

To Our Shareholders

Nichia Steel Works, Ltd.
19, Nakahama-cho, Amagasaki, Hyogo, Japan
Toshinori Onishi
Representative Director & President

**Notice of Convocation
of
the 71st Ordinary General Meeting of Shareholders**

You are cordially informed of the details of the 71st Ordinary General Meeting of Shareholders of Nichia Steel Works, Ltd. (hereinafter referred to as the “Company”) to be held as detailed below.

In convening this General Meeting of Shareholders, the Company shall take measures to provide information in electronic format and post the information in electronic format on the internet website below as the “Notice of Convocation of the 71st Ordinary General Meeting of Shareholders”

Our website <https://www.nichiasteel.co.jp>

The information in electronic format is also posted on the Tokyo Stock Exchange website. To access the details, please visit the Tokyo Stock Exchange website via the address below (Tokyo Stock Exchange Listed Company Search); in the search field, enter our issue name (Nichia Steel Works) or our securities code (5658), to locate for our company, then select “Basic information” and then “Documents for public inspection/PR information” to view the files.

Tokyo Stock Exchange website (Tokyo Stock Exchange Listed Company Search)
<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Should you be absent from the meeting on the day, you can exercise your voting rights in writing. Please review the Reference Documents for the Ordinary General Meeting of Shareholders posted in the information in electronic format, and send the completed Voting Rights Form enclosed herewith to reach us no later than Wednesday, June 28, 2023 at 5:20 p.m. Please indicate your approval or disapproval on the form for each item on the agenda.

1. **Date and Time:** Thursday, June 29, 2023, starting at 10:00 a.m. (local Japanese time)
2. **Place:** Grand Hall of the Head Office of Nichia Steel Works, Ltd.
19, Nakahama-cho, Amagasaki, Hyogo, Japan
(Please refer to the venue guide map in the postscript)
3. **Purposes:**
Items to be reported:
 1. Reports of the Business Report and Consolidated Financial Statements for the 71st Business Term (from April 1, 2022 to March 31, 2023) and on the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors.
 2. Reports of the Financial Statements for the 71st Business Term (from April 1, 2022 to March 31, 2023).

Items subject to resolutions:

- Agenda Item 1:** Appropriation of Surplus
Agenda Item 2: Election of Nine Board Members
Agenda Item 3: Election of One Reserve Statutory Auditor

4. **Matters Determined for Convocation**

Any shareholder may attend and exercise his or her voting right via a proxy, provided that such a proxy shall be another shareholder of the Company holding a voting right. Please understand that a shareholder exercising his or her voting right by proxy, or such proxy, shall submit to the Company a written certificate of authority to such a voting right.

The absence of indication of your approval or disapproval for each item on the agenda in the Voting Rights Form will be treated as indication of your approval.

Concluded

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- When attending the meeting on this date, you are requested to present the Voting Rights Form enclosed herewith to the receptionist at the meeting.
 - Any amendment to the information in electronic format will be posted on each website on which they are posted.
 - In fairness to our shareholders, we no longer distribute the traditional souvenirs at the meeting. Thank you for your understanding.

Reference Documents for Ordinary General Meeting of Shareholders

Items on Agenda and Reference Matters

Agenda Item 1: Appropriation of Surplus

Matter relating to Term-End Dividends:

We consider the return of profits to our shareholders as an important management issue and we set the stable payment of dividends as our basic policy while taking comprehensively taking into account the business results, the dividend payout ratio and the status of the equity capital of our shareholders, etc. during each business term.

Regarding the term-end dividends for the 71st term, we would like to pay 6 yen and make the annual dividend 10 yen including the interim dividend of 4 yen as the previous term in consideration of the policy above.

(1) Type of Property for Dividends:

Cash

(2) Allocation of Property for Dividends to Shareholders and Total Amount Thereof:

6 yen per one common share of the Company:

Total Amount: 290,373,048 yen

(3) Effective Date of Dividends from Surplus:

June 30, 2023

Agenda Item 2: Election of Nine Board Members

As the terms of office of all Board Members (8 members) expire at the time of the close of this General Meeting of Shareholders. Therefore we propose their reappointment and the addition and election of one Board Member to further enhance our management system.

