

(Translation for reference only)

(Security Code: 5411)

June 6, 2025

(Date of commencement of measures for electronic provision: May 26, 2025)

Notice of the 23rd Ordinary General Meeting of Shareholders

Dear Shareholders:

JFE Holdings, Inc. (“JFE” or the “Company”) would hereby like to inform you that the 23rd Ordinary General Meeting of Shareholders (the “Meeting”) will be held on Wednesday, June 25, 2025, and we are pleased to present you with this notice of convocation of the Meeting.

As set forth in the Guide to Exercising Your Voting Rights, you can exercise your voting rights for the Meeting via the Internet or in writing.

Please review the attached Reference Materials for General Meeting of Shareholders and consider using the methods provided to exercise your voting rights in advance.

The JFE Group has formulated its “JFE Vision 2035” and the “eighth Medium-Term Business Plan,” aiming to be an “indispensable” company supporting people’s daily lives, driving sustainable development of society and ensuring safe, comfortable lives for all. We aim to become the top runner in carbon neutrality technology development, and to enhance our corporate value by aiming for a streamlined yet resilient domestic structure based on growth strategies and growth through business expansion in overseas growth regions.

I would like to ask for the continued guidance and support of our shareholders.

Yours faithfully,

Yoshihisa Kitano

Representative Director, President and CEO

JFE Holdings, Inc.

2-3 Uchisaiwai-cho 2-chome, Chiyoda-ku, Tokyo

Corporate Vision: Contributing to society with the world’s most innovative technology

Corporate Values: Challenging Spirit. Flexibility. Sincerity.



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- 1. Date and Time:** Wednesday, June 25, 2025, 10:00 a.m. (doors scheduled to open at 9:00 a.m.)
- 2. Venue:** Peacock Room of the Imperial Hotel, Tokyo (Teikoku Hotel), 2nd floor of the Main Building
1-1 Uchisaiwai-cho 1-chome, Chiyoda-ku, Tokyo

3. Objectives of Meeting:

- Items to be reported**
1. Business Report, Consolidated Financial Statements and Accounting Auditor's and Audit & Supervisory Board's Reports on Consolidated Financial Statements for the 23rd term (from April 1, 2024 to March 31, 2025)
 2. Non-consolidated Financial Statements for the 23rd term (from April 1, 2024 to March 31, 2025)

Items to be resolved

<The Company's Proposals (Proposal 1 through Proposal 8)>

- Proposal 1: Dividend of surplus
- Proposal 2: Partial amendments to the Articles of Incorporation
- Proposal 3: Election of eight Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 4: Election of five Directors who are Audit & Supervisory Committee Members
- Proposal 5: Election of one substitute Director Who is an Audit & Supervisory Committee Member
- Proposal 6: Determination of amount of remunerations for Directors (excluding Directors who are Audit & Supervisory Committee Members)
- Proposal 7: Determination of amount of remunerations for Directors who are Audit & Supervisory Committee Members
- Proposal 8: Establishment of a remuneration framework for the medium- to long-term performance-linked stock remuneration plan for Directors (excluding Directors who are Audit & Supervisory Committee Members)

<Shareholder's Proposal (Proposal 9)>

- Proposal 9: Dismissal of Mr. Yoshihisa Kitano as Director
(The outline of the proposal is as stated on pages 51 to 52 of the Reference Materials for General Meeting of Shareholders.)

4. Other Resolutions Determined upon Convocation

- (1) If a proxy exercises your voting rights on your behalf, please have your proxy submit your Voting Rights Exercise Form and a form stating that you give power of attorney to your proxy. Please note that you may exercise your voting rights by proxy by delegating your voting rights to one shareholder who holds a voting right, as provided for in the Articles of Incorporation.
- (2) If you do not indicate your vote on a proposal on the Voting Rights Exercise Form, this will be

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treated as a vote in favor of the proposal in the case of the Company's proposals, and a vote against the proposal in the case of a shareholder's proposal.

- (3) When you exercise your voting rights both via the Internet and in writing, the voting rights exercised via the Internet shall be deemed and treated as a valid vote.
- (4) When you exercise your voting rights twice or more via the Internet, the voting rights exercised last shall be deemed and treated as a valid vote.

5. Matters Provided Electronically

- Measures for electronic provision of information have been adopted for the Meeting. Please access the Company's Internet website, shown below, to view the information posted as "Notice of the 23rd Ordinary General Meeting of Shareholders" and "Matters Omitted from the Paper Copy of the Notice of the 23rd Ordinary General Meeting of Shareholders."

The Company's website:

https://www.jfe-holdings.co.jp/en/investor/stock/general_meeting/index.html

- In addition to the Company's website, the matters provided electronically are also posted on the website of the Tokyo Stock Exchange. Please access the website shown below (the Tokyo Stock Exchange Listed Company Search), enter the name or securities code (5411) of the Company to search, and click on "Basic Information" then "Documents for public inspection/PR information" to view the information.

Tokyo Stock Exchange website:

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

The information is also posted on the following Internet website:

Net de Shoshu: <https://s.srdb.jp/5411/> (in Japanese)

If you decide not to attend the Meeting, please exercise your voting rights via the Internet (smartphone or personal computer) or in writing in advance.

The presentations at the Meeting can be viewed on the Company's website at a later date.

*Please note that among the matters provided electronically, "Subscription Rights to Shares," "Accounting Auditor," "Basic Policy Regarding the Control of the Company," "Systems to Ensure the Propriety of Business Operations and the Status of Operation of Such System" in the business report, "Consolidated Statement of Changes in Equity" and "Notes to the Consolidated Financial Statements" in the consolidated financial statements, non-consolidated financial statements, and the accounting auditor's audit report of the non-consolidated financial statements are not included in the paper copy sent to shareholders who requested it, in accordance with the provisions of applicable rules and regulations and the Articles of Incorporation. The Audit & Supervisory Board Members and Accounting Auditor audit the documents subject to audit, including these matters.

*In the event of a change or modification to the matters provided electronically, the change or modification, and the matters before and after the change or modification, will be posted on each website through which the matters are provided.

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Guide to Exercising Your Voting Rights

If you attend the Meeting:

Please submit the enclosed Voting Rights Exercise Form at the reception desk, without removing the right side of the form.

Date and Time of Meeting: Wednesday, June 25, 2025

10:00 a.m. (doors scheduled to open at 9:00 a.m.)

If you do not attend the Meeting:

Please exercise your voting rights in advance via the Internet or in writing.

Deadline for Voting: 17:30 on Tuesday, June 24, 2025

[Via the Internet]

By Smartphone (Smart Exercise)

- (1) Please scan the QR code on the bottom right of the enclosed Voting Rights Exercise Form using a smartphone, access “Smart Exercise,” and enter your votes in accordance with the instructions on the screen.
- (2) You can exercise your voting rights via Smart Exercise only once. If you wish to change your vote after exercising voting rights, please follow “By Personal Computer, etc.” below to change your vote.

By Personal Computer, etc. (Website for Exercising Voting Rights)

- (1) Please access the website for exercising voting rights (URL: <https://soukai.mizuho-tb.co.jp/>).
- (2) Please enter the code and password, which are printed on the Voting Rights Exercise Form enclosed herewith, and click “Log in.” Then, set a new password for actual use (the password needs to be entered twice) and click “Log in.”
- (3) Select “Vote” from the main screen and enter your vote following the instructions on the screen.

[In writing]

Please indicate your approval or disapproval of each Proposal on the enclosed Voting Rights Exercise Form and send the form to us.

Proposal 1, 2, 5, 6, 7 and 8

- If you approve of the proposal: Circle in the “Agree” column
- If you disapprove the proposal: Circle in the “Disagree” column

Proposal 3 and 4

- If you approve all the candidates: Circle in the “Agree” column
- If you disapprove all the candidates: Circle in the “Disagree” column
- If you disapprove some of the candidates:
Circle in the “Agree” column and enter the number of the candidate you disapprove.

Proposal 9

- If you disapprove the shareholder’s proposal: Circle in the “Disagree” column. The Company’s Board of Directors opposes Proposal 9.
- If you approve of the proposal: Circle in the “Agree” column.

If you do not indicate your vote on a proposal on the Voting Rights Exercise Form, this will be treated as a vote in favor of the proposal in the case of the Company’s proposals, and a vote against the proposal in the case of a shareholder’s proposal.

For inquiries about the operation of “Smart Exercise” and the website for exercising voting rights, please contact **Mizuho Trust & Banking Co., Ltd., Transfer Agent Department** below,

(Translation for reference only)

Toll free number: 0120-768-524

Hours: 9:00 a.m. to 9:00 p.m., excluding year-end and new-year holidays

<Guide to a Platform for the Exercise of Voting Rights for Institutional Investors>

A platform operated by ICJ Inc. will be available to institutional investors for the electronic exercise of voting rights for the General Meeting of Shareholders of the Company.

(Translation for reference only)

Reference Materials for General Meeting of Shareholders

Proposal and Reference Matters:

<The Company's Proposals (Proposal 1 through Proposal 8)>

Proposal 1: Dividend of surplus

The Company believes that appropriation of profit to shareholders is one of the most critical management objectives, and considers that its basic policy is to actively distribute dividends while building as JFE Group (or “the Group”) a sustainable, highly profitable business structure, and pursuing investments and improving the financial base to promote growth.

Based on this basic policy, the Company proposes to distribute dividend of surplus as of the end of the 23rd term as follows:

1. Type of dividend property

Cash

2. Allotment of dividend property to the shareholders and total amount of dividends

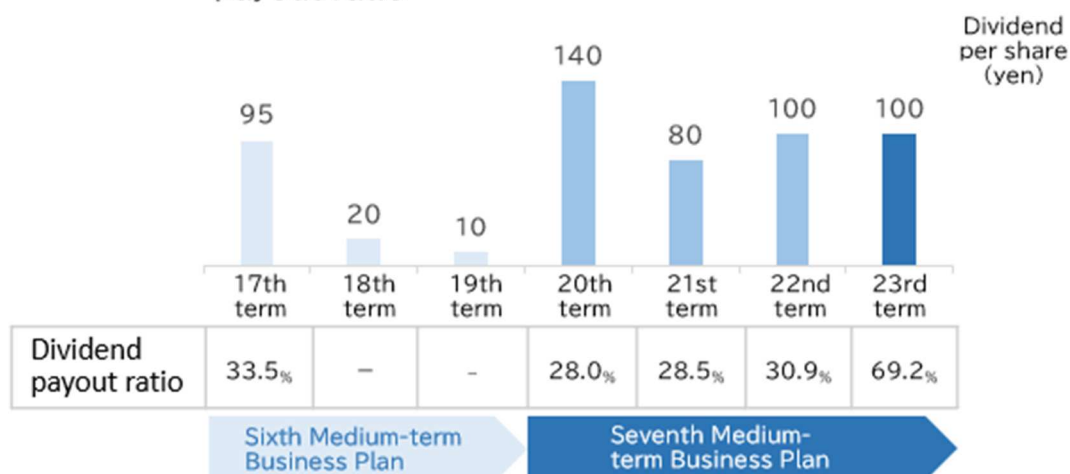
50 yen per share (Common stock) Total amount: 31,845,142,150 yen

The annual dividends from surplus, including the interim dividend of 50 yen per share, amount to 100 yen per share.

