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Securities Code: 5440

June 9, 2021

To our shareholders:

Yasuyuki Hiroto
President and Representative Director
KYOEI STEEL LTD.
1-4-16, Dojimahama, Kita-ku, Osaka-shi

Notice of the 77th Annual General Meeting of Shareholders

We are pleased to announce the 77th Annual General Meeting of Shareholders of KYOEI STEEL LTD. (the “Company”), which will be held as described below.

In order to prevent the spread of novel coronavirus disease (COVID-19), and for the safety of all of our shareholders, **you are encouraged to exercise your voting rights prior to the meeting in writing or via the Internet. Regardless of your own state of health, you are urged to refrain from traveling to the venue on the date of the meeting.**

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights in accordance with the instructions provided below by 5:40 p.m. on Thursday, June 24, 2021 (JST).

In consideration of fairness between shareholders, the Company has ceased the distribution of gifts at the General Meeting of Shareholders since last year. Thank you for your understanding.

[Exercise of Voting Rights in Writing (by Mail)]

Please indicate your vote “for” or “against” for each proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by the above deadline.

[Exercise of Voting Rights via the Internet]

Please access the voting rights exercise website (<https://www.web54.net>) designated by the Company, use the voting rights exercise code and password printed on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to indicate your vote “for” or “against” for each proposal by the above deadline.

- 1. Date and Time:** Friday, June 25, 2021, at 10:00 a.m. (JST)
- 2. Venue:** General Incorporated Association Club Kansai 2F Hall
1-3-11, Dojimahama, Kita-ku, Osaka-shi

3. Purpose of the Meeting:

Matters to be reported:

1. Business Report and Consolidated Financial Statements, the Audit Reports by the Accounting Auditor and the Board of Corporate Auditors on the audit results of the Consolidated Financial Statements for the 77th fiscal year (April 1, 2020 to March 31, 2021)
2. Non-consolidated Financial Statements for the 77th fiscal year (April 1, 2020 to March 31, 2021)

Matters to be resolved:

- Proposal No. 1:** Election of Ten Directors
Proposal No. 2: Election of Two Corporate Auditors

- * For those attending the meeting on the day, please submit the enclosed voting form at the reception desk.
- * Of documents to be attached to this notice, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are posted on the Company's website (<https://www.kyoeisteel.co.jp/>) in accordance with the provisions of relevant laws and regulations, and the Company's Articles of Incorporation. These two notes are not therefore included in the attachments to this notice. Accordingly, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and the Corporate Auditor comprise Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements posted on the Company's website as well as each document attached to this notice.
- * If revisions to the contents of the Reference Documents for the General Meeting of Shareholders, and the Business Reports, the Consolidated Financial Statements and the Non-consolidated Financial Statements to be attached to this notice are required, the Company will post a notification on the Company website (<https://www.kyoeisteel.co.jp/>) on the Internet.

[Requests to Shareholders]

1. **Depending on the spread of COVID-19 by the day of the General Meeting of Shareholders, the venue or start time may be necessarily changed.**
In this case, the information will be posted on the Company's website (<https://www.kyoeisteel.co.jp/>). We would therefore ask that you check for it.
2. We will provide liquid hand disinfectant for our shareholders near the reception desk.
We ask that shareholders attending the meeting bring and wear masks.
3. **We have significantly fewer chairs at the venue than normal at this year's meeting as well because we will need to space them out to help prevent the spread of COVID-19. As a result, it is possible that not everyone who comes to the meeting will be able to enter the venue.** We appreciate your understanding.
4. **We will take temperature at the entrance of the venue and near the reception desk, and people who are found to have fevers, people who appear to be unwell, and people who have returned from travelling abroad within the past 14 days may be refused entry and be asked to leave.** Additionally, we request that shareholders who have returned from travelling abroad within the past 14 days inform the reception desk.
5. The Company's officers and staff members at the General Meeting of Shareholders will also be wearing masks and have their temperature and health checked.

The Company's website <https://www.kyoeisteel.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Election of Ten Directors

At the conclusion of this meeting, the terms of office of all 11 Directors will expire. Therefore, the Company proposes the election of ten Directors.