The particulars of the candidate for the position of Board Member are as follows:

Candidate No.	Name (Date of birth)	Brief Personal Record, Position, Responsibility and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
1	Toshinori Onishi (Feb. 25, 1963)	Apr. 1986: Joined Nippon Steel Corporation Apr. 2011: General Manager of Materials Sheets Dept. of Company Oct. 2012: General Manager of Materials Sheets Planning Div. , Materials Sheets Dept. of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation) Apr. 2015: General Manager of Materials Sheets Sales Div. , Material Sheets Div. of Company Apr. 2017: Advisor to Company (in charge of Osaka Office Deputy Branch Manager) Apr. 2018: Executive Officer of Company (in charge of Osaka Office Deputy Branch Manager) Apr. 2019: Executive Officer of Nippon Steel Corporation (in charge of General Manager of Titanium Dept.) Apr. 2020: Executive Officer of Company (Assistant to President) Apr. 2020: Advisor to Company Jun. 2020: Resigned from Nippon Steel Corporation Jun. 2020: Board Member & Vice President of Company Apr. 2021: Representative Director & President of Company (current)	23,247 shares

Candidate No.	Name (Date of birth)	Brief Personal Record, Position, Responsibility and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
2	Yoshihiro Okigaki (Dec. 26, 1962)	<p>Apr. 1985: Joined Nippon Steel Corporation</p> <p>Jul. 1998: Group Leader of Labor Relations and Human Resources of Labor Div. , Nagoya Works of Company</p> <p>Aug. 2006: Manager of Second Sheets Group, Sheets Sales Div. of Company</p> <p>Jul. 2008: Sheets Group Leader of Nagoya Branch of Company</p> <p>Oct. 2012: Director of Sheets Office of Nagoya Branch of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>Apr. 2014: Advisor to Company (temporarily transferred)</p> <p>Jun. 2014: Board Member and Director of Administrative Dept. of Company (temporarily transferred)</p> <p>Dec. 2017: Resigned from Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>Jan. 2018: Board Member and Director of Administrative Dept. of Company</p> <p>Jul. 2018: Board Member and Director of Administrative Dept., Overseas Business Dept., and General Affairs Div. of Company</p> <p>Mar. 2020: Board Member and Director of Administrative Dept., Overseas Business Dept. of Company</p> <p>Jun. 2021: Executive Managing Director and Director of Administrative Dept., Overseas Business Dept. of Company</p> <p>Sep. 2021: Executive Managing Director and Director of Administrative Dept., Group Companies Dept. of Company (current)</p>	38,192 shares
3	Naoki Terakawa (May. 7, 1962)	<p>Apr. 1985: Joined Kobe Shinkin Bank</p> <p>Sep. 1991: Resigned from above Bank</p> <p>Oct. 1991: Joined Company</p> <p>Apr. 1998: Manager of Nagoya Sales Office of Company</p> <p>Jul. 2000: General Manager of Accounting Div. of Company</p> <p>Dec. 2002: General Manager of Wire Products and Plates Sales of Company</p> <p>Jan. 2008: Director of Sales and Marketing Dept. of Company</p> <p>Jun. 2008: Board Member and Director of Sales and Marketing Dept. of Company</p> <p>Apr. 2012: Board Member of Company</p> <p>May. 2012: Board Member and Vice President of TSN Wires Co., Ltd.</p> <p>Jul. 2021: Board Member and Assistant to President of Company</p> <p>Sep. 2021: Board Member and Director of Group Companies Dept. of Company (current)</p>	83,740 shares
4	Toshio Takama (Feb. 5, 1964)	<p>Apr. 1989: Joined Company</p> <p>Apr. 2002: General Manager of Research Development Div. of Company</p> <p>Jul. 2005: General Manager of Accounting Div. of Company</p> <p>Oct. 2006: General Manager of Technology Planning Div. of Company</p> <p>Jun. 2009: Board Member, Director of Technology Dept., General Manager of Technology Planning Div. and Quality Assurance Div. of Company</p> <p>Nov. 2011: Board Member, Director of Technology Dept. and General Manager of Technology Planning Div. of Company</p> <p>Oct. 2014: Board Member and Director of Technology Dept. of Company</p> <p>Jun. 2020: Board Member, Director of Manufacturing Dept. and General Manager of Equipment Div. of Company (current)</p>	69,602 shares