3. Effective date of dividend of surplus

June 26, 2025

(Reference) Transition of dividend per share and dividend payout ratio



(Translation for reference only)

Proposal 2: Partial amendments to the Articles of Incorporation

1. Reasons for amendments

- (1) The Company wishes to transition to a company with an Audit & Supervisory Committee to further strengthen the supervisory function of the Board of Directors by accelerating decision-making and enhancing the discussion of corporate policies and strategies within the Board of Directors. The proposed resolution includes the establishment of new provisions related to the Audit & Supervisory Committee and Audit & Supervisory Committee Members, deletion of the existing provisions related to the Audit & Supervisory Board and Audit & Supervisory Board Members, establishment of new provisions related to the delegation of authority of decision making on significant business execution, and other necessary amendments to the Articles of Incorporation for the transition.
- (2) Necessary changes will be made to enable the preparation of minutes of the General Meeting of Shareholders, Board of Directors meetings, and Audit & Supervisory Committee meetings using electromagnetic records, from the perspective of improving the efficiency of the preparation of minutes.
- (3) In line with the above amendments, the numbering of articles, etc. will be amended, and necessary revisions will be made, including the wording and phrases.

2. Details of amendments

The details of the amendments are as follows. The amendments shall come into effect upon the close of this General Meeting of Shareholders.

(Amended parts are underlined.)

| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| CHAPTER I GENERAL PROVISIONS Article 1. to Article 3. (Articles Omitted) Article 4. Organizations The Company shall establish the following organizations. (1) Board of Directors (2) <u>Audit & Supervisory Board Member</u> (3) <u>Audit & Supervisory Board</u> (4) Accounting Auditor Article 5. (Article Omitted) CHAPTER II SHARES Article 6. to Article 9. (Articles Omitted) Article 10. Shareholder Registry Administrator 1. The Company shall appoint a shareholder registry administrator. 2. The shareholder registry administrator and the place of business of the shareholder registry administrator shall be determined by the Board of Directors. 3. (Omitted) Article 11. Handling of Shares The handling and fees of the shares of the Company shall be in accordance with the rules prescribed by the Board of Directors in addition to the laws and regulations and the Articles of Incorporation. CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS Article 12. to Article 17. (Articles Omitted) | CHAPTER I GENERAL PROVISIONS Article 1. to Article 3. (Unchanged) Article 4. Organizations The Company shall establish the following organizations. (1) Board of Directors (2) <u>Audit & Supervisory Committee</u> (Deleted) (3) Accounting Auditor Article 5. (Unchanged) CHAPTER II SHARES Article 6. to Article 9. (Unchanged) Article 10. Shareholder Registry Administrator 1. The Company shall appoint a shareholder registry administrator. 2. The shareholder registry administrator and the place of business of the shareholder registry administrator shall be determined by the Board of Directors <u>or by the Director(s) delegated by a resolution of the Board of Directors.</u> 3. (Unchanged) Article 11. Handling of Shares The handling and fees of the shares of the Company shall be in accordance with the rules prescribed by the Board of Directors <u>or by the Director(s) delegated by a resolution of the Board of Directors.</u> in addition to the laws and regulations and the Articles of Incorporation. CHAPTER III GENERAL MEETINGS OF SHAREHOLDERS Article 12. to Article 17. (Unchanged) |

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| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| <p>Article 18. Minutes</p> <p>The substance of the proceedings of General Meetings of Shareholders, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated in minutes of the meetings.</p> <p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19. Number</p> <p>The Company shall have not more than <u>twelve (12)</u> Directors.</p> <p>(Newly established)</p> <p>Article 20. Election</p> <p>1. The Directors shall be elected at a General Meeting of Shareholders.</p> <p>2. (Omitted)</p> <p>Article 21. Term of Office</p> <p>The term of office of each Director shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year which ends within one (1) year after that Director's election.</p> <p>(Newly established)</p> | <p>Article 18. Minutes</p> <p>The substance of the proceedings of General Meetings of Shareholders, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated <u>or recorded</u> in minutes of the meetings.</p> <p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 19. Number</p> <p><u>1. The Company shall have not more than eighteen (18) Directors.</u></p> <p><u>2. Of the Directors in the preceding paragraph, the number of Directors who are Audit & Supervisory Committee Members shall be no more than six (6).</u></p> <p>Article 20. Election</p> <p>1. The Directors shall be elected at a General Meeting of Shareholders <u>by distinguishing between Directors who are Audit & Supervisory Committee Members and those who are not.</u></p> <p>2. (Unchanged)</p> <p>Article 21. Term of Office</p> <p><u>1. The term of office of each Director (excluding Director who is an Audit & Supervisory Committee Members) shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year which ends within one (1) year after that Director's election.</u></p> <p><u>2. The term of office of each Director who is an Audit & Supervisory Committee Member shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year which ends within two (2) years after that Director's election.</u></p> |

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| Current Articles of Incorporation | Proposed Amendments |
|---|---|
| <p>(Newly established)</p> <p>(Newly established)</p> <p>Article 22. (Article Omitted)</p> <p>Article 23. Compensation and Other Allowances</p> <p>The compensation, bonus and other property benefits for Directors received from the Company as consideration of their execution of duty (<u>hereinafter referred to as “Compensation and other allowances”</u>) shall be determined by resolution of the General Meeting of Shareholders.</p> <p>Article 24. Notice of Convocation</p> <p>1. A notice of convocation of a meeting of the Board of Directors shall be sent three (3) days prior to the date of the meeting to each of the Directors <u>and the Audit & Supervisory Board Members</u>. Provided, however, that in an emergency the notice period may be shortened.</p> <p>2. A meeting of the Board of Directors may be held without following the convocation procedure with the unanimous consent of all the Directors <u>and the Audit & Supervisory Board Members</u>.</p> | <p><u>3. The term of office of any Director who is an Audit & Supervisory Committee Member elected as a substitute for a Director who is an Audit & Supervisory Committee Member and has retired before the expiration of the term of office shall expire when the term of office of the retired Director who was an Audit & Supervisory Committee Member would have expired.</u></p> <p><u>4. The effect of the pre-election of a substitute Director who is an Audit & Supervisory Committee Member shall expire at the commencement of the Ordinary General Meeting of Shareholders relating to the last business year which ends within two (2) years after the Ordinary General Meeting of Shareholders at which the election took place.</u></p> <p>Article 22. (Unchanged)</p> <p>Article 23. Compensation and Other Allowances</p> <p>The compensation, bonus and other property benefits for Directors received from the Company as consideration of their execution of duty shall be determined by resolution of the General Meeting of Shareholders <u>by distinguishing between Directors who are Audit & Supervisory Committee Members and those who are not.</u></p> <p>Article 24. Notice of Convocation</p> <p>1. A notice of convocation of a meeting of the Board of Directors shall be sent three (3) days prior to the date of the meeting to each of the Directors. Provided, however, that in an emergency the notice period may be shortened.</p> <p>2. A meeting of the Board of Directors may be held without following the convocation procedure with the unanimous consent of all the Directors.</p> |

(Translation for reference only)

| Current Articles of Incorporation | Proposed Amendments |
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| <p>Article 25. Person to Convene Meeting and Chairperson</p> <p>The Chairman of the Board shall convene meetings of the Board of Directors, and serve as chairperson of such meetings. Provided, however, that if the Chairman of the Board is prevented from doing so, or such office is vacant, the President-and-Director or one of the other Directors as previously fixed by the Board of Directors shall act in his or her place in such order.</p> <p>(Newly established)</p> <p>Article 26. (Article Omitted)</p> <p>Article 27. Omission of Resolution</p> <p>The Company shall deem that a resolution of the Board of Directors to approve the resolution matter has been obtained if all of the Directors (limited to those who may vote on the said resolution matter) have consented to the said resolution matter in writing or in electromagnetic record. <u>Provided, however, that this shall not apply if any Audit & Supervisory Board Member has lodged an objection to the said resolution matter.</u></p> <p>Article 28. Minutes</p> <p>The substance of the proceedings at the meetings of the Board of Directors, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated in minutes of meeting, and the Directors <u>and Audit & Supervisory Board Members</u> present thereat shall affix their names and seals thereto.</p> | <p>Article 25. Person to Convene Meeting and Chairperson</p> <p>1. The Chairman of the Board shall convene meetings of the Board of Directors, and serve as chairperson of such meetings. Provided, however, that if the Chairman of the Board is prevented from doing so, or such office is vacant, the President-and-Director shall act in his or her place, <u>and if the President-and-Director is prevented from doing so, or such office is vacant,</u> one of the other Directors as previously fixed by the Board of Directors shall act in his or her place in such order.</p> <p>2. <u>Notwithstanding the preceding paragraph, any Audit & Supervisory Committee Member elected by the Audit & Supervisory Committee may convene meetings of the Board of Directors.</u></p> <p>Article 26. (Unchanged)</p> <p>Article 27. Omission of Resolution</p> <p>The Company shall deem that a resolution of the Board of Directors to approve the resolution matter has been obtained if all of the Directors (limited to those who may vote on the said resolution matter) have consented to the said resolution matter in writing or in electromagnetic record.</p> <p>Article 28. Minutes</p> <p>The substance of the proceedings at the meetings of the Board of Directors, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated <u>or recorded</u> in minutes of meeting, and the Directors present thereat shall affix their names and seals <u>or electronically sign thereto.</u></p> |

(Translation for reference only)

| Current Articles of Incorporation | Proposed Amendments |
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| <p>Article 29. to Article 30. (Articles Omitted)</p> <p>(Newly established)</p> <p><u>CHAPTER V AUDIT& SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD</u></p> <p><u>Article 31. Number</u> The Company shall have not more than six <u>(6) Audit & Supervisory Board Members.</u></p> <p><u>Article 32. Election</u> 1. <u>The Audit & Supervisory Board Member shall be elected at a General Meeting of Shareholders.</u> 2. <u>The election of Audit & Supervisory Board Members shall require the presence of shareholders having not less than one third (1/3) of the voting rights of shareholders who may exercise their voting rights.</u></p> <p><u>Article 33. Term of Office</u> <u>The term of office of each Audit & Supervisory Board Members shall expire at the close of the Ordinary General Meeting of Shareholders relating to the last business year which ends within four (4) years after that Audit & Supervisory Board Member's election.</u></p> <p><u>Article 34. Full-Time Audit & Supervisory Board Members</u> <u>Full-time Audit & Supervisory Board Members shall be appointed by a resolution of the Audit & Supervisory Board.</u></p> | <p>Article 29. to Article 30. (Unchanged)</p> <p><u>Article 31. Delegation of Decisions on Execution of Important Operations</u> <u>The Company may, in accordance with Paragraph 6 of Article 399-13 of the Companies Act, and by resolution of the Board of Directors, delegate to Directors all or part of the decision-making on execution of important operations (excluding the matters provided for in each item of Paragraph 5 of Article 399-13 of the Companies Act).</u></p> <p><u>CHAPTER V AUDIT& SUPERVISORY COMMITTEE</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>Article 32. Full-Time <u>Audit & Supervisory Committee Members</u> <u>Full-time Audit & Supervisory Committee Members may be appointed by a resolution of the Audit & Supervisory Committee.</u></p> |

