based remuneration will be paid in accordance with the said policy. Furthermore, the remuneration, etc., excludes the employee salary of Directors who concurrently serve as employees, and bonuses.

Currently the number of Directors is eight. However, if Proposal No. 2 “Partial Amendments to the Articles of Incorporation” and Proposal No. 3 “Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)” are approved as originally proposed, the number of Directors will be six (including two outside Directors).

The contents of this proposal shall take effect on the condition that amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendments to the Articles of Incorporation” come into effect.

Proposal No. 7: Determination of Amount of Remuneration, etc. for Directors Who Are Audit and Supervisory Committee Members

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” is approved as originally proposed, the Company will transition to a company with an Audit and Supervisory Committee. Accordingly, by taking into consideration all circumstances including economic conditions, the Company proposes that the amount of remuneration, etc., for Directors who are Audit and Supervisory Committee Members after the transition be set at ¥60 million or less per year, and the determination of the specific amount and timing of payment, etc., to Directors who are Audit and Supervisory Committee Members be left to the discussion of Directors who are Audit and Supervisory Committee Members. The Company considers the amount of remuneration, etc., in this proposal to be appropriate, taking into consideration the duties of Directors who are Audit and Supervisory Committee Members.

If Proposal No. 2 “Partial Amendments to the Articles of Incorporation” and Proposal No. 4 “Election of Three Directors Who Are Audit and Supervisory Committee Members” are approved as originally proposed, the number of Directors who are Audit and Supervisory Committee Members will be three. The contents of this proposal shall take effect on the condition that amendments to the Articles of Incorporation in Proposal No. 2 “Partial Amendments to the Articles of Incorporation” come into effect.

Proposal No. 8: Determination of Amount and Details of Share-Based Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members and Outside Directors)

1. Reasons for the proposal and reasons why the contents of this proposal are considered to be appropriate

Remuneration for the Company's Directors (excluding outside Directors) consists of "fixed remuneration" and "performance-based remuneration." In this proposal, it is proposed to introduce a new share-based remuneration system using a trust (hereinafter referred to as the "Plan") for the Company's Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors; the same shall apply hereinafter in this proposal). Furthermore, the Company requests that the determination of the details of the Plan be left to the Board of Directors, within the scope described in 2. below.

The goals of adopting the Plan are to help improve medium to long-term corporate earnings and to enhance an awareness of contributions to corporate value gains by more clearly linking remuneration for Directors to the value of the Company's shares. This will expose the Company's Directors to the same benefits and risks associated with share price fluctuations as shareholders.

This proposal, which we ask for your approval in Proposal No. 6 "Determination of Amount of Remuneration, etc. for Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)," seeks to pay share-based remuneration through the Plan to Directors (excluding Directors who are Audit and Supervisory Committee Members) in office in the period of approximately four years from the day following the conclusion of this Annual General Meeting of Shareholders to the day the Annual General Meeting of Shareholders scheduled in June 2027 concludes (hereinafter referred to as the "Period") separate from the remuneration limit (¥264 million per year (of which, ¥34 million per year for outside Directors), excluding the employee salary of Directors who concurrently serve as employees) and bonus limit (¥130 million per year, excluding the employee bonus of Directors who concurrently serve as employees) (the Period can be extended as described in the below 2. (2)).

The outline of the contents of the Company's policy on determining the contents of individual remuneration, etc., for Directors is as stated in the Business Report 3. Matters Concerning Company Officers (3) Remuneration, etc., for Directors and Audit and Supervisory Board Members for the Current Fiscal Year (i) Policy, etc., Concerning Determining the Contents of Remuneration, etc., for Officers (included only in the original Japanese version of this notice). The contents were resolved to be changed at the Board of Directors meeting held on May 12, 2023, as stated in the Business Report Reference 3. Matters Concerning Company Officers (3) Remuneration, etc., for Directors and Audit and Supervisory Board Members for the Current Fiscal Year (i) Policy, etc., Concerning Determining the Contents of Remuneration, etc., for Officers (included only in the original Japanese version of this notice), subject to the approval of this proposal. The contents of this proposal are necessary and reasonable, and therefore judged to be appropriate, considering the objectives of making remuneration payments in line with the policy after such change and achieving the purpose of introducing the Plan.

