

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities code: 5491

June 13, 2023

(Commencement Date of Electronic Provision Measures: June 7, 2023)

**To Shareholders with Voting Rights:**

Yasushi Shimokawa  
President & Representative Director  
NIPPON KINZOKU CO., LTD.  
4-10-1, Funado, Itabashi-ku, Tokyo,  
Japan

**NOTICE OF  
THE 116th ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

We hereby inform you that the 116th Annual General Meeting of Shareholders of NIPPON KINZOKU CO., LTD. (the “Company”) will be held as described below.

The Company has taken electronic provisioning measures for the convocation of this General Meeting of Shareholders, and has posted the matters to be provided electronically on the Company’s website on the Internet.

The Company’s website

<https://www.nipponkinzoku.co.jp/investor-relations/soukai> (in Japanese only)

In addition to the above, the matters to be provided electronically are also available on the Tokyo Stock Exchange website. Please access the TSE website (TSE Listed Company Search) below, enter the issue name (company name) or securities code, and select “Basic information” followed by “Documents for public inspection/PR information” to review.

TSE website (TSE Listed Company Search)

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

If you do not attend the meeting, you may exercise your votes in writing (by post) or by electromagnetic means (via the Internet, etc.) in advance. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Wednesday, June 28, 2023 Japan time.

**1. Date and Time:** Thursday, June 29, 2023 at 10:00 a.m. Japan time

**2. Place:** 5th floor of the Company’s Head Office  
5-30-7 Shiba, Minato-ku, Tokyo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company’s 116th 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 116th Fiscal Year (April 1, 2022 - March 31, 2023)

**Proposals to be resolved:**

- Proposal 1:** Election of Eight (8) Directors  
**Proposal 2:** Election of Two (2) Audit & Supervisory Board Members  
**Proposal 3:** Election of Two (2) Substitute Audit & Supervisory Board Members

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Of the matters to be provided electronically, in accordance with the applicable laws and regulations and the provisions of Article 14 of the Company's Articles of Incorporation, the following items are not included in documents to be delivered to shareholders. These items are the "Consolidated Statements of Changes in Equity in the Consolidated Financial Statements" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements and "Statements of Changes in Equity in the Non-consolidated Financial Statements" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements. Accordingly, documents to be delivered to shareholders are a part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor in preparing their audit reports.
- Should any revisions occur to the matters to be provided electronically, the revisions will be posted on each website above.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Election of Eight (8) Directors

The terms of office of all eight (8) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, we propose that eight (8) Directors be elected.

The candidates for Director are as follows:

No.	Name and Position in Company	Area of responsibility	Independence	Gender	As of conclusion of General Meeting of Shareholders, June 29, 2023	Years as Director
					Age	
1	Yasushi Shimokawa President & Representative Director			Male	66	9
2	Yoshihiro Harada Senior Managing Director	Production Division		Male	63	6
3	Masashi Yamashita Senior Managing Director	Development and Sales Division		Male	62	6
4	Shinichi Hasegawa Managing Director	Administration Division		Male	65	3
5	Osamu Yamazaki Managing Director	Technology Division		Male	61	3
6	Kazuhiro Ogawa Outside Director		Independent	Male	64	8
7	Yoshitomo Nagatsuka Outside Director		Independent	Male	58	2
8	Yuko Kariya Outside Director		Independent	Female	63	1

No.	Name and Position in Company	Major experience, specializations, etc.								Qualifications, Ph.D.
		Corporate Management	Finance & Accounting	Production & Quality	Technology, R&D	Sales & Marketing	Legal, Risk Management	Global Business	Personnel, Labor, HR Development	
1	Yasushi Shimokawa President & Representative Director	○	○			○	○	○	○	
2	Yoshihiro Harada Senior Managing Director	○		○	○	○		○		
3	Masashi Yamashita Senior Managing Director	○		○	○	○		○		
4	Shinichi Hasegawa Managing Director	○	○				○		○	
5	Osamu Yamazaki Managing Director	○		○	○					PhD (Engineering)
6	Kazuhiro Ogawa Outside Director	○	○							Certified Public Accountant Certified Public Tax Accountant
7	Yoshitomo Nagatsuka Outside Director	○					○			Attorney
8	Yuko Kariya Outside Director	○		○						Pharmacist
Number of Directors with skills		8	3	4	3	3	3	3	2	