(Translation for reference only)

| Current Articles of Incorporation | Proposed Amendments |
|--|--|
| <p><u>Article 35. Compensation and Other Allowances</u></p> <p><u>The Compensation and other allowances for Audit & Supervisory Board Members shall be determined by resolution of the General Meeting of Shareholders.</u></p> <p>Article <u>36</u>. Notice of Convocation</p> <p>1. A notice of convocation of a meeting of the <u>Audit & Supervisory Board</u> shall be sent three (3) days prior to the date of the meeting to each of the <u>Audit & Supervisory Board Members</u>. Provided, however, that in an emergency the notice period may be shortened.</p> <p>2. A meeting of the <u>Audit & Supervisory Board</u> may be held without following the convocation procedure with the unanimous consent of all the <u>Audit & Supervisory Board Members</u>.</p> <p>Article <u>37</u>. Person to Convene Meeting and Chairperson</p> <p>An <u>Audit & Supervisory Board Member</u> as determined in advance by the <u>Audit & Supervisory Board</u> shall convene meetings of the <u>Audit & Supervisory Board</u>, and serve as chairperson of such meetings. Provided, however, that where necessary one of the other <u>Audit & Supervisory Board Members</u> may convene and serve as chairperson of the meeting.</p> <p>Article <u>38</u>. Method of Resolutions</p> <p>Unless otherwise provided for by laws or regulations, any resolution at the meeting of the <u>Audit & Supervisory Board</u> shall be adopted by a majority vote of the <u>Audit & Supervisory Board Members</u> in office.</p> | <p>(Deleted)</p> <p>Article <u>33</u>. Notice of Convocation</p> <p>1. A notice of convocation of a meeting of the <u>Audit & Supervisory Committee</u> shall be sent three (3) days prior to the date of the meeting to each of the <u>Audit & Supervisory Committee Members</u>. Provided, however, that in an emergency the notice period may be shortened.</p> <p>2. A meeting of the <u>Audit & Supervisory Committee</u> may be held without following the convocation procedure with the unanimous consent of all the <u>Audit & Supervisory Committee Members</u>.</p> <p>Article <u>34</u>. Person to Convene Meeting and Chairperson</p> <p>An <u>Audit & Supervisory Committee Member</u> as determined in advance by the <u>Audit & Supervisory Committee</u> shall convene meetings of the <u>Audit & Supervisory Committee</u>, and serve as chairperson of such meetings. Provided, however, that where necessary one of the other <u>Audit & Supervisory Committee Members</u> may convene and serve as chairperson of the meeting.</p> <p>Article <u>35</u>. Method of Resolutions</p> <p>Unless otherwise provided for by laws or regulations, any resolution at the meeting of the <u>Audit & Supervisory Committee</u> shall be adopted by a majority vote of the <u>Audit & Supervisory Committee Members</u> in office <u>at a meeting at which a majority of Audit and Supervisory Committee members entitled to participate in the vote on the resolution are present.</u></p> |

(Translation for reference only)

| Current Articles of Incorporation | Proposed Amendments |
|---|--|
| <p>Article <u>39</u>. Minutes</p> <p>The substance of the proceedings at the meetings of the <u>Audit & Supervisory Board</u>, all resolutions made thereat and any other matters provided for by law s and regulations shall be stated in minutes of meeting, and the <u>Audit & Supervisory Board Members</u> present thereat shall affix their names and seals thereto.</p> <p>Article <u>40</u>. Rules of the <u>Audit & Supervisory Board</u></p> <p>Matters concerning the <u>Audit & Supervisory Board</u> shall be in accordance with the rules prescribed by the <u>Audit & Supervisory Board</u>.</p> <p>Article <u>41</u>. Exemption of Audit & Supervisory Board Members from Liability</p> <p><u>1. The Company may, in accordance with Paragraph 1 of Article 426 of the Companies Act, and by resolution of the Board of Directors, exempt the Audit & Supervisory Board Members (including those who were Audit & Supervisory Board Members) from liability under Paragraph 1 of Article 423 of the Companies Act, to the extent permitted by laws and regulations.</u></p> <p><u>2. The Company may, in accordance with Paragraph 1 of Article 427 of the Companies Act, execute the agreement with the Audit & Supervisory Board Members to limit the liability provided for in Paragraph 1 of Article 423 of the Companies Act. Provided, however, that the maximum amount of the liability in accordance with the said agreement shall be the amount provided for by laws and regulations.</u></p> <p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article <u>42</u>. to Article <u>45</u>. (Articles Omitted)</p> | <p>Article <u>36</u>. Minutes</p> <p>The substance of the proceedings at the meetings of the <u>Audit & Supervisory Committee</u>, all resolutions made thereat and any other matters provided for by laws and regulations shall be stated <u>or recorded</u> in minutes of meeting, and the <u>Audit & Supervisory Committee Members</u> present thereat shall affix their names and seals <u>or electronically sign</u> thereto.</p> <p>Article <u>37</u>. Rules of the <u>Audit & Supervisory Committee</u></p> <p>Matters concerning the <u>Audit & Supervisory Committee</u> shall be in accordance with the rules prescribed by the <u>Audit & Supervisory Committee</u>.</p> <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">CHAPTER VI ACCOUNTS</p> <p>Article <u>38</u>. to Article <u>41</u>. (Unchanged)</p> |

(Translation for reference only)

| Current Articles of Incorporation | Proposed Amendments |
|-----------------------------------|--|
| (Newly established) | <u>Supplementary provisions</u> <u>Article 1 Transitional Measures Regarding the Exemption of Audit & Supervisory Board Members from Liability</u> <u>The Company may, in accordance with Paragraph 1 of Article 426 of the Companies Act, and by resolution of the Board of Directors, exempt an Audit & Supervisory Board Member (including a person who was formerly an Audit & Supervisor Board Member) from liability for damages under Paragraph 1 of Article 423 of the Companies Act caused by actions taken before the close of the 23rd Ordinary General Meeting of Shareholders, to the extent permitted by laws and regulations.</u> |

(Translation for reference only)

Proposal 3: Election of eight Directors (excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all eight Directors expire at the close of this General Meeting of Shareholders. Furthermore, the Company will transition to a company with an Audit & Supervisory Committee subject to the adoption of Proposal 2, “Partial amendments to the Articles of Incorporation.”

Accordingly, the Company proposes to elect eight Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies hereinafter in this proposal).

This resolution was adopted by the Board of Directors based on deliberations by and reports from the Nomination Committee, of which the Chairperson is an Outside Director and a majority of the members are Outside Directors/Audit & Supervisory Board Members. Three of the eight candidates for Directors are candidates for Outside Directors, and all three satisfy the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the “Standards for Independence of Outside Directors” stipulated by the Company.

The effect of the resolution on this proposal is conditional on Proposal 2, “Partial amendments to the Articles of Incorporation” being approved as proposed and on the amendments to the Articles of Incorporation coming into effect following the resolution on Proposal 2.

The candidates for Directors are as follows.

(Translation for reference only)

| No. | Name (Age) | Current Positions and Responsibilities in the Company | Current Positions in the Significant Subsidiary | Number of Meetings of the Board of Directors Attended (FY2024) |
|-----|--|---|--|---|
| 1 | <Reappointment> <Male> Yoshihisa Kitano (Age 67) | Representative Director, President and CEO (Chief Executive Officer) | — | 14/14 (100%) |
| 2 | <Reappointment> <Male> Masayuki Hirose (Age 61) | Representative Director | Representative Director, President and CEO of JFE Steel Corporation | 11/11 (100%) |
| 3 | <Reappointment> <Male> Masashi Terahata (Age 65) | Representative Director, Executive Vice President and CFO (Chief Financial Officer) Supervision of General Administration Dept., Corporate Planning Dept., Investor Relations Dept., Finance Dept., Keihin Area Land Development Dept. and Keihin Area Business Utilization Development Dept. | Director of JFE Steel Corporation | 14/14 (100%) |
| 4 | <Reappointment> <Male> Kazuyoshi Fukuda (Age 63) | Director | Representative Director, President and CEO of JFE Engineering Corporation | 11/11 (100%) |
| 5 | <New appointment> <Male> Yoshifumi Ubagai (Age 60) | — | Representative Director, President and CEO of JFE Shoji Corporation | — |
| 6 | <Reappointment> <Female> Yoshiko Ando (Age 66) Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member | Outside Director | — | 14/14 (100%) |
| 7 | <New appointment> <Male> Takuya Shimamura (Age 68) Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member | Outside Audit & Supervisory Board Member | — | 14/14 (100%) |
| 8 | <Reappointment> <Male> Keiichi Kobayashi (Age 66) Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member | Outside Director | — | 11/11 (100%) |

Notes: 1. The age of each candidate is given as of the date of this General Meeting of Shareholders.
2. Mr. Masayuki Hirose, Mr. Kazuyoshi Fukuda and Mr. Keiichi Kobayashi were newly elected as Director at the previous year's Ordinary General Meeting of Shareholders (held on June 25, 2024), causing the number of meetings of the Board of Directors held during FY2024 to differ.