If Proposal No. 3 "Election of Six Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)" is approved as originally proposed, the number of Directors (excluding Directors who are Audit and Supervisory Committee Members) will be six (including two outside Directors), and the number of Directors applicable for the Plan will be four.

- * If this proposal is approved as proposed, we plan to introduce a similar share-based remuneration plan for Senior Corporate Executives who are not Directors (hereinafter referred to as the "Corporate Executives") with whom the Company has concluded a contract of mandate.

2. Amount and details of remuneration, etc. under the Plan

(1) Outline of the Plan

The Company will establish this Plan by paying cash through a trust (hereinafter referred to as the “Trust”) to acquire the Company’s common shares (hereinafter referred to as the “Company Shares”). Through the Trust, the Company’s Directors would be granted the Company Shares equivalent to points conferred to them.

In principle, the Company Shares would be granted upon retirement of Directors.

| | |
|---|---|
| 1) Eligible persons | The Company’s Directors (excluding Directors who are Audit and Supervisory Committee Members and outside Directors) |
| 2) The Period | From day following the conclusion of this Annual General Meeting of Shareholders to the day the Annual General Meeting of Shareholders scheduled in June 2027 concludes |
| 3) Upper limit of money to be contributed by the Company as funds for acquiring the Company Shares for delivery to eligible persons in 1) during the Period in 2) | Total amount of ¥120 million |
| 4) Method of acquisition of the Company Shares | Method of disposal of treasury stock or method of acquisition on the exchange market (including Off-Hours trading) |
| 5) Upper limit of total points to be granted to eligible persons in 1) | 20,000 points per fiscal year |
| 6) Standard for granting points | Points are to be granted in a number of points corresponding to that person’s position, etc. |
| 7) Timing of delivery of the Company Shares to eligible persons in 1) | Upon retirement, in principle |

(2) Upper limit of money to be contributed by the Company

The initial trust period of the Trust shall be approximately four years, and during the Period, the Company shall contribute an upper limit of money totaling ¥120 million as remuneration for Directors serving as funds for the acquisition of the Company Shares necessary to be delivered to Directors based on the Plan, and establish the Trust with Directors who will acquire beneficial interests as described in (3) 3) below as beneficiaries. The Trust shall acquire the Company Shares using the money entrusted by the Company as a source of funds by the method of disposal of the Company’s treasury stock or the method of acquisition on the exchange market (including Off-Hours trading).

Note: In addition to the above-mentioned funds for the acquisition of the Company Shares, necessary expenses such as trust fees and trust manager fees will also be entrusted. In addition, if a share-based remuneration plan similar to the Plan is introduced to Corporate Executives as described in 1. above, the Company will also entrust the funds for the acquisition of the Company Shares necessary for delivery to Corporate Executives based on the Plan.

Based on a resolution of the Board of Directors, the Company can extend the Period up to approximately four years or less and accordingly extend the Trust term to continue the Plan (including through transferring Trust assets to another trust for the same purpose as the Trust, thereby effectively extending the Trust term;

hereinafter the same in this proposal). In such a case, the Company will, to secure funds needed to acquire shares for the Company's Directors under the Plan, additionally contribute to the Trust during the extended Period an amount not exceeding that calculated by multiplying the number of years during the extended Period by ¥30 million, and will continue to grant points and the Company Shares as described in (3) below (hereinafter, the same).

If the Period is not extended as described above, thus discontinuing the Plan, and a Director granted points remains in service at the expiry of the Trust term, that term could extend until the delivery of the Company Shares is completed upon that Director's retirement.

(3) Calculation formula and upper limit of the number of the Company Shares to be delivered to Directors

1) Method of granting points to Directors, etc.

The Company will, pursuant to the Share Grant Regulations that the Company's Board of Directors has determined, grant each Director a number of points corresponding to that person's position and other factors on the grant date set out under the Share Grant Regulations during the Trust term.