The candidates for Director are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Hideichiro Takashima (January 26, 1958) <Reelection>	Mar. 1989 Joined the Company Mar. 1990 Board Director Apr. 1991 Board Director and Executive Managing Officer June 1992 Board Director and Senior Executive Managing Officer June 1993 Board Director and Senior Vice President Oct. 1993 Senior Vice President and Representative Director June 1995 President and Representative Director, and COO June 2007 Vice Chairman and Representative Director June 2010 Chairman and Representative Director (current position)	4,347,460
		Reasons for nomination Hideichiro Takashima has served as Representative Director of the Company from 1993 to the present and has led the Company's development throughout this period. Based on his experience and insight as a manager over many years, we have judged that he is capable of adequately enabling the Company to sustainably enhance its corporate value. Thus, we have nominated him as a candidate to continue as a Director.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Yasuyuki Hirotomi (June 15, 1954) <Reelection>	<p>Apr. 1978 Joined The Daiwa Bank, Limited (currently Resona Bank, Limited)</p> <p>Oct. 2003 Executive Officer</p> <p>June 2005 Managing Executive Officer, and General Manager of Osaka Sales Division and Osaka Central Sales Division</p> <p>June 2008 Director and Senior Managing Executive Officer</p> <p>June 2009 Representative Director, Deputy President and Executive Officer</p> <p>Apr. 2014 Joined the Company</p> <p>June 2014 Board Director and Senior Vice President; Executive Officer and Assistant to the President</p> <p>Oct. 2017 Board Director and Senior Vice President; Executive Officer, Assistant to the President and in charge of Corporate Planning Dept. of head office</p> <p>June 2018 President and Representative Director (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>June 2017 Outside Director of ICHINEN HOLDINGS CO., LTD.</p> <p>Reasons for nomination</p> <p>Yasuyuki Hirotomi has abundant experience as a manager at Resona Bank, Limited and, based on his high level of insight, he provides leadership as a member of the management team of the Company group (the "Group") and appropriately supervises overall management of the Company. Thus, we have judged that he is capable of adequately enabling the Company to sustainably enhance its corporate value and nominated him as a candidate to continue as a Director.</p>	9,300

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Shogo Sakamoto (November 26, 1958) <Reelection>	Apr. 1999 Joined the Company	2,500
		June 2012 General Manager of Sales & Marketing Dept. of Yamaguchi Division	
		June 2014 Executive Officer, Deputy General Manager of Yamaguchi Division and General Manager of Sales & Marketing Dept. of Yamaguchi Division	
		June 2017 Board Director and Executive Officer; Deputy General Manager of Yamaguchi Division and General Manager of Sales & Marketing Dept. of Yamaguchi Division	
		Jan. 2018 Board Director and Executive Officer; General Manager of Marketing Planning & Coordination Dept. of head office and Deputy General Manager of Yamaguchi Division	
		June 2018 Board Director and Executive Managing Officer, and General Manager of Marketing Planning & Coordination Dept. of head office	
		June 2019 Board Director and Executive Managing Officer in charge of Marketing Planning & Coordination Dept. of head office, and General Manager of Marketing Planning & Coordination Dept. of head office	
		Apr. 2020 Board Director and Executive Managing Officer in charge of Marketing Planning & Coordination Dept. of head office	
		June 2020 Board Director and Executive Managing Officer, and General Manager of Yamaguchi Division (current position)	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
4	Hiroshi Kunimaru (July 21, 1962) <Reelection>	<p>Apr. 1986 Joined The Daiwa Bank, Limited (currently Resona Bank, Limited)</p> <p>June 2003 Manager of Shimamoto Branch</p> <p>Mar. 2006 Manager of Minamimorimachi Branch</p> <p>July 2010 Manager of Ueroku Branch</p> <p>Apr. 2012 Manager of Semba Branch</p> <p>Apr. 2014 Credit Manager</p> <p>May 2016 Joined the Company</p> <p>June 2017 Executive Officer, Assistant to the Director in charge of Accounting & Financing Dept. of head office and General Manager of Corporate Planning Dept.</p> <p>June 2018 Senior Executive Officer in charge of Corporate Planning Dept., Accounting & Financing Dept. and Information System Dept. of head office, and General Manager of Corporate Planning Dept.</p> <p>June 2019 Senior Executive Officer in charge of Corporate Planning Dept., Accounting & Financing Dept. and Overseas Investment Dept. of head office</p> <p>June 2020 Board Director and Senior Executive Officer in charge of Corporate Planning Dept., Accounting & Financing Dept. and Overseas Investment Dept. of head office (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>June 2018 Representative Director and President of KY Corporation</p> <p>Mar. 2021 Director and Chairman of Vietnam Italy Steel Joint Stock Company (part-time)</p> <p>Reasons for nomination</p> <p>Hiroshi Kunimaru has broad and deep knowledge and expertise in all aspects of the administrative sector, including corporate planning, accounting, and overseas business. We have judged that he is capable of adequately enabling the Company to sustainably enhance its corporate value, and thus, have nominated him as a candidate to continue as a Director.</p>	600