(Translation for reference only)

| | | |
|---|---|---|
| No. 1 | Yoshihisa Kitano | Reappointment Male Nomination Committee Member Remuneration Committee Member |
|  Date of birth: February 20, 1958 (Age 67) Number of the Company’s shares held: 79,304 Number of years of service as Director (at the close of this General Meeting of Shareholders): Six Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%) | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1982 | Joined Kawasaki Steel Corporation |
| | April 2011 | Vice President of JFE Steel Corporation |
| | April 2014 | Senior Vice President of JFE Steel Corporation |
| | April 2018 | Representative Director and Executive Vice President of JFE Steel Corporation |
| April 2019 | Representative Director, President and CEO of JFE Steel Corporation | |
| June 2019 | Representative Director of JFE Holdings, Inc. | |
| April 2024 | Retired as Representative Director, President and CEO of JFE Steel Corporation Representative Director, President and CEO of JFE Holdings, Inc. (current post) | |
| | (Significant concurrent posts) Chairman of the Board of Directors of JFE 21st Century Foundation (Public Interest Incorporated Foundation) | |
| | (Duties as Corporate Officer) CEO (Chief Executive Officer) | |
| • Reasons for nomination as a candidate for Director: Mr. Kitano has abundant experience and knowledge required in management of the Group, which he has accumulated through his experience in operations in steel making technology and production control departments, and execution of duties as Corporate Officer such as supervision of steel works and overseas business, corporate planning, and IT in JFE Steel Corporation, the Group’s core company. He also has abundant experience and knowledge as a corporate manager, which was nurtured through his experience as Representative Director, President and CEO of JFE Steel Corporation. Currently, as Representative Director, President and CEO of the Company, he is striving to sustain the growth and enhance the corporate value of the Group. For these reasons, the Company has judged Mr. Kitano to be suitable as a Director of the Company. | | |


(Translation for reference only)

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|---|---|---|
| No. 2 | Masayuki Hirose | Reappointment Male Nomination Committee Member |
|  Date of birth: November 19, 1963 (Age 61) Number of the Company's shares held: 18,345 Number of years of service as Director (at the close of this General Meeting of Shareholders): One Number of meetings of the Board of Directors attended (FY2024): 11/11 (100%) | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1986 | Joined Kawasaki Steel Corporation |
| | April 2017 | Vice President of JFE Steel Corporation |
| | April 2021 | Senior Vice President of JFE Steel Corporation |
| | April 2023 | Representative Director and Executive Vice President of JFE Steel Corporation |
| April 2024 | Representative Director, President and CEO of JFE Steel Corporation (current post) | |
| June 2024 | Representative Director of JFE Holdings, Inc. (current post) | |
| | (Significant concurrent posts) Representative Director, President and CEO of JFE Steel Corporation | |
| • Reasons for nomination as a candidate for Director: Mr. Hirose has abundant experience and knowledge required in management of the Group, which he has accumulated through his experience in operations related to sales of steel products and management of group companies, and execution of duties as Corporate Officer in the corporate planning division and management divisions such as general administration and procurement departments in JFE Steel Corporation, the Group's core company. Currently, as Representative Director, President and CEO of JFE Steel Corporation, he is making aggressive efforts such raising selling prices, strengthening the revenue base through expanded sales of high value-added products, deepening overseas business strategies, and promoting growth strategies through expansion of the solutions business. For these reasons, the Company has judged Mr. Hirose to be suitable as a Director of the Company. | | |


(Translation for reference only)

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|---|---|---|
| No. 3 | Masashi Terahata | Reappointment Male Remuneration Committee Member |
|  <p>Date of birth: October 31, 1959 (Age 65)</p> <p>Number of the Company's shares held: 30,600</p> <p>Number of years of service as Director (at the close of this General Meeting of Shareholders): Six</p> <p>Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%)</p> | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1982 | Joined Kawasaki Steel Corporation |
| | April 2012 | Vice President of JFE Holdings, Inc. Vice President of JFE Steel Corporation |
| | April 2015 | Senior Vice President of JFE Holdings, Inc. Senior Vice President of JFE Steel Corporation |
| | April 2016 | Director of JFE Shoji Corporation |
| | March 2018 | Retired as Senior Vice President of JFE Holdings, Inc. |
| | April 2018 | Retired as Director of JFE Shoji Corporation Representative Director and Executive Vice President of JFE Steel Corporation |
| | April 2019 | Executive Vice President of JFE Holdings, Inc. (current post) Director of JFE Steel Corporation (current post) |
| | June 2019 | Representative Director of JFE Holdings, Inc. (current post) |
| | | (Significant concurrent posts) Director of JFE Steel Corporation Representative Director of JFE 21st Century Foundation (Public Interest Incorporated Foundation) |
| | (Duties as Corporate Officer) CFO (Chief Financial Officer) Supervision of General Administration Dept., Corporate Planning Dept., Investor Relations Dept., Finance Dept., Keihin Area Land Development Dept. and Keihin Area Business Utilization Development Dept. | |
| • Reasons for nomination as a candidate for Director: Mr. Terahata has abundant experience and knowledge required in management of the Group, which he has accumulated through his experience in operations such as general administration and legal departments in the Company as well as operations in human resources and labor relations departments, and execution of duties as Corporate Officer in management divisions such as accounting, finance and procurement departments in JFE Steel Corporation, the Group's core company. He also has abundant experience and knowledge as a corporate manager through his experience as Representative Director and Executive Vice President of JFE Steel Corporation, and currently, as Representative Director, Executive Vice President of the Company, he is engaged in management control of the Group and implementation of financial and capital policies, while implementing management control of JFE Steel Corporation, the Group's core company, as its part-time Director. For these reasons, the Company has judged Mr. Terahata to be suitable as a Director of the Company. | | |

(Translation for reference only)

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|--|---|-----------------------|------------|-----------------------------------|------------|---|------------|--|------------|--|-----------|
| No. 4 | Kazuyoshi Fukuda | Reappointment Male | | | | | | | | | |
|  | Career summary, positions and responsibilities, and significant concurrent posts | | | | | | | | | | |
| | <table><tr><td>April 1986</td><td>Joined Kawasaki Steel Corporation</td></tr><tr><td>April 2018</td><td>Vice President of JFE Engineering Corporation</td></tr><tr><td>April 2023</td><td>Senior Vice President of JFE Engineering Corporation</td></tr><tr><td>April 2024</td><td>Representative Director, President and CEO of JFE Engineering Corporation (current post)</td></tr><tr><td>June 2024</td><td>Director of JFE Holdings, Inc. (current post)</td></tr></table> <p>(Significant concurrent post) Representative Director, President and CEO of JFE Engineering Corporation</p> | | April 1986 | Joined Kawasaki Steel Corporation | April 2018 | Vice President of JFE Engineering Corporation | April 2023 | Senior Vice President of JFE Engineering Corporation | April 2024 | Representative Director, President and CEO of JFE Engineering Corporation (current post) | June 2024 |
| April 1986 | Joined Kawasaki Steel Corporation | | | | | | | | | | |
| April 2018 | Vice President of JFE Engineering Corporation | | | | | | | | | | |
| April 2023 | Senior Vice President of JFE Engineering Corporation | | | | | | | | | | |
| April 2024 | Representative Director, President and CEO of JFE Engineering Corporation (current post) | | | | | | | | | | |
| June 2024 | Director of JFE Holdings, Inc. (current post) | | | | | | | | | | |
| <p>Date of birth: March 1, 1962 (Age 63)</p> <p>Number of the Company's shares held: 10,000</p> <p>Number of years of service as Director (at the close of this General Meeting of Shareholders): One</p> <p>Number of meetings of the Board of Directors attended (FY2024): 11/11 (100%)</p> | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for Director:</p> <p>Mr. Fukuda has abundant experience and knowledge required in management of the Group, which he has accumulated through his experience in sales and design of businesses related to water and wastewater treatment plants, his management experience at group companies of JFE Engineering Corporation, the Group's core company, and his execution of a wide range of duties as Corporate Officer such as promotion of recycling business and supervision of overseas business in JFE Engineering Corporation. In addition, Mr. Fukuda has abundant experience and knowledge as a corporate manager, which was nurtured through his experience as Senior Vice President of JFE Engineering Corporation, and currently, as Representative Director, President and CEO of JFE Engineering Corporation., he is making aggressive efforts such as reinforcing the domestic earnings base, and expanding overseas business. For these reasons, the Company has judged Mr. Fukuda to be suitable as a Director of the Company.</p> | | | | | | | | | | | |


(Translation for reference only)

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|--|--|-------------------------|------------|-----------------------------------|------------|---|------------|--|------------|---|------------|--|--|
| No. 5 | Yoshifumi Ubagai | New appointment Male | | | | | | | | | | | |
|  Date of birth: March 4, 1965 (Age 60) Number of the Company's shares held: 11,402 | Career summary, positions and responsibilities, and significant concurrent posts | | | | | | | | | | | | |
| | <table><tr><td>April 1987</td><td>Joined Kawasaki Steel Corporation</td></tr><tr><td>April 2018</td><td>Vice President of JFE Steel Corporation</td></tr><tr><td>April 2022</td><td>Senior Vice President of JFE Steel Corporation</td></tr><tr><td>April 2023</td><td>Representative Director and Executive Vice President of JFE Steel Corporation</td></tr><tr><td>April 2025</td><td>Retired as Representative Director and Executive Vice President of JFE Steel Corporation</td></tr><tr><td></td><td>Representative Director, President and CEO of JFE Shoji Corporation (current post)</td></tr></table> (Significant concurrent post) Representative Director, President and CEO of JFE Shoji Corporation | | April 1987 | Joined Kawasaki Steel Corporation | April 2018 | Vice President of JFE Steel Corporation | April 2022 | Senior Vice President of JFE Steel Corporation | April 2023 | Representative Director and Executive Vice President of JFE Steel Corporation | April 2025 | Retired as Representative Director and Executive Vice President of JFE Steel Corporation | |
| April 1987 | Joined Kawasaki Steel Corporation | | | | | | | | | | | | |
| April 2018 | Vice President of JFE Steel Corporation | | | | | | | | | | | | |
| April 2022 | Senior Vice President of JFE Steel Corporation | | | | | | | | | | | | |
| April 2023 | Representative Director and Executive Vice President of JFE Steel Corporation | | | | | | | | | | | | |
| April 2025 | Retired as Representative Director and Executive Vice President of JFE Steel Corporation | | | | | | | | | | | | |
| | Representative Director, President and CEO of JFE Shoji Corporation (current post) | | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for Director:</p> <p>Mr. Ubagai has abundant experience and knowledge required in management of the Group, which he has accumulated through his experience in operations related to sales of steel products and management of group companies, and execution of duties as Corporate Officer in management of group companies, and sales divisions in JFE Steel Corporation, the Group's core company. In addition, Mr. Ubagai has abundant experience and knowledge as a corporate manager, which was nurtured through his experience as Representative Director and Executive Vice President of JFE Steel Corporation. Currently, as Representative Director, President and CEO of JFE Shoji Corporation, the Group's core company, he is making aggressive efforts such as reinforcing the domestic earnings base, and expanding overseas business. For these reasons, the Company has judged Mr. Ubagai to be suitable as a Director of the Company.</p> | | | | | | | | | | | | | |

(Translation for reference only)