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Yasushi Shimokawa (January 29, 1957)  [Reappointment]	March 1980      Joined the Company April 2006      General Manager, Tokyo Branch, Steel Foil Sales Sector, Steel Foil Business Division April 2009      Deputy General Manager, Steel Foil Sales Sector, Steel Foil Business Division April 2010      Executive Officer, and General Manager, Steel Foil Sales Sector, Steel Foil Business Division April 2012      Managing Executive Officer April 2013      Deputy General Manager, Administration Sector June 2014      Managing Director April 2015      General Manager, Administration Sector April 2017      President & Representative Director (current)	14,700
2	Yoshihiro Harada (November 2, 1959)  [Reappointment]	April 1982      Joined NIPPON STEEL CORPORATION November 2010   Group Leader, Automotive Products Technology Group, Nagoya Sales Office July 2012      Deputy General Manager, Nagoya Sales Office June 2015      Joined the Company Managing Executive Officer, and Deputy General Manager, Technology Sector April 2017      General Manager, Technology Division June 2017      Managing Director April 2020      Senior Managing Director (current), General Manager, Production Division (current), and General Manager, Manufacturing Sector, Production Division	3,400

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Masashi Yamashita (June 26, 1961) [Reappointment]	<p>March 1984      Joined the Company</p> <p>April 2009      General Manager, Fukushima Plant, Processed Products Manufacturing Sector, Processed Products Business Division</p> <p>April 2013      General Manager, Processed Products Sales Department, Processed Products Sales Sector, Processed Products Business Division</p> <p>April 2014      Executive Officer, and General Manager, Processed Products Sales Sector, Processed Products Business Division</p> <p>April 2015      General Manager, Processed Products Business Development Department, Processed Products Business Division</p> <p>April 2016      Managing Executive Officer</p> <p>April 2017      General Manager, Development and Sales Division (current), and General Manager, Sales Sector, Development and Sales Division</p> <p>June 2017      Managing Director</p> <p>April 2020      Senior Managing Director (current), and General Manager, Development Sector, Development and Sales Division</p>	3,800
4	Shinichi Hasegawa (September 11, 1957) [Reappointment]	<p>March 1981      Joined the Company</p> <p>April 2014      Executive Officer, and General Manager, General Affairs Department, Administration Sector</p> <p>April 2015      Managing Executive Officer</p> <p>April 2017      General Manager, Administration Sector, Administration Division (current), and General Manager, Human Resources Department, Administration Sector, Administration Division</p> <p>April 2020      General Manager, Administration Division (current)</p> <p>June 2020      Managing Director (current)</p>	3,100
5	Osamu Yamazaki (February 17, 1962) [Reappointment]	<p>March 1985      Joined the Company</p> <p>April 1997      Enrolled in the doctoral course of the Graduate School of Engineering, Osaka University</p> <p>March 2000      Completed the doctoral course of the Graduate School of Engineering, Osaka University Received PhD in Engineering</p> <p>April 2014      General Manager, Research and Technology Center, Technology Sector of the Company</p> <p>April 2015      Executive Officer</p> <p>April 2017      Managing Executive Officer, and General Manager, Technology Sector, Technology Division (current)</p> <p>April 2020      General Manager, Technology Division (current)</p> <p>June 2020      Managing Director (current)</p>	2,600

No.	Name (Date of birth)	Career summary, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Kazuhiro Ogawa (April 14, 1959) [Reappointment] [Outside] [Independent]	<p>March 1988 Registered as a Certified Public Accountant</p> <p>July 2004 Established the Kazuhiro Ogawa Accounting Office President, Kazuhiro Ogawa Accounting Office (current)</p> <p>November 2004 Registered as a Certified Public Tax Accountant</p> <p>June 2005 Outside Audit &amp; Supervisory Board Member, the Company (retired in June 2009)</p> <p>June 2008 Outside Audit &amp; Supervisory Board Member, Tokyo Nissan Computer System Co., Ltd. (current)</p> <p>June 2015 Outside Director, the Company (current)</p> <p>July 2016 Outside Auditor, Hanatour Japan Co., Ltd. (current)</p>	1,000
7	Yoshitomo Nagatsuka (March 30, 1965) [Reappointment] [Outside] [Independent]	<p>April 1996 Registered with Dai-Ichi Tokyo Bar Association</p> <p>April 2009 Civil Conciliation Commissioner, Tokyo District Court (current)</p> <p>March 2010 Established the Nagatsuka Partners Law Office Managing Partner, Nagatsuka Partners Law Office</p> <p>July 2013 Outside Auditor, Nisshou Byoura Co., Ltd. (current)</p> <p>June 2016 Outside Director, SANYU CONSTRUCTION CO., LTD. (current)</p> <p>February 2019 Deputy Secretary General, Japan Federation of Bar Associations</p> <p>March 2021 Outside Auditor, Oncolys BioPharma Inc. (current)</p> <p>June 2021 Outside Director, the Company (current)</p> <p>September 2021 Partner Attorney, KOHWA SOHGOH LAW OFFICES (current)</p>	0
8	Yuko Kariya (April 15, 1960) [Reappointment] [Outside] [Independent]	<p>April 1983 Joined Torii Pharmaceutical Co., Ltd.</p> <p>June 1983 Registered as a qualified pharmacist</p> <p>April 2007 General Manager, Customer Support Department, Torii Pharmaceutical Co., Ltd.</p> <p>June 2012 Executive Officer and Head of Pharmacovigilance &amp; Quality Assurance Group, Torii Pharmaceutical Co., Ltd.</p> <p>June 2013 Director and Head of Pharmacovigilance &amp; Quality Assurance Group, Torii Pharmaceutical Co., Ltd.</p> <p>March 2020 Full-time Advisor, Torii Pharmaceutical Co., Ltd.</p> <p>July 2021 Research Promotion Advisor, Otolaryngology Department, School of Medicine, International University of Health and Welfare (current)</p> <p>June 2022 Outside Director, Kanto Denka Kogyo Co., Ltd. (current) Outside Director, the Company (current)</p>	0