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
5	Masahiro Kitada (December 1, 1958) <Reelection>	<p>Oct. 1991 Joined the Company</p> <p>Apr. 2010 General Manager of Accounting & Financing Dept. of head office</p> <p>Oct. 2014 Executive Officer, General Manager of Accounting & Financing Dept. and General Manager of Overseas Investment Dept. of head office</p> <p>Dec. 2016 Executive Officer and Assistant to Director in charge of Overseas Investment Dept. of head office Seconded to KYOEI STEEL America LLC (President of KYOEI STEEL America LLC and President of Vinton Steel, LLC)</p> <p>June 2017 Executive Officer of the Company Seconded to KYOEI STEEL America LLC (President of KYOEI STEEL America LLC and President of Vinton Steel, LLC)</p> <p>June 2019 Senior Executive Officer of the Company Seconded to KYOEI STEEL America LLC (President of KYOEI STEEL America LLC and President of Vinton Steel, LLC)</p> <p>Mar. 2020 Senior Executive Officer of the Company Seconded to KYOEI STEEL America LLC (President of KYOEI STEEL America LLC and President of Vinton Steel, LLC) Seconded to AltaSteel Inc. (President of AltaSteel Inc.) Seconded to KYOEI CANADA INVESTMENT LTD. (Representative of KYOEI CANADA INVESTMENT LTD.)</p> <p>June 2020 Board Director and Senior Executive Officer of the Company Seconded to KYOEI STEEL America LLC (President of KYOEI STEEL America LLC and President of Vinton Steel, LLC) Seconded to AltaSteel Inc. (President of AltaSteel Inc.) Seconded to KYOEI CANADA INVESTMENT LTD. (Representative of KYOEI CANADA INVESTMENT LTD.) (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>Mar. 2020 President of KYOEI STEEL America LLC President of Vinton Steel, LLC President of AltaSteel Inc. Representative of KYOEI CANADA INVESTMENT LTD.</p>	270
		<p>Reasons for nomination</p> <p>Masahiro Kitada has been engaged in the overseas business field of the Company for many years and has had deep knowledge and a high level of insight through his experience, as a manager at overseas subsidiaries, etc. We have judged that he is capable of adequately enabling the Company to sustainably enhance its corporate value, and thus, have nominated him as a candidate to continue as a Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
6	<p style="text-align: center;">Tetsuya Yamao (September 22, 1951)</p> <p style="text-align: center;"><Reelection> <Outside> <Independent Director></p>	<p>Apr. 1984 Registered as an attorney at law Joined Hanshin Law Office</p> <p>Apr. 1991 Attorney, Established Tokiwa Law Office</p> <p>Apr. 2004 Attorney, Established Yamao Law Office</p> <p>Sept. 2015 Attorney and Partner of Umeda Shinmichi Law Office (current position)</p> <p>Mar. 2016 Outside Corporate Auditor of Cypressclub Co., Ltd.</p> <p>June 2016 Board Director of the Company (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>Sept. 2015 Partner of Umeda Shinmichi Law Office</p> <p>Reasons for nomination and outline of expected roles</p> <p>Tetsuya Yamao has long years of abundant experience and expertise as an attorney at law, as well as a high level of legal compliance, and is expected to provide advice to ensure adequacy and appropriateness of decision-making by the Board of Directors from a professional perspective. Thus, we have nominated him as a candidate to continue as an outside Director. If he is elected, he will be a member of the Nomination and Remuneration Advisory Committee, a voluntary advisory body of the Board of Directors, and will be involved in the appointment of candidates for the Company's directors, corporate auditors and officers and the decision on their remuneration, etc. from an objective and neutral position. Although he has no experience of direct involvement in corporate management other than as an outside director/corporate auditor, for the reasons stated above, we have judged that he can perform his duties appropriately as an outside Director.</p>	0