Candidate No.	Name (Date of birth)	Brief Personal Record, Position, Responsibility and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
5	Hideaki Gotoda (Jul. 1, 1964)	<p>Apr. 1989: Joined Nippon Steel Corporation</p> <p>Nov. 2000: Leader of Billet Management Group, Iron Manufacturing Div. of Kimitsu Works of Company</p> <p>Oct. 2002: Leader of Iron Manufacturing Technology Group and Billet Management Group, Iron Manufacturing Div. of Kimitsu Works of Company</p> <p>Oct. 2003: Factory Manager of Iron Manufacturing Factory No.1, Iron Manufacturing Div. of Kimitsu Works of Company</p> <p>Feb. 2006: Leader of Billet Management Group, Iron Manufacturing Div. of Kimitsu Works of Company</p> <p>Apr. 2010: Leader of Rod Materials Management Group, Rod Materials Factory of Kimitsu Works of Company</p> <p>Apr. 2016: General Manager of Rod Materials Div. , Kimitsu Works of Nippon Steel & Sumitomo Metal Corporation (currently Nippon Steel Corporation)</p> <p>Mar. 2020: Resigned from Nippon Steel Corporation</p> <p>Apr. 2020: Advisor to Company</p> <p>Jun. 2020: Board Member, Director of Technology Planning Dept. and General Manager of Quality Assurance Div. of Company</p> <p>Oct. 2022: Board Member, Director of Technology Planning Dept. of Company (current)</p>	11,676 shares
6	Fumitake Tanaka (Aug. 27, 1968)	<p>Apr. 1991: Joined Company</p> <p>Apr. 2012: Manager of Nagoya Sales Office of Company</p> <p>Oct. 2015: General Manager of Low Carbon Steel Wire Products Div. of Company</p> <p>Apr. 2020: Deputy Director of Sales & Marketing Dept. and General Manager of Special Finished Products Sales Div. of Company</p> <p>Jun. 2021: Board Member and Director of Sales & Marketing Dept. and General Manager of Special Finished Products Sales Div. of Company (current)</p>	22,703 shares
7	[Newly elected] Kunihiro Kido (Jul. 19, 1969)	<p>Apr. 1994: Joined Company</p> <p>Jan. 2011: Factory Manager, Head Office Factory No. 2 of Company</p> <p>Oct. 2014: General Manager of Production Engineering Div. of Company</p> <p>Jun. 2017: General Manager of Engineering Planning Div. , Overseas Business Dept. of Company</p> <p>Apr. 2020: Deputy Director of Engineering Headquarters, General Manager of Production Engineering Div. , General Manager of Overseas Business Dept. of Company</p> <p>Sep. 2021: Deputy Director of Engineering Headquarters, General Manager of Production Engineering Div. , of Company (current)</p>	20,403 shares
8	[External Officer] [Independent Officer] Yoshiro Nakatani (Feb. 5, 1960)	<p>Apr. 1983: Joined The Sanwa Bank, Limited (currently MUFG Bank, Ltd.)</p> <p>May. 2004: General Manager of Corporate Sales Fourth Department, Osaka Branch Office of The UFJ Bank, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May. 2006: Branch Office Manager of Imazato Branch Office of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (currently MUFG Bank, Ltd.)</p> <p>May. 2008: Branch Office Manager of Abenobashi Branch Office of above Bank</p> <p>Mar. 2012: Resigned from above Bank</p> <p>Apr. 2012: Administration General Manager of Asahi Woodtec Corporation</p> <p>Jul. 2012: Board Member and Administration General Manager of Company</p> <p>Jul. 2019: Director of Internal Audit Office of Company</p> <p>Mar. 2020: Resigned from above Company</p> <p>Jun. 2020: Board Member of Company (current)</p>	- shares

Candidate No.	Name (Date of birth)	Brief Personal Record, Position, Responsibility and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
9	[External Officer] [Independent Officer] Miho Ishihara (Feb. 17, 1969)	Oct. 1996: Joined Asahi & Co. (currently KPMG AZSA LLC) Jan. 2002: Registered as certified public accountant Jan. 2006: Resigned Asahi & Co. (currently KPMG AZSA LLC) Feb. 2006: Joined Protiviti Japan (currently Protiviti LLC) Mar. 2009: Resigned from above Company Apr. 2009: Joined EY Advisory Co., Ltd. (currently EY Strategy and Consulting Co., Ltd.) Apr. 2010: Resigned from above Company May 2010: Representative of Ishihara Certified Public Accountant Office (currently Ishihara Certified Public Accountant & Certified Public Tax Accountant Office) (current) May 2010: Joined Hibiki Audit Corporation Dec. 2010: Registered as certified public tax accountant Jul. 2014: Partner of Hibiki Audit Corporation Jun. 2019: Audit & Supervisory Board Member of Yodogawa Steel Works, Ltd. (current) Jul. 2019: Representative partner of Hibiki Audit Corporation (current) Jun. 2022: Board Member of Company (current)	– shares

Notes:

1. No candidate has any special interest in the Company, and vice-versa.
2. Mr. Yoshiro Nakatani and Ms. Miho Ishihara are candidates for the position of External Board Member.
3. Mr. Yoshiro Nakatani has served successively as an officer in various companies and has vast experience in company management.

We consider that he has served properly as the check function for the appropriateness of the Company Board's decision-making as well as the supervisory function for the execution of operations of Board Members, and that he would further improve the Company's corporate governance. For that reason, you are invited this time to elect him as an External Board Member.

The term of office of Mr. Yoshiro Nakatani as an External Board Member of the Company will be three years at the time of the close of this General Meeting of Shareholders.

4. Ms. Miho Ishihara has vast experience as a certified public accountant and certified public tax accountant and also has experience in consulting services on internal control and risk management. We consider that she has served properly as the check function for the appropriateness of the Company Board's decision-making as well as the supervisory function for the execution of operations of Board Members, and that she would further improve the Company's corporate governance. For that reason, you are invited this time to elect her as an External Board Member.