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|---|---|---|------------|---------------------------|-----------|--|-----------|--|--------------|---|-----------|--|-----------|--|-----------|---|-----------|
| No. 6 | Yoshiko Ando | Reappointment Female Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member Nomination Committee Member | | | | | | | | | | | | | | | |
|  Date of birth: March 17, 1959 (Age 66) Number of the Company's shares held: 4,000 Number of years of service as Outside Director (at the close of this General Meeting of Shareholders): Five Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%) | Career summary, positions and responsibilities, and significant concurrent posts | | | | | | | | | | | | | | | | |
| | <table><tr><td>April 1982</td><td>Joined Ministry of Labour</td></tr><tr><td>July 2013</td><td>General Manager, Workers' Compensation Division, Labour Standards Bureau of Ministry of Health, Labour and Welfare</td></tr><tr><td>July 2014</td><td>Director-General, Equal Employment and Child and Family Bureau of Ministry of Health, Labour and Welfare</td></tr><tr><td>October 2015</td><td>Director-General for Labour of Ministry of Health, Labour and Welfare</td></tr><tr><td>June 2016</td><td>Director-General for Statistics and Information Policy of Ministry of Health, Labour and Welfare</td></tr><tr><td>July 2017</td><td>Director-General for Human Resources Development of Ministry of Health, Labour and Welfare</td></tr><tr><td>July 2018</td><td>Retired from Ministry of Health, Labour and Welfare</td></tr><tr><td>June 2020</td><td>Director of JFE Holdings, Inc. (current post)</td></tr></table> (Significant concurrent posts) Outside Director of Kirin Holdings Company, Limited Outside Director of Sansei Technologies, Inc. | | April 1982 | Joined Ministry of Labour | July 2013 | General Manager, Workers' Compensation Division, Labour Standards Bureau of Ministry of Health, Labour and Welfare | July 2014 | Director-General, Equal Employment and Child and Family Bureau of Ministry of Health, Labour and Welfare | October 2015 | Director-General for Labour of Ministry of Health, Labour and Welfare | June 2016 | Director-General for Statistics and Information Policy of Ministry of Health, Labour and Welfare | July 2017 | Director-General for Human Resources Development of Ministry of Health, Labour and Welfare | July 2018 | Retired from Ministry of Health, Labour and Welfare | June 2020 |
| April 1982 | Joined Ministry of Labour | | | | | | | | | | | | | | | | |
| July 2013 | General Manager, Workers' Compensation Division, Labour Standards Bureau of Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| July 2014 | Director-General, Equal Employment and Child and Family Bureau of Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| October 2015 | Director-General for Labour of Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| June 2016 | Director-General for Statistics and Information Policy of Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| July 2017 | Director-General for Human Resources Development of Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| July 2018 | Retired from Ministry of Health, Labour and Welfare | | | | | | | | | | | | | | | | |
| June 2020 | Director of JFE Holdings, Inc. (current post) | | | | | | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for Outside Director and outline of expected roles: Ms. Ando has worked as an administrative official for many years, engaged in policy making in labor administration including woman's active participation in the workforce. The Company expects her to play a role in strengthening governance based on such professional expertise and abundant experience in a wide range of fields of employment and labor. Although she has no experience of participating in corporate management other than as an outside director or outside audit & supervisory board member, based on such in-depth knowledge and outstanding insight, as well as her performance as an Outside Director of the Company since she assumed office as such, the Company has judged Ms. Ando continues to be capable of providing valuable suggestions and advice as an Outside Director of the Company in supervising overall business execution and improving the Company's corporate value.</p> <p>• Special matter: Ms. Ando is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company and the Company has designated her as Independent Director/Auditor as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and registered her as such with the Tokyo Stock Exchange.</p> | | | | | | | | | | | | | | | | | |

(Translation for reference only)

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| No. 7 | Takuya Shimamura | New appointment Male Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member Nomination Committee Member |
|  | | Career summary, positions and responsibilities, and significant concurrent posts April 1980 Joined Asahi Glass Co., Ltd. (current AGC Inc.) January 2013 Senior Executive Officer and President of Electronics Company of AGC Inc. January 2015 President & CEO of AGC Inc. March 2015 Representative Director and President & CEO of AGC Inc. January 2021 Chairman & Representative Director of AGC Inc. March 2021 Director and Chairman of AGC Inc. (current post) June 2022 Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) (Significant concurrent post) Director and Chairman of AGC Inc. Outside Director of EBARA CORPORATION |
| Date of birth: December 25, 1956 (Age 68) | | |
| Number of the Company’s shares held: 3,400 | | |
| Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%) | | |
| <p>• Reasons for nomination as a candidate for Outside Director and outline of expected roles: Mr. Shimamura has long been active in the management of AGC Inc., which globally operates a wide range of businesses, including glass, electronics, chemicals, and ceramics, and secured stable earnings and promoted growth strategies through organizational culture change, while also actively been involved in sustainability management. The Company expects him to play a role in strengthening governance based on such extensive experience and broad insight in corporate management. Based on such in-depth knowledge and his outstanding insight, as well as his performance as an Outside Audit & Supervisory Board Member of the Company since he assumed office as such, the Company has judged Mr. Shimamura to be capable of providing valuable suggestions and advice as an Outside Director of the Company in supervising overall business execution and improving the Company’s corporate value.</p> <p>• Special matters:</p> <p>1. Mr. Shimamura is an Outside Audit & Supervisory Board Member of the Company and has been in office for (at the close of this General Meeting of Shareholders) three years.</p> <p>2. Mr. Shimamura is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the “Standards for Independence of Outside Directors” stipulated by the Company and the Company has designated him as Independent Director/Auditor as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and registered him as such with the Tokyo Stock Exchange. If he is elected and assumes office as a Director, the Company plans to continue to register him as an Independent Director with the Tokyo Stock Exchange. Furthermore, in FY2024, transactions between AGC Inc., where Mr. Shimamura served as Representative Director until March 2021, and the Company and its operating companies did not exceed 1% of the annual consolidated net sales (revenue) of either the Company or AGC Inc. Accordingly, AGC Inc. does not fall under the category of a person for whom the Company or its operating company is a major business partner, or a person who is a major business partner of the Company or its operating company. As of March 31, 2025, neither the Company nor any of its operating companies owned any shares of AGC Inc.</p> <p>3. EBARA CORPORATION, where Mr. Shimamura serves as an Outside Director, received a recommendation from the Japan Fair Trade Commission on February 20, 2025, pursuant to the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors. Although he was not aware of the matter in advance, he has been regularly making suggestions from the viewpoint of compliance with laws and regulations at meetings of the Board of Directors and other meetings. After becoming aware of the matter, he made suggestions to promptly investigate the matter and made recommendations to strengthen the internal control system and thoroughly ensure compliance to prevent recurrence.</p> | | |

(Translation for reference only)

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| No. 8 | Keiichi Kobayashi | Reappointment Male Candidate for Outside Director Independent Director/Audit & Supervisory Committee Member Chairperson of Remuneration Committee |
|  Date of birth: June 24, 1959 (Age 66) Number of the Company's shares held: 1,200 Number of years of service as Director (at the close of this General Meeting of Shareholders): One Number of meetings of the Board of Directors attended (FY2024): 11/11 (100%) | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1985 | Joined Furukawa Electric Co., Ltd. |
| | April 2016 | Representative Director, Member of the Board, Corporate Executive Vice President, and General Manager of Global Marketing Sales Division of Furukawa Electric Co., Ltd. |
| | April 2017 | President and Representative Director and Member of the Board of Furukawa Electric Co., Ltd. |
| | April 2023 | Chairman of the Board of Furukawa Electric Co., Ltd. (current post) |
| June 2024 | Director of JFE Holdings, Inc. (current post) | |
| | (Significant concurrent posts) Chairman of the Board of Furukawa Electric Co., Ltd. Outside Director of NTT DATA Japan Corporation | |
| <p>• Reasons for nomination as a candidate for Outside Director and outline of expected roles:</p> <p>Mr. Kobayashi has been successful in managing Furukawa Electric Co., Ltd for many years, which engages in a wide range of businesses centered on copper and other materials and industrial machinery, and has remarkable knowledge of metallic materials. He has worked to build and strengthen marketing and sales systems, including at overseas locations, and promote business with an emphasis on capital efficiency. The Company expects him to play a role in strengthening governance based on such abundant experience and broad insight in corporate management.</p> <p>Based on such in-depth knowledge and outstanding insight, as well as his performance as an Outside Director of the Company since he assumed office as such, the Company has judged Mr. Kobayashi continues to be capable of providing valuable suggestions and advice as an Outside Director of the Company in supervising overall business execution and improving the Company's corporate value.</p> <p>• Special matter:</p> <p>Mr. Kobayashi is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company and the Company is to designate him as Independent Director as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and register him as such with the Tokyo Stock Exchange. Furthermore, in FY2024, transactions between Furukawa Electric Co., Ltd., where Mr. Kobayashi served as Chairman of the Board until March 2023, and the Company and its operating companies did not exceed 1% of the annual consolidated net sales (revenue) of either the Company or Furukawa Electric Co., Ltd. Accordingly, Furukawa Electric Co., Ltd. does not fall under the category of a person for whom the Company or its operating company is a major business partner, or a person who is a major business partner of the Company or its operating company. As of March 31, 2025, neither the Company nor any of its operating companies owned any shares of Furukawa Electric Co., Ltd.</p> | | |

Notes:

1. There is no conflict of special interests between each candidate and the Company.
2. The Company has entered into agreements with Ms. Yoshiko Ando and Mr. Keiichi Kobayashi in accordance with Article 427, Paragraph 1 of the Companies Act, which limits Outside Directors' indemnity liability provided for in Article 423, Paragraph 1 of the said Act to the amount defined under laws and regulations. In addition, the Company has entered into the same agreement with Mr. Takuya Shimamura as an Audit & Supervisory Board Member. If the resolution is adopted as proposed, the Company intends to enter into the liability limitation agreements with these three individuals.
3. The Company has entered into indemnity agreements stipulated in Article 430-2, Paragraph 1 of the Companies Act with six individuals, namely, Mr. Yoshihisa Kitano, Mr. Masayuki Hirose, Mr. Masashi Terahata, Mr. Kazuyoshi Fukuda, Ms. Yoshiko Ando and Mr. Keiichi Kobayashi. In addition, the Company has entered into the same agreement with Mr. Takuya Shimamura as an Audit & Supervisory Board Member. A summary of the details of such indemnity agreement is provided in the Business Report 3. (3) Outline of the indemnity agreement, in the matters provided electronically. If the resolution is adopted as proposed, the Company intends to continue the indemnity agreement with the six individuals mentioned above, and will enter into similar agreements with Mr. Yoshifumi Ubagai and Mr. Takuya Shimamura.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act, which includes all Directors as insured parties, and a summary of the details of such insurance contract is provided in the Business Report 3. (4) Outline of the directors and officers liability insurance contract, in the matters provided electronically. If the resolution is adopted as proposed, each candidate will become an insured party of the said insurance contract. The Company plans to enter into a similar contract at the expiration of the insurance period.

(Translation for reference only)

Proposal 4: Election of five Directors who are Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the adoption of Proposal 2, “Partial amendments to the Articles of Incorporation.” Accordingly, the Company proposes to elect Directors who are Audit & Supervisory Committee Members.