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
7	<p>Tatsuya Kawabe (June 6, 1952)</p> <p><Reelection> <Outside> <Independent Director></p>	<p>Apr. 1976 Joined The Kansai Electric Power Company, Incorporated (“KEPCO”)</p> <p>June 2006 Manager of District Symbiosis and Public Relation Office</p> <p>June 2007 Executive Officer, and Manager of District Symbiosis and Public Relations Office</p> <p>May 2009 Executive Officer of the KEPCO Managing Director and Head of the Secretariat of Kansai Economic Federation</p> <p>June 2009 Executive Managing Officer of KEPCO Managing Director and Head of the Secretariat of Kansai Economic Federation</p> <p>May 2011 Executive Managing Officer of KEPCO Senior Managing Director of Secretariat of Kansai Economic Federation</p> <p>June 2011 Director of KEPCO Senior Managing Director of Kansai Economic Federation</p> <p>June 2015 President of Kansai Electrical Safety Inspection Association (current position)</p> <p>June 2019 Board Director of the Company (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>June 2015 President of Kansai Electrical Safety Inspection Association</p> <p>Reasons for nomination and outline of expected roles</p> <p>Tatsuya Kawabe has deep knowledge and a high level of insight through his experience as a Director of KEPCO, and is expected to supervise the management and provide advice on the Company’s overall management. Thus, we have nominated him as a candidate to continue as an outside Director. If he is elected, he will be a member of the Nomination and Remuneration Advisory Committee, a voluntary advisory body of the Board of Directors, and will be involved in the appointment of candidates for the Company’s directors, corporate auditors and officers and the decision on their remuneration, etc. from an objective and neutral position.</p>	0

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
8	Takehiko Yamamoto (September 29, 1952) <Reelection> <Outside> <Independent Director>	<p>Apr. 1975 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>June 2002 General Manager of Affiliated Business Division</p> <p>June 2003 General Manager of Group Business Division</p> <p>June 2005 Executive Officer in charge of Group Business Division and Kansai Business District Director of DAIBIRU CORPORATION</p> <p>June 2007 Managing Executive Officer in charge of Group Business Division and Kansai Business District of Mitsui O.S.K. Lines, Ltd.</p> <p>June 2009 Director and Senior Managing Executive Officer in charge of Group Business Division and Kansai Business District</p> <p>June 2010 Representative Director, Vice President and Executive Officer of DAIBIRU CORPORATION</p> <p>June 2011 Representative Director, President and Chief Executive Officer</p> <p>Apr. 2016 Representative Director and Chairman</p> <p>Apr. 2019 Director and Chairman</p> <p>June 2019 Corporate Advisor</p> <p>June 2020 Board Director of the Company (current position)</p> <p>July 2020 Senior Fellow of DAIBIRU CORPORATION (current position)</p>	1,000
<p>Reasons for nomination and outline of expected roles</p> <p>Takehiko Yamamoto has deep knowledge and a high level of insight through his experience as a Director of Mitsui O.S.K. Lines, Ltd. and DAIBIRU CORPORATION, and is expected to supervise the management and provide advice on the Company's overall management. Thus, we have nominated him as a candidate to continue as an outside Director. If he is elected, he will be a member of the Nomination and Remuneration Advisory Committee, a voluntary advisory body of the Board of Directors, and will be involved in the appointment of candidates for the Company's directors, corporate auditors and officers and the decision on their remuneration, etc. from an objective and neutral position.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
9	Kenji Kawai (May 31, 1959) <New election>	<p>Mar. 1992 Joined the Company</p> <p>June 2011 General Manager of Sales & Marketing Dept. of Hirakata Division</p> <p>Oct. 2014 Executive Officer, General Manager of Sales & Marketing Dept. of Hirakata Division and General Manager of Marketing Planning & Coordination Dept. of head office</p> <p>Apr. 2016 Executive Officer, Deputy General Manager of Hirakata Division and General Manager of Sales & Marketing Dept. of Hirakata Division</p> <p>Apr. 2018 Executive Officer, Deputy General Manager of Nagoya Division and General Manager of Sales & Marketing Dept. of Nagoya Division</p> <p>June 2020 Senior Executive Officer in charge of Marketing Planning & Coordination Dept. of head office, Deputy General Manager of Nagoya Division, and General Manager of Logistics (Delivery) & Procurement Dept. of Nagoya Division (current position)</p>	2,893
		<p>Reasons for nomination</p> <p>Kenji Kawai has broad and deep knowledge and expertise in all aspects of sales through his many years of experience in the areas of sales and marketing. We have judged that he is capable of adequately enabling the Company to sustainably enhance its corporate value, and thus, have nominated him as a new candidate for Director.</p>	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
10	Kimiko Funato (March 5, 1969) <New election> <Outside> <Independent Director>	Apr. 1991 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	0
		Apr. 1998 Registered as an attorney at law Joined AIMANN AND ASSOCIATES (current position)	
		Reasons for nomination and outline of expected roles Kimiko Funato has long years of abundant experience and expertise as an attorney at law, as well as a high level of legal compliance, and is expected to provide advice to ensure adequacy and appropriateness of decision-making by the Board of Directors from a professional perspective. Thus, we have nominated her as a new candidate for outside Director. If she is elected, she will be a member of the Nomination and Remuneration Advisory Committee, a voluntary advisory body of the Board of Directors, and will be involved in the appointment of candidates for the Company's directors, corporate auditors and officers and the decision on their remuneration, etc. from an objective and neutral position. Although she has no experience of direct involvement in corporate management, for the reasons stated above, we have judged that she can perform her duties appropriately as an outside Director.	