The term of office of Ms. Miho Ishihara as an External Board Member of the Company will be one year at the time of the close of this General Meeting of Shareholders.

5. We have concluded an agreement with Mr. Yoshiro Nakatani and Ms. Miho Ishihara under the provision set forth in Article 427.1 of the Companies Act to limit the liability for compensation for damages set forth in Article 423.1 of the Act. On approval of the election of each candidate, we plan to renew the agreement with each. The maximum amount of the liability for compensation for damages under such agreement shall be the minimum amount of the liability provided for in laws and regulations.

6. We plan to enter into a Directors and Officers Liability Insurance Policy Contract under

the provision set forth in Article 430.3.1 of the Companies Act with an insurance company to compensate for damages incurred as a result of corporate lawsuits, third-party lawsuits, derivative lawsuits, etc. which are to be covered by the insured person under such insurance contract. When the election of each of candidates are approved, each candidate will become an insured person as defined in the said insurance contract. During the term of appointment of each insured person, we will renew the insurance contract as necessary to keep the same cover current for the term of appointment.

7. We have registered Mr. Yoshiro Nakatani and Ms. Miho Ishihara at Tokyo Stock Exchange, Inc. as independent officers. When their election is approved, we plan to continue their registration there as independent officers.

Agenda Item 3: Election of One Reserve Statutory Auditor

The effect of the election of Mr. Shoji Kitabatake who is the Reserve Statutory Auditor elected at the 70th Ordinary General Meeting of Shareholders held on June 29, 2022 will expire at the time of opening of this General Meeting of Shareholders. Therefore, you are requested to elect one Reserve Statutory Auditor to prevent the number of Auditors from falling below the statutory requirement.

This item on the agenda has been approved by the Board of Statutory Auditors.

The particulars of the candidate for the Reserve Statutory Auditor is as follows:

Name (Date of Birth)	Brief Personal Record, Position and Status of Important Concurrent Posts	Number of Shares in the Company held by Candidate
[Outside Officer] Shoji Kitabatake (Feb. 14, 1947)	Apr. 1969: Joined Osaka Regional Taxation Bureau Jul. 1995: National Tax Lawsuit Officer of First Taxation Dept. of Above Bureau Jul. 1999: Controlling National Tax Investigator of Second Investigation Dept. of Above Bureau Jul. 2002: Superintendent of Nagata Taxation Office Jul. 2003: Director of Investigation and Examination Section of First Investigation Dept. of Osaka Regional Taxation Bureau Jul. 2004: Superintendent of Akashi Taxation Office Jul. 2006: Retired from Osaka Regional Taxation Bureau Aug. 2006: Registered as Licensed Tax Accountant Aug. 2006: Became established as Kitabatake Licensed Tax Accountancy Firm (current) Jul. 2007: Advisory Licensed Tax Accountant of Company (current)	— shares

Notes:

1. Mr. Shoji Kitabatake has no special interest in the Company, and vice-versa.
2. Mr. Shoji Kitabatake is a candidate for the position of External Reserve Statutory Auditor.
3. We have made and entered into a corporate licensed tax accountancy agreement with the Kitabatake Licensed Tax Accountancy Firm which is represented by Mr. Shoji Kitabatake. The value of the transactions therewith during the current business term is about 0.02% of Company's consolidated sales expenses and general administrative expenses, which is unlikely to cause any conflict of interest with our shareholders. In addition, we have judged that such an amount will not influence of the External Statutory Auditor or the governance system.
4. Mr. Shoji Kitabatake has no experience of participating in any corporate management.

However, he held increasingly important posts in the Taxation Bureau for many years and has expertise and practical experience as a licensed tax accountant. We have judged that, after assuming the office of Statutory Auditor, he will make good use of his rich store of knowledge in the audit of the Company. Therefore, you are invited to elect him as the External Reserve Statutory Auditor.

5. When Mr. Shoji Kitabatake's election is approved, we plan to make and enter into an agreement under the provision set forth in Article 427.1 of the Companies Act with him for limiting the liability for damages set forth in Article 423.1 of the Act. The maximum amount of the liability for compensation for damages under such agreement shall be the minimum amount of the liability provided for in laws and regulations.
6. We have made and entered into an agreement of a Directors and Officers Liability Insurance Policy Contract under the provision set forth in Article 430.3.1 of the Companies Act with an insurance company to compensate for damages incurred as a result of corporate lawsuits, third-party lawsuits, derivative lawsuits, etc. which are covered by the insured person under such insurance contract. When the election of Mr. Shoji Kitabatake is approved, he will become the insured person under this insurance contract. During the insured person's term of office, we will renew the insurance contract as necessary to keep the same cover current for the term of appointment.

Concluded