This resolution was adopted by the Board of Directors based on deliberations by and reports from the Nomination Committee, of which the Chairperson is an Outside Director and a majority of the members are Outside Directors/Audit & Supervisory Board Members. Three of the five candidates for Directors who are Audit & Supervisory Committee Members are candidates for Outside Directors, and all three satisfy the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the “Standards for Independence of Outside Directors” stipulated by the Company.

The Audit & Supervisory Board has given its consent to the submission of this proposal.

The effect of the resolution on this proposal is conditional on Proposal 2, “Partial amendments to the Articles of Incorporation” being approved as proposed and on the amendments to the Articles of Incorporation coming into effect following the resolution on Proposal 2.

The candidates for Directors who are Audit & Supervisory Committee Members are as follows.

(Translation for reference only)

| No. | Name (Age) | Current Positions and Responsibilities in the Company | Current Positions in the Significant Subsidiary | Number of Meetings of the Board of Directors Attended (FY2024) |
|-----|--|---|--|---|
| 1 | <New appointment> <Male> Nobuya Hara (Age 63) | Audit & Supervisory Board Member (Full- time) | Audit & Supervisory Board Member of JFE Steel Corporation | 14/14 (100%) |
| 2 | <New appointment> <Female> Nakaba Akimoto (Age 57) | Audit & Supervisory Board Member (Full- time) | Audit & Supervisory Board Member of JFE Engineering Corporation Audit & Supervisory Board Member of JFE Shoji Corporation | 14/14 (100%) |
| 3 | <New appointment> <Male> Tsuyoshi Numagami (Age 65) Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member | Outside Audit & Supervisory Board Member | — | 14/14 (100%) |
| 4 | <New appointment> <Male> Yoshihisa Suzuki (Age 70) Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member | — | — | — |
| 5 | <New appointment> <Male> Naoto Nakamura (Age 65) Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member | — | — | — |

(Translation for reference only)

| No. 1 | Nobuya Hara | New appointment Male |
|---|--|--|
|  <p>Date of birth: December 11, 1961 (Age 63)</p> <p>Number of the Company's shares held: 10,538</p> <p>Number of years of service as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): Eight</p> <p>Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%)</p> <p>Number of meetings of the Audit & Supervisory Board attended (FY2024): 20/20 (100%)</p> | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1984 | Joined NKK Corporation |
| | April 2011 | General Manager of Controller Department of JFE Steel Corporation |
| | April 2012 | General Manager of Controller Department of JFE Steel Corporation and General Manager of Controller Department of JFE Holdings, Inc. |
| | April 2015 | General Manager of Affiliated Business Department of JFE Steel Corporation |
| | April 2016 | Audit & Supervisory Board Member of JFE Steel Corporation (current post) |
| | June 2017 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) |
| (Significant concurrent posts) | | |
| Audit & Supervisory Board Member of JFE Steel Corporation | | |
| <p>• Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member:</p> <p>Mr. Hara has abundant experience and knowledge of finance and accounting, which he has accumulated through work in corporate planning, accounting and finance at JFE Steel Corporation, the Group's core company, and through accounting work at the Company. He also has abundant experience and knowledge acquired through work in management of group companies at JFE Steel Corporation and while serving as an Audit & Supervisory Board Member of JFE Steel Corporation. Based on such experience and knowledge, as well as his performance as an Audit & Supervisory Board Member of the Company since he assumed office as such, the Company has judged Mr. Hara to be capable of accurately and fairly auditing and supervising the overall execution of the Company's business as a Director who is an Audit & Supervisory Committee Member.</p> | | |


(Translation for reference only)

| No. 2 | Nakaba Akimoto | New appointment Female | | | | | | | | | | | | | |
|---|--|---------------------------|------------|------------------------|----------|--|------------|---|------------|---|--|--|--|--|-----------|
|  Date of birth: May 2, 1968 (Age 57) Number of the Company’s shares held: 5,169 Number of years of service as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): Three Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%) Number of meetings of the Audit & Supervisory Board attended (FY2024): 20/20 (100%) | Career summary, positions and responsibilities, and significant concurrent posts | | | | | | | | | | | | | | |
| | <table><tr><td>April 1991</td><td>Joined NKK Corporation</td></tr><tr><td>May 2002</td><td>Admitted to the bar in the State of New York, U.S.A.</td></tr><tr><td>April 2015</td><td>Manager, Legal Sec., General Administration Dept. of JFE Holdings, Inc.</td></tr><tr><td>April 2022</td><td>Executive Assistant, General Administration of JFE Holdings, Inc.</td></tr><tr><td></td><td>Audit & Supervisory Board Member of JFE Engineering Corporation (current post)</td></tr><tr><td></td><td>Audit & Supervisory Board Member of JFE Shoji Corporation (current post)</td></tr><tr><td>June 2022</td><td>Audit & Supervisory Board Member of JFE Holdings, Inc. (current post)</td></tr></table> <p>(Significant concurrent posts)</p> <p>Audit & Supervisory Board Member of JFE Engineering Corporation</p> <p>Audit & Supervisory Board Member of JFE Shoji Corporation</p> | | April 1991 | Joined NKK Corporation | May 2002 | Admitted to the bar in the State of New York, U.S.A. | April 2015 | Manager, Legal Sec., General Administration Dept. of JFE Holdings, Inc. | April 2022 | Executive Assistant, General Administration of JFE Holdings, Inc. | | Audit & Supervisory Board Member of JFE Engineering Corporation (current post) | | Audit & Supervisory Board Member of JFE Shoji Corporation (current post) | June 2022 |
| April 1991 | Joined NKK Corporation | | | | | | | | | | | | | | |
| May 2002 | Admitted to the bar in the State of New York, U.S.A. | | | | | | | | | | | | | | |
| April 2015 | Manager, Legal Sec., General Administration Dept. of JFE Holdings, Inc. | | | | | | | | | | | | | | |
| April 2022 | Executive Assistant, General Administration of JFE Holdings, Inc. | | | | | | | | | | | | | | |
| | Audit & Supervisory Board Member of JFE Engineering Corporation (current post) | | | | | | | | | | | | | | |
| | Audit & Supervisory Board Member of JFE Shoji Corporation (current post) | | | | | | | | | | | | | | |
| June 2022 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) | | | | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member:</p> <p>Ms. Akimoto has abundant experience and knowledge in properly designing and operating the Group’s internal control systems and other operations through work in legal affairs of the Company and JFE Steel Corporation, the Group’s core company, as well as insights as a lawyer in the State of New York, U.S.A. In addition, she has abundant experience and knowledge through work serving as an Audit & Supervisory Board Member of JFE Engineering Corporation and JFE Shoji Corporation, which are the core companies of the Group. Based on such experience and knowledge, as well as her performance as an Audit & Supervisory Board Member of the Company since she assumed office as such, the Company has judged Ms. Akimoto to be capable of accurately and fairly auditing and supervising the overall execution of the Company’s business as a Director who is an Audit & Supervisory Committee Member.</p> | | | | | | | | | | | | | | | |


(Translation for reference only)

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|--|---|--|------------|--|--------------|---|---------------|--|------------|--|-----------|--|------------|---|
| No. 3 | Tsuyoshi Numagami | New appointment Male Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member Nomination Committee Member Remuneration Committee Member | | | | | | | | | | | | |
|  Date of birth: March 27, 1960 (Age 65) Number of the Company's shares held: 15,300 Number of years of service as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): Seven Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%) Number of meetings of the Audit & Supervisory Board attended (FY2024): 20/20 (100%) | | Career summary, positions and responsibilities, and significant concurrent posts <table><tr><td>April 2000</td><td>Professor of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY</td></tr><tr><td>January 2011</td><td>Dean of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY</td></tr><tr><td>December 2014</td><td>Board Member and Executive Vice President of HITOTSUBASHI UNIVERSITY</td></tr><tr><td>April 2018</td><td>Professor of Graduate School of Business Administration of HITOTSUBASHI UNIVERSITY</td></tr><tr><td>June 2018</td><td>Audit & Supervisory Board Member of JFE Holdings, Inc. (current post)</td></tr><tr><td>April 2023</td><td>Professor of Institute for Business and Finance of Waseda University (current post)</td></tr></table> (Significant concurrent posts) Professor of Institute for Business and Finance of Waseda University Outside Director of Tokyo Century Corporation Outside Director of EBARA CORPORATION | April 2000 | Professor of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY | January 2011 | Dean of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY | December 2014 | Board Member and Executive Vice President of HITOTSUBASHI UNIVERSITY | April 2018 | Professor of Graduate School of Business Administration of HITOTSUBASHI UNIVERSITY | June 2018 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) | April 2023 | Professor of Institute for Business and Finance of Waseda University (current post) |
| April 2000 | Professor of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY | | | | | | | | | | | | | |
| January 2011 | Dean of Graduate School of Commerce and Management of HITOTSUBASHI UNIVERSITY | | | | | | | | | | | | | |
| December 2014 | Board Member and Executive Vice President of HITOTSUBASHI UNIVERSITY | | | | | | | | | | | | | |
| April 2018 | Professor of Graduate School of Business Administration of HITOTSUBASHI UNIVERSITY | | | | | | | | | | | | | |
| June 2018 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) | | | | | | | | | | | | | |
| April 2023 | Professor of Institute for Business and Finance of Waseda University (current post) | | | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for Director who is an Audit & Supervisory Committee Member and outline of expected roles: Mr. Numagami has actively worked on the research on corporate management for many years, and has an impressive academic knowledge with regard to corporate management strategy and an ideal state of an organization, in addition to being familiar with many industrial fields. He also has experience of university management as Executive Vice President of HITOTSUBASHI UNIVERSITY. The Company expect him to play a role in strengthening governance based on his high level of expertise and abundant experience in management and other areas. Although he has no experience of participating in corporate management other than as an outside director or outside audit & supervisory board member, based on such in-depth knowledge and an outstanding insight, as well as his performance as an Outside Audit & Supervisory Board Member of the Company since he assumed office as such, the Company has judged Mr. Numagami to be capable of accurately and fairly auditing and supervising the overall execution of the Company's business, as well as of providing valuable suggestions and advice to improve the Company's corporate value as an Outside Director who is an Audit & Supervisory Committee Member of the Company.</p> <p>• Special matters:</p> <p>1. Mr. Numagami is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company and the Company is to designate him as Independent Director as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and register him as such with the Tokyo Stock Exchange. Furthermore, in FY2024, transactions between HITOTSUBASHI UNIVERSITY, where Mr. Numagami served as a professor until March 2023, and Waseda University, where he has served as a professor since April 2023, and the Company and its operating companies did not exceed 1% of the annual consolidated net sales (revenue) of either Company, HITOTSUBASHI UNIVERSITY, or Waseda University. In addition, HITOTSUBASHI UNIVERSITY and Waseda University have not received any donations of 10 million yen or more from the Company and its operating companies in the past three years.</p> <p>2. EBARA CORPORATION, where Mr. Numagami serves as an Outside Director, received a recommendation from the Japan Fair Trade Commission on February 20, 2025, pursuant to the Act against Delay in Payment of Subcontract Proceeds, etc. to Subcontractors. Although he was not aware of the matter in advance, he has been regularly making suggestions from the viewpoint of compliance with laws and regulations at meetings of the Board of Directors and other meetings. After becoming aware of the matter, he made suggestions to promptly investigate the matter and made recommendations to strengthen the internal control system and thoroughly ensure compliance to prevent recurrence.</p> | | | | | | | | | | | | | | |