- Notes:
- There is no special interest between any of the candidates for Director and the Company.
 - Kenji Kawai and Kimiko Funato are new candidates for Director.
 - Tetsuya Yamao, Tatsuya Kawabe, Takehiko Yamamoto, and Kimiko Funato are candidates for outside Director. The Company has appointed Tetsuya Yamao, Tatsuya Kawabe, and Takehiko Yamamoto as Independent Directors as provided for in the regulations of the Tokyo Stock Exchange and notified them to the Exchange. If the reelection of them is approved, the Company plans for their designation as Independent Directors to continue. If the election of Kimiko Funato is approved, the Company plans to appoint her as an Independent Director as provided for by the Exchange.
 - Tetsuya Yamao, Tatsuya Kawabe, and Takehiko Yamamoto are currently outside Directors of the Company. At the conclusion of this meeting, their tenures since assuming office as outside Directors will have been five years for Tetsuya Yamao, two years for Tatsuya Kawabe, and one year for Takehiko Yamamoto, respectively.
 - The reasons for nomination and outline of expected roles of each candidate for outside Director are as stated in "Reasons for nomination and outline of expected roles."
 - Liability limitation agreement with Directors (excluding those who are Executive Directors, etc.)
The Company provides in its Articles of Incorporation that Directors (excluding those who are Executive Directors, etc.) may enter into contracts with the Company to limit their liability for damages to the Company to a certain extent. The Company has entered into such agreements with Tetsuya Yamao, Tatsuya Kawabe, and Takehiko Yamamoto, and if the reappointment of the three Directors is approved, the Company plans to renew the agreements with the three Directors. If the election of Kimiko Funato is approved, the Company plans to enter into a limited liability agreement of the same content with her. The outline of the contract is as follows.
 - If any Director (excluding those who are Executive Directors, etc.) shall be liable for damages to the Company due to negligence of his or her duties, such Director shall be liable for such damages up to the minimum liability amount stipulated in laws and regulations.
 - The above liability limitation agreement shall be permitted only when Directors (excluding those who are Executive Directors, etc.) perform the duties giving rise to said liabilities in good faith and without any gross negligence.
 - 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. The insurance policy covers losses that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. (However, there are certain reasons for coverage exclusion, such as not being covered for damages caused by an illegal act with full knowledge of its illegality.) In the event that each candidate is reelected or elected as Director, each shall become an insured under the policy. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.

Proposal No. 2: Election of Two Corporate Auditors

At the conclusion of this meeting, Corporate Auditor Hiroshi Matsuda will resign. Therefore, the Company proposes the election of two Corporate Auditors.

In addition, the consent of the Board of Corporate Auditors has been obtained for the submission of this proposal.