- Notes:
1. There are no special interests between the Company and each candidate.
  2. The Company has concluded agreements with Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Ms. Yuko Kariya pursuant to Article 427, Paragraph 1 of the Companies Act to limit their liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act to the minimum liability amounts specified by laws and regulations. If their election is approved as proposed, the Company plans to continue the agreements limiting liability with each of them.
  3. The Company has a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the insureds. Each of the candidates will be covered under the said insurance. The insurance agreement is scheduled to be renewed on the same terms and conditions during the terms of office of these candidates.
  4. Mr. Kazuhiro Ogawa, Mr. Yoshitomo Nagatsuka, and Mr. Yuko Kariya are candidates for Outside Director. The Company has designated them as independent officers according to the rules of the Tokyo Stock Exchange (TSE) and has notified the TSE accordingly.
  5. Mr. Kazuhiro Ogawa is a person of great character and insight. As a certified public accountant (CPA), he has a high level of expertise in accounting. He has previously served as the Company's Outside Audit & Supervisory Board Member. Since being elected as Director of the Company at the 108th Annual General Meeting of Shareholders on June 26, 2015, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company also expects that he will draw on his extensive knowledge as a CPA as well as an outside auditor of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
  6. Mr. Kazuhiro Ogawa will have been in office as the Company's Outside Director for eight (8) years as at the conclusion of this Annual General Meeting of Shareholders
  7. Mr. Yoshitomo Nagatsuka is a person of great character and insight. As a lawyer, he has a high level of expertise in law. Since his election as Director of the Company at the 114th Annual General Meeting of Shareholders on June 29, 2021, his actions and remarks have been appropriate for his role as an Outside Director. For these reasons, the Company proposes that he be elected again as an Outside Director. The Company also expects that he will draw on his extensive knowledge as a lawyer as well as an outside director of other firms to provide the Company with valuable advice and suggestions from an independent standpoint.
  8. Mr. Yoshitomo Nagatsuka will have been in office as the Company's Outside Director for two (2) years as at the conclusion of this Annual General Meeting of Shareholders.
  9. Ms. Yuko Kariya is a person of great character and has extensive experience and deep insight as a corporate manager. Since her election as Director of the Company at the 115th Annual General Meeting of Shareholders on June 29, 2022, her actions and remarks have been appropriate for her role as an Outside Director. For these reasons, the Company proposes that she be elected again as an Outside Director. The Company also expects that she will draw on her extensive knowledge in management cultivated at other companies to provide the Company with valuable advice and suggestions from an independent standpoint.
  10. Ms. Yuko Kariya will have been in office as the Company's Outside Director for one (1) year as at the conclusion of this Annual General Meeting of Shareholders.

**Proposal 2: Election of Two (2) Audit & Supervisory Board Members**

Audit & Supervisory Board Member Mr. Toshio Onishi will resign at the conclusion of this General Meeting of Shareholders, and the term of office of Audit & Supervisory Board Member Mr. Yukinori Kakehashi will expire at the conclusion of this General Meeting of Shareholders. Therefore, we propose that two (2) Audit & Supervisory Board Members be elected.