The total number of points granted each fiscal year to Directors will not exceed 20,000.

2) Delivery of the Company Shares corresponding to points granted

Directors will, pursuant to the procedure in 3) below, receive the Company Shares corresponding to the number of points granted in 1) above. However, in the event that a Director resigns due to damaging the Company, all or part of the points granted up to that point may be cancelled by resolution of the Board of Directors, and the Company Shares in proportion to the cancelled points may not be delivered.

One point would equal one Company Share. If, however, it is deemed reasonable to adjust the number of Company Shares for delivery, such as for a share split or reverse share split, the number of Company Shares per one point will be adjusted reflecting the ratio of such share splits or reverse share splits, etc.

3) Delivery of the Company Shares to Directors

In principle, each Director acquires the beneficial interests of the Trust by following the prescribed procedures at the time of retirement, and as the beneficiary of the Trust, receives the Company Shares described in 2) above from the Trust.

However, a certain proportion of the Company Shares can be converted into cash through sale within the Trust to make deductions at source to fund such tax payments as withholding income tax, with payments to Directors being in lieu of the Company Shares. Payments can also be made in cash to Directors in lieu of the Company Shares if shares in Trust are converted to cash, notably upon settlement of shares held in Trust owing to acceptance of a tender offer.

(4) Exercise of voting rights

Voting rights for the Company Shares in Trust will not be exercised altogether, and will be subject to instructions of the trust administrator who is independent from the Company and its officers. The goal of such a policy would be to ensure the neutrality regarding the Company's management in exercising voting rights in the Company Shares held in Trust.

(5) Treatment of dividends

The Trust will receive dividends on the Company Shares in Trust, appropriating them to cover such payments as the costs of acquiring the Company Shares and trust fees.

[Reference] Expertise and experience of Directors after the conclusion of this Annual General Meeting of Shareholders (Skill matrix)

Provided that candidates stated in this convocation notice will be elected as originally proposed and assume their respective offices, the main expertise and experience of Directors will be as follows:

| Name | Position | Corporate management/ Sustainability | Internationality | Business strategy/ Sales/ Marketing | Mining engineering/ Safety environment | Research & development | Legal/ Risk management | Finance/ Accountant | Human resources/ Human resource development |
|-------------------|--|---|------------------|---|--|---------------------------|------------------------------|------------------------|--|
| Reiichi Morikawa | Representative Director and President | ● | ● | ● | | | | | ● |
| Yukihiko Hagikami | Director and Corporate Executive | ● | ● | ● | ● | | | | |
| Hirofumi Fujimoto | Director and Corporate Executive | ● | | ● | | | ● | | ● |
| Kenji Otakara | Director and Corporate Executive | ● | | ● | | | ● | ● | |
| Nobumichi Izumi | Outside Director | ● | ● | | | | | | |
| Kenichi Itakura | Outside Director | | ● | | ● | ● | | | |
| Seiji Yasuda | Director (Standing Audit and Supervisory Committee Member) | ● | | | | | ● | ● | |
| Eiki Hotta | Outside Director (Audit and Supervisory Committee Member) | | ● | | | ● | | | |
| Yuko Aoki | Outside Director (Audit and Supervisory Committee Member) | | | | | | ● | ● | |

[Reference] Policy regarding cross-shareholdings

As described in the Integrated Report (Annual Report) published on November 4, 2022, the Company plans to reduce cross-shareholdings by ¥6,000 million (based on market value at end-March 2022) over the five-year period from FY2022 to FY2026.

In FY2022, we sold four shares for ¥2,000 million (market value at end-March 2022 was the same value).

Since entering FY2023, we have sold five shares for ¥200 million (market value at end-March 2022 was the same value) thus far, and will keep continuing to reduce cross-shareholdings.

We will exercise our right to vote on cross-shareholdings appropriately; our criteria are whether the holdings will improve the corporate value of the Company and investee companies over the medium to long term and whether our reasons for holding the shares remain valid.