(Translation for reference only)

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| No. 4 | Yoshihisa Suzuki | New appointment Male Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member |
|  <p>Date of birth: June 21, 1955 (Age 70)</p> <p>Number of the Company's shares held: 0</p> | Career summary, positions and responsibilities, and significant concurrent posts | |
| | <p>April 1979 June 2016</p> <p>April 2018</p> <p>April 2020</p> <p>April 2021</p> <p>April 2022</p> <p>April 2023</p> <p>April 2024</p> <p>(Significant concurrent posts)</p> <p>Outside Director of the Board of Kyowa Kirin Co., Ltd. Outside Director, OMRON Corporation</p> | <p>Joined ITOCHU Corporation</p> <p>Senior Managing Executive Officer, Member of the Board of ITOCHU Corporation President, ICT & Financial Business Company</p> <p>President & Chief Operating Officer, Member of the Board of ITOCHU Corporation</p> <p>President & Chief Operating Officer, Chief Digital & Information Officer, Member of the Board of ITOCHU Corporation</p> <p>Vice Chairman, Member of the Board of ITOCHU Corporation</p> <p>Vice Chairman of ITOCHU Corporation</p> <p>Senior Vice Representative for Business Community Relations of ITOCHU Corporation</p> <p>Advisory Member of ITOCHU Corporation (current post)</p> |
| <p>• Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles: Mr. Suzuki has been successful in managing ITOCHU Corporation, a company that operates globally for many years, and has extensive experience and broad insight in corporate management in Japan and overseas accumulated through serving as CEO of a North American business and an aviation-related manufacturing company, as well as being involved in creating new businesses in the ICT and financial business. The Company expects him to play a role in strengthening governance based on such extensive experience and broad insight in corporate management. Based on such in-depth knowledge and outstanding insight, the Company has judged Mr. Suzuki to be capable of accurately and fairly auditing and supervising the overall execution of the Company's business, as well as of providing valuable suggestions and advice to improve the Company's corporate value as an Outside Director who is an Audit & Supervisory Committee Member of the Company.</p> <p>• Special matter: Mr. Suzuki is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company. The Company is to designate him as Independent Director as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and register him as such with the Tokyo Stock Exchange. Furthermore, in FY2024, transactions between ITOCHU Corporation, where Mr. Suzuki served as Representative Director until March 2021, and the Company and its operating companies did not exceed 1% of the annual consolidated net sales (revenue) of either Company or ITOCHU Corporation. Accordingly, ITOCHU Corporation does not fall under the category of a person for whom the Company or its operating company is a major business partner, or a person who is a major business partner of the Company or its operating company. As of March 31, 2025, neither the Company nor any of its operating companies owned any shares of ITOCHU Corporation.</p> | | |

(Translation for reference only)

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| No. 5 | Naoto Nakamura | New appointment Male Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member |
|  Date of birth: January 25, 1960 (Age 65) Number of the Company's shares held: 0 | Career summary, positions and responsibilities, and significant concurrent posts | |
| | April 1985 April 1985 April 1998 February 2003 April 2023 | Admitted to the bar Joined Mori Sogo Law Offices (current Mori Hamada & Matsumoto) Established Hibiya Park Law Offices and became Partner Established Nakamura Naoto Law Offices (current Nakamura, Tsunoda & Matsumoto) and became Partner Established Nakamura Law Firm (current post) |
| (Significant concurrent posts) Lawyer of Nakamura Law Firm | | |
| <ul style="list-style-type: none"> Reasons for nomination as a candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles: Mr. Nakamura has been successful as an attorney at law for many years, and has extensive experience and broad insight in corporate governance and compliance, accumulated through providing guidance, advice, and oversight to companies from the standpoint of a third-party committee, etc. as well as extensive experience as an outside officer of other companies. The Company expects him to play a role in strengthening governance based on his high level of expertise and extensive experience in legal practice cultivated as an attorney. Although he has no experience of participating in corporate management other than as an outside director or outside audit & supervisory board member, based on such in-depth knowledge and outstanding insight, the Company has judged Mr. Nakamura to be capable of accurately and fairly auditing and supervising the overall execution of the Company's business, as well as of providing valuable suggestions and advice to improve the Company's corporate value as an Outside Director who is an Audit & Supervisory Committee Member of the Company. Special matter: Mr. Nakamura is a candidate for Outside Director who satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Director/Auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company. The Company is to designate him as Independent Director as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and register him as such with the Tokyo Stock Exchange. Furthermore, Nakamura, Tsunoda & Matsumoto, where Mr. Nakamura served as a Partner until April 2023 and Nakamura Law Firm, which Mr. Nakamura established in April 2023, have not received an annual average of 10 million yen or larger remuneration from the Company and its operating companies over the past three years. | | |

Notes:

1. There is no conflict of special interests between each candidate and the Company.
2. The Company has entered into agreements with Mr. Nobuya Hara, Ms. Nakaba Akimoto and Mr. Tsuyoshi Numagami as current Audit & Supervisory Board Members, in accordance with Article 427, Paragraph 1 of the Companies Act, which limits Outside Directors' indemnity liability provided for in Article 423, Paragraph 1 of the said Act to the amount defined under laws and regulations. If the resolution is adopted as proposed, the Company will enter into similar agreements with the three individuals mentioned above and Mr. Yoshihisa Suzuki and Mr. Naoto Nakamura.
3. The Company has entered into indemnity agreements stipulated in Article 430-2, Paragraph 1 of the Companies Act with Mr. Nobuya Hara, Ms. Nakaba Akimoto, and Mr. Tsuyoshi Numagami as current Audit & Supervisory Board Members. A summary of the details of such indemnity agreement is provided in the Business Report 3. (3) Outline of the indemnity agreement, in the matters provided electronically. If the resolution is adopted as proposed, the Company intends to enter into similar agreements with the three individuals mentioned above and Mr. Yoshihisa Suzuki and Mr. Naoto Nakamura.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act, which includes all Directors as insured parties, and a summary of the details of such insurance contract is provided in the Business Report 3. (4) Outline of the directors and officers liability insurance contract, in the matters provided electronically. If the resolution is adopted as proposed, each candidate will become an insured party of the said insurance contract. The Company plans to enter into a similar contract at the expiration of the insurance period.

(Translation for reference only)

<Reference> Skill Matrix of Directors

The Company has established the “JFE Holdings, Inc. Basic Policy on Corporate Governance” for the purpose of pursuing and further enhancing the best corporate governance in order for the Company and the JFE Group to achieve sustainable growth and enhance corporate value over the medium- to long-term, and to practice the corporate mission. With regard to the composition of the Board of Directors, the Company aims to enhance diversity in terms of expertise, knowledge, and experience in various fields, and selects candidates for Directors after deliberations at the Nomination Committee based on the business content and management issues of the Company and its operating companies, identifying the skills required for the management of the Company, and taking into consideration the appropriate size and balance of the Board of Directors.

If Proposal 2, Proposal 3 and Proposal 4 are approved as proposed, the skill matrix based on the knowledge, experience, and abilities of each Director with respect to the identified skills will be as follows.

| | | Name | Corporate management/ Management strategy | Sustainability/ Environment | Technology/ DX | Finance/ Accounting | Internal control/ Governance | Legal/ Compliance | Personnel and labor/ Human resources development | Sales/ Marketing | Operation with knowledge |
|---|---------|-------------------|---|-----------------------------|----------------|---------------------|------------------------------|-------------------|--|------------------|-----------------------------|
| Directors | Inside | Yoshihisa Kitano | ● | ● | ● | | ● | | | | Steel |
| | | Masayuki Hirose | ● | ● | | | ● | | | ● | Steel |
| | | Masashi Terahata | ● | ● | | ● | ● | ● | ● | | Steel/ Trading |
| | | Kazuyoshi Fukuda | ● | ● | ● | | ● | | | ● | Engineering |
| | | Yoshifumi Ubagai | ● | ● | | | ● | | | ● | Steel/ Trading |
| | Outside | Yoshiko Ando | | ● | | | ● | ● | ● | | — |
| | | Takuya Shimamura | ● | ● | | | ● | | | ● | — |
| | | Keiichi Kobayashi | ● | ● | ● | | ● | | | ● | — |
| Directors who are Audit & Supervisory Committee Members | Inside | Nobuya Hara | ● | | | ● | ● | | | | Steel |
| | | Nakaba Akimoto | | | | | ● | ● | | | Steel/ Engineering/ Trading |
| | Outside | Tsuyoshi Numagami | ● | | | ● | ● | | | ● | — |
| | | Yoshihisa Suzuki | ● | ● | ● | | ● | | | ● | — |
| | | Naoto Nakamura | ● | | | | ● | ● | | | — |

(Translation for reference only)

(Reference)

Standards for Independence of Outside Directors of JFE Holdings, Inc.

JFE Holdings, Inc. (the “Company”) establishes the standards for independence of Outside Directors as described below. An Outside Director is deemed not to have sufficient independence from the Company in the event that he/she falls under any of the items below.

- 1) A person who is or was an executive director, executive officer, corporate officer or employee (collectively the “Executive”) of the Company or its subsidiary.
- 2) A person who is currently a major shareholder of the Company. In the event that the person is a legal entity such as a company, a person who is or, in the past 3 years, was the Executive of such legal entity or a parent company or a significant subsidiary of such legal entity.
- 3) A person for whom the Company or its operating company is a major business partner. In the event that the person is a legal entity such as a company, a person who is or, in the past 3 years, was the Executive of such legal entity or a parent company or a significant subsidiary of such legal entity.
- 4) A person who is a major business partner of the Company or its operating company. In the event that the person is a legal entity such as a company, a person who is or, in the past 3 years, was the Executive of such legal entity or a parent company or a significant subsidiary of such legal entity.
- 5) A financial institution or other major creditor of the Company or its operating company who is indispensable for the fundraising of the Company or its operating company and on whom the Company or its operating company depends to the extent that it is irreplaceable. In the event that the financial institution or other major creditor is a legal entity, a person who is or, in the past 3 years, was the Executive of such legal entity or a parent company or a significant subsidiary of such legal entity.
- 6) A person who has received donations exceeding a certain amount (an annual average of either 10 million yen or 30% of the person’s total expenses, whichever is larger, over the past 3 years) from the Company or its operating company. In the event that the person is a legal entity such as a company, a person who is or, in the past 3 years, was the Executive of such legal entity or a parent company or a significant subsidiary of such legal entity.
- 7) A consultant, accounting professional such as a certified public accountant, or legal professional such as a lawyer who has received a large amount of money or other assets (an annual average of 10 million yen or larger over the past 3 years) in addition to the director’s or audit & supervisory board member’s remuneration from the Company or its operating company. In the event that the consultant, accounting professional or legal professional is an organization such as a legal entity or an association, a person who belongs to such organization.
- 8) An accounting auditor of the Company or its operating company, or a person who is a partner, etc. of such accounting auditor; or a person who performed auditing on the Company or its operating company as a partner, etc. of such accounting auditor in the past 3 years.
- 9) A person who is a director, audit & supervisory board member, executive officer or corporate officer of a company or a parent company or a subsidiary of such company, in the event that such company has accepted directors from the Company or its operating company.
- 10) A person who is or, in the past 3 years, was the Executive of a lead managing underwriter of the Company.
- 11) A relative of a person falling under any of foregoing items 1) through 10) (the person’s spouse, relatives within the third degree of kinship, or relatives living with the person).