The consent of the Audit & Supervisory Board has been obtained for this proposal. The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1	Norimichi Shindo (September 22, 1961) [Reappointment]	April 1986    Joined the Company April 2013    General Manager, Fukushima Plant, Processed Products Manufacturing Sector April 2016    Counselor October 2016    Deputy General Manager, Processed Products Manufacturing Sector, Processed Products Business Division April 2017    Executive Officer and General Manager, Itabashi Plant, Manufacturing Sector, Production Division April 2019    General Manager, Manufacturing Sector, Production Division April 2020    Managing Executive Officer (current) and General Manager, Purchasing Sector, Administrative Division April 2023    Standing Audit & Supervisory Board Member (current)	2,000
2	Junichiro Urakami (August 4, 1972) [New appointment] [Outside]	April 1997    Joined NIPPON STEEL CORPORATION October 2003    Accounting & Finance Office, Business Development Department, Nippon Steel & Sumikin Stainless Steel Corporation (currently NIPPON STEEL Stainless Steel Corporation) April 2007    Manager, Accounting & Finance Office, Accounting & Finance Div. April 2017    General Manager, Accounting & Finance Office, Accounting & Finance Div. April 2019    General Manager, Accounting & Finance Office, Accounting & Finance Div. of NIPPON STEEL Stainless Steel Corporation (current) June 2021    Director, Audit Committee member (Part time), TAKASAGO TEKKO K.K. (current) (scheduled to retire in June 2023)	0

- Notes: 1. There are no special interests between the Company and each candidate.
2. If his election is approved as proposed, the Company plans to conclude an agreement with Mr. Junichiro Urakami pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability specified in Article 423, Paragraph 1 of the Companies Act to minimum liability amounts specified by laws and regulations.



3. The Company has a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages including legal damages and litigation expenses to be borne by the insureds. Each candidate will be covered under the said insurance. The insurance agreement is scheduled to be renewed on the same terms and conditions during the term of office of the candidates.
4. Mr. Junichiro Urakami is a candidate for Outside Audit & Supervisory Board Member.
5. The reasons for Mr. Junichiro Urakami's nomination as a candidate for Outside Audit & Supervisory Board Member are that he is a person of great character and well-versed in the steel industry. The Company also believes that he will demonstrate his abilities in audits of the Company and make a major contribution to the enhancement of audit functions.

**Proposal 3: Election of Two (2) Substitute Audit & Supervisory Board Members**

The election of Substitute Audit & Supervisory Board Member Hiroshi Kato and Substitute Outside Audit & Supervisory Board Member Kazuaki Kagohara, who were elected at the 115th Annual General Meeting of Shareholders on June 29, 2022, will become invalid at the conclusion of this General Meeting of Shareholders. Accordingly, we propose the election of two (2) Substitute Audit & Supervisory Board Members.

The candidates for Substitute Audit & Supervisory Board Member are as follows. Mr. Hiroshi Kato is a candidate for Substitute non-Outside Audit & Supervisory Board Member, and Kazuaki Kagohara is a candidate for Substitute Outside Audit & Supervisory Board Member in the event of a vacancy in any of the Outside Audit & Supervisory Board Member positions.

The consent of the Audit & Supervisory Board has been obtained for this proposal.

Name (Date of birth)	Career summary and significant concurrent positions	Number of shares of the Company held
Hiroshi Kato (November 22, 1962)	March 1985      Joined the Company April 2006      General Manager, Fukuoka Sales Office, Osaka Branch, Steel Foil Sales Sector October 2016    Leader, Internal Control Office April 2022      Leader equivalent, Audit Office January 2023    Senior Staff, Audit Office (current)	1,200
Kazuaki Kagohara (March 4, 1967)  [Outside] [Independent]	October 2001    Established Kagohara Certified Public Accountant Office President, Kagohara Certified Public Accountant Office (current) June 2011      Established Business Solutions Partners Co., Ltd. (currently Corporate Accounting Research Institute) Representative Director, Corporate Accounting Research Institute (current) June 2011      External Corporate Auditor, GL Sciences Inc. June 2015      External Director, Audit and Supervisory Committee Member, GL Sciences Inc. September 2022 External Director (Audit and Supervisory Committee Member), Dualtap Co., Ltd.	0

- Notes:
1. There are no special interests between the Company and each candidate.
  2. If his election is approved as proposed, the Company plans to conclude an agreement with Mr. Kazuaki Kagohara pursuant to Article 427, Paragraph 1 of the Companies Act to limit his liability stipulated in Article 423, Paragraph 1 of the Companies Act to minimum liability amounts specified by laws and regulations.
  3. The Company has a directors and officers liability insurance agreement with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. The insurance will compensate for damages, including legal damages and litigation expenses, to be borne by the

insureds. If each candidate assumes the office of Audit & Supervisory Board Member, they will be covered under the said insurance.

4. Mr. Kazuaki Kagohara is a candidate for Substitute Outside Audit & Supervisory Board Member and a candidate for independent officers according to the rule of the Tokyo Stock Exchange (TSE).
5. The reasons for Mr. Kazuaki Kagohara's nomination as a candidate for Substitute Outside Audit & Supervisory Board Member are that he is a person of great character and insight and that he has a high level of expertise as a certified practicing accountant. The Company has determined that he will fully demonstrate his abilities in audits of the Company.