The candidates for Corporate Auditors are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toyoji Maeda (April 27, 1960) <New election>	<p>Apr. 1983 Joined The Daiwa Bank, Limited (currently Resona Bank, Limited)</p> <p>July 2002 Deputy General Manager of General Planning Division and Finance and Accounting Division</p> <p>Nov. 2003 Deputy General Manager of Internal Audit Division</p> <p>June 2007 General Manager of Funds and Securities Division, of The Kinki Osaka Bank, Ltd. (currently Kansai Mirai Bank, Limited)</p> <p>Aug. 2012 Advisor of Pension Trust Division of Resona Bank, Limited</p> <p>Apr. 2014 Joined the Company and General Manager of Internal Auditing Dept.</p> <p>June 2019 Executive Officer and General Manager of Internal Auditing Dept.</p> <p>Apr. 2021 Executive Officer and Assistant to the Director in charge of Internal Auditing Dept. (current position)</p>	200
Reasons for nomination Toyoji Maeda has deep knowledge and a high level of insight through his abundant business experience in the areas of internal auditing. We have judged that he can perform his duties appropriately, and thus, have nominated him as a new candidate for Corporate Auditor.			

Candidate No.	Name (Date of birth)	Career summary and position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
2	Masanori Ando (November 9, 1963) <New election> <Outside>	<p>Apr. 1988 Joined NIPPON STEEL CORPORATION</p> <p>Oct. 2012 General Manager, Head of Department of Procurement Planning Department, Machinery & Materials Procurement Division of Nippon Steel & Sumitomo Metal Corporation (currently NIPPON STEEL CORPORATION)</p> <p>June 2013 General Manager, Human Resources Division of Nippon Steel & Sumitomo Metal Corporation (currently NIPPON STEEL CORPORATION) Seconded to OSAKA STEEL CO., LTD.</p> <p>Apr. 2016 General Manager, Group Companies Planning Division of Nippon Steel & Sumitomo Metal Corporation (currently NIPPON STEEL CORPORATION)</p> <p>Apr. 2019 Executive Counselor and General Manager, Head of Division of Group Companies Planning Division of NIPPON STEEL CORPORATION (current position)</p> <p><Significant concurrent positions outside the Company></p> <p>Apr. 2016 Audit & Supervisory Board Member of Nippon Steel & Sumikin Metal Products Co., Ltd. (currently Nippon Steel Metal Products Co., Ltd.)</p> <p>June 2018 Audit & Supervisory Board Member of OSAKA STEEL CO., LTD.</p> <p>Apr. 2019 Executive Counselor and General Manager, Head of Division of Group Companies Planning Division of NIPPON STEEL CORPORATION</p>	0
		<p>Reasons for nomination</p> <p>Masanori Ando holds the position of Executive Counselor and General Manager, Head of Division of Group Companies Planning Division of NIPPON STEEL CORPORATION and has extensive knowledge and experience in the steel industry. We expect him to contribute his experience to the auditing of the Company as an outside Corporate Auditor, and thus, have nominated him as a new candidate for outside Corporate Auditor. Although he has no experience of direct involvement in corporate management, for the reasons stated above, we have judged that he can perform his duties appropriately as an outside Corporate Auditor.</p>	

- Notes:
- There is no special interest between each candidate for Corporate Auditor and the Company.
 - Toyoji Maeda and Masanori Ando are new candidates for Corporate Auditor.
 - Masanori Ando is a candidate for outside Corporate Auditor.
 - The reasons for the nomination of candidates for outside Corporate Auditor are as stated in "Reasons for nomination."
 - Liability limitation agreement with Corporate Auditor
The Company provides in its Articles of Incorporation that Corporate Auditors may enter into contracts with the Company to limit their liability for damages to the Company to a certain extent. If the election of Toyoji Maeda and Masanori Ando is approved and adopted, the Company plans to enter into a limited liability agreement of the same content with them. The outline of the contract is as follows.
 - If any Corporate Auditor shall be liable for damages to the Company due to negligence of his or her duties, such Corporate Auditor shall be liable for such damages up to the minimum liability amount stipulated in laws and regulations.
 - The above liability limitation agreement shall be permitted only when Corporate Auditors perform the duties giving rise to said liabilities in good faith and without any gross negligence.
 - 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. The insurance policy covers losses that may arise

from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. (However, there are certain reasons for coverage exclusion, such as not being covered for damages caused by an illegal act with full knowledge of its illegality.) In the event that both candidates are elected as Corporate Auditor, both shall become insureds under the policy. In addition, when the insurance policy is renewed, the Company plans to renew the policy with the same terms.