Nevertheless, in the event that a person who falls under any of the foregoing items is deemed by the Company appropriate for an independent outside director of the Company in light of the person’s personality, insight, etc., the Company may nominate such person as a candidate for an independent outside director, by providing the reason to believe that the person is appropriate for an independent outside director of the Company, and by explaining that the person fulfills the requirements for an independent outside director.

- * “Operating company” refers to JFE Steel Corporation, JFE Engineering Corporation and JFE Shoji Corporation.
- * “Major business partner” refers to the case where the aggregate amount of transactions with the business partner exceeds 1% of consolidated net sales in the most recent fiscal year.

(Translation for reference only)

Proposal 5: Election of one substitute Director who is an Audit & Supervisory Committee Member

The Company will transition to a company with an Audit & Supervisory Committee subject to the adoption of Proposal 2, “Partial amendments to the Articles of Incorporation.” Accordingly, the Company proposes to elect one substitute Director who is an Audit & Supervisory Committee Member, to be ready to fill a vacant position should the number of Directors who are Audit and Supervisory Committee Members fall below the number required by laws and regulations.


This resolution was adopted by the Board of Directors based on deliberations by and reports from the Nomination Committee, of which the Chairperson is an Outside Director and a majority of the members are Outside Directors/Audit & Supervisory Board Members. The candidate for substitute Director who is an Audit & Supervisory Committee Member satisfies the requirements of the Tokyo Stock Exchange, Inc. for Independent Directors/Auditor as well as the “Standards for Independence of Outside Directors” stipulated by the Company.

The submission of this proposal has been approved by the Audit & Supervisory Board.

The effect of the resolution on this proposal is conditional on Proposal 2, “Partial amendments to the Articles of Incorporation” being approved as proposed and on the amendments to the Articles of Incorporation coming into effect following the resolution on Proposal 2. This effectiveness of this election may be revoked by a resolution of the Board of Directors, with the consent of the Audit & Supervisory Committee, provided such revocation occurs before the substitute Audit & Supervisory Committee Member assumes office as Director who is an Audit & Supervisory Committee Member.

The candidate for substitute Director who is an Audit & Supervisory Committee Member is as follows.

(Translation for reference only)

| | | | | | | | | | | | | | |
|---|---|------------|---------------------|------------|--|--------------|--|------------|--|-----------|---|-----------|---|
| Isao Saiki | Male Candidate for Outside Audit & Supervisory Committee Member Independent Director/Audit & Supervisory Committee Member Remuneration Committee Member | | | | | | | | | | | | |
|  <p>Date of birth: August 11, 1961 (Age 63)</p> <p>Number of the Company's shares held: 18,500</p> <p>Number of years of service as Audit & Supervisory Board Member (at the close of this General Meeting of Shareholders): Eight (*)</p> <p>Number of meetings of the Board of Directors attended (FY2024): 14/14 (100%)</p> <p>Number of meetings of the Audit & Supervisory Board attended (FY2024): 20/20 (100%)</p> | <p>Career summary, positions and responsibilities, and significant concurrent posts</p> <table border="0"> <tr> <td>April 1989</td><td>Admitted to the bar</td></tr> <tr> <td>April 1989</td><td>Joined Ginza Law Office (current Abe, Ikubo & Katayama Law Firm)</td></tr> <tr> <td>January 1998</td><td>Promoted to partner of Abe, Ikubo & Katayama Law Firm (current post)</td></tr> <tr> <td>April 2014</td><td>Audit & Supervisory Board Member of JFE Holdings, Inc.</td></tr> <tr> <td>June 2014</td><td>Retired as Audit & Supervisory Board Member of JFE Holdings, Inc.</td></tr> <tr> <td>June 2017</td><td>Audit & Supervisory Board Member of JFE Holdings, Inc. (current post)</td></tr> </table> <p>(Significant concurrent posts)</p> <p>Partner Lawyer of Abe, Ikubo & Katayama Law Firm</p> | April 1989 | Admitted to the bar | April 1989 | Joined Ginza Law Office (current Abe, Ikubo & Katayama Law Firm) | January 1998 | Promoted to partner of Abe, Ikubo & Katayama Law Firm (current post) | April 2014 | Audit & Supervisory Board Member of JFE Holdings, Inc. | June 2014 | Retired as Audit & Supervisory Board Member of JFE Holdings, Inc. | June 2017 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) |
| April 1989 | Admitted to the bar | | | | | | | | | | | | |
| April 1989 | Joined Ginza Law Office (current Abe, Ikubo & Katayama Law Firm) | | | | | | | | | | | | |
| January 1998 | Promoted to partner of Abe, Ikubo & Katayama Law Firm (current post) | | | | | | | | | | | | |
| April 2014 | Audit & Supervisory Board Member of JFE Holdings, Inc. | | | | | | | | | | | | |
| June 2014 | Retired as Audit & Supervisory Board Member of JFE Holdings, Inc. | | | | | | | | | | | | |
| June 2017 | Audit & Supervisory Board Member of JFE Holdings, Inc. (current post) | | | | | | | | | | | | |
| <p>• Reasons for nomination as a candidate for substitute Director who is an Audit & Supervisory Committee Member and outline of expected roles:</p> <p>Mr. Saiki has vast experience and impressive knowledge in corporate legal affairs and other matters as a lawyer. In addition, he has served as an Outside Audit & Supervisory Board Member for multiple listed companies, including the Company. The Company expect him to play a role in strengthening governance based on his high level of expertise and extensive experience in legal practice cultivated as an attorney.</p> <p>Although he has no experience of participating in corporate management other than as an outside audit & supervisory board member, based on such in-depth knowledge and outstanding insight, as well as his performance as an Outside Audit & Supervisory Board Member since he assumed office as such, the Company has judged Mr. Saiki to be capable of accurately and fairly auditing and supervising the overall execution of the Company's business as an Outside Director who is an Audit & Supervisory Committee Member of the Company, as well as of providing valuable suggestions and advice to improve the Company's corporate value.</p> <p>(*) While the number of years since Mr. Saiki assumed office as an Audit & Supervisory Board Member of the Company in June 2017 is eight, he was an Audit & Supervisory Board Member of the Company for two months from April 2014. Accordingly, the total is eight years and two months.</p> | | | | | | | | | | | | | |

Notes:

1. There is no conflict of special interests between candidate Mr. Isao Saiki and the Company.
2. The Company has entered into an agreement with Mr. Isao Saiki as a current Audit & Supervisory Board Member, in accordance with Article 427, Paragraph 1 of the Companies Act, which limits Outside Directors' indemnity liability provided for in Article 423, Paragraph 1 of the said Act to the amount defined under laws and regulations. If his election as a substitute Director who is an Audit & Supervisory Committee Member is approved, and he is subsequently appointed as a Director who is an Audit & Supervisory Committee Member, the Company intends to enter into a similar agreement with him.
3. The Company has entered into an indemnity agreement stipulated in Article 430-2, Paragraph 1 of the Companies Act with Mr. Isao Saiki as a current Audit & Supervisory Board Member. If his election as a substitute Director who is an Audit & Supervisory Committee Member is approved and he is subsequently appointed as a Director who is an Audit & Supervisory Committee Member, the Company intends to enter into a similar agreement with him.
4. The Company has entered into a directors and officers liability insurance contract with an insurance company as provided for in Article 430-3, Paragraph 1 of the Companies Act. If the election of Mr. Isao Saiki as a substitute Director who is an Audit & Supervisory Committee Member is approved, and he subsequently becomes a Director who is an Audit & Supervisory Committee Member, he will become an insured party of the said insurance contract. A summary of the details of such insurance contract is provided in the Business Report 3. (4) Outline of the directors and officers liability insurance contract, in the matters provided electronically.
5. He satisfies the requirements of the Tokyo Stock Exchange, Inc. for independent director/auditor as well as the "Standards for Independence of Outside Directors" stipulated by the Company. If the election of Mr. Isao Saiki as a substitute Director who is an Audit & Supervisory Committee Member is approved, and he is subsequently appointed as a Director who is an Audit & Supervisory Committee Member, the Company intends to designate him as an Independent Director as stipulated under the regulations of the Tokyo Stock Exchange, Inc. and register him as such with the Tokyo Stock Exchange. Furthermore, Abe, Ikubo & Katayama Law Firm, where he serves as a Partner Lawyer, has not received an annual average of 10 million yen or larger remuneration from the Company and its operating companies over the past three years.

(Translation for reference only)

Proposal 6: Determination of amount of remunerations for Directors (excluding Directors who are Audit & Supervisory Committee Members)

The Company has set and kept the amount of remunerations for Directors of the Company unchanged at an annual limit of 700 million yen (of which 80 million yen for Outsider Directors) since the resolution passed at the 16th Ordinary General Meeting of Shareholders on June 21, 2018. The Company will transition to a company with an Audit & Supervisory Committee subject to the approval of Proposal 2, “Partial amendments to the Articles of Incorporation.” Accordingly, in accordance with the provisions of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, the Company would like to abolish the current above-mentioned remuneration framework for Directors and set the amount of remunerations for Directors (excluding Directors who are Audit & Supervisory Committee Members; the same applies throughout this proposal) at the same amount as the previous annual limit of 700 million yen (of which 80 million yen for Outsider Directors), taking into comprehensive consideration the number of Directors, the levels of remuneration at other companies, and the actual amounts paid in the past. The Remuneration Committee will make a report to the Board of Directors on the content of remunerations for each individual Director after a multifaceted review, that includes consistency with the “Basic Policy on Remuneration for Directors and Corporate Officers” (hereinafter referred to as the “Basic Policy”) and the “Policy for Deciding the Individual Remuneration for Directors and Corporate Officers” (hereinafter referred to as the “Decision Policy”), and the Board of Directors will respect the report and decide the details of individual remuneration. The Company intends to amend the Basic Policy and the Decision Policy by a resolution of the Board of Directors after transitioning to a company with an Audit & Supervisory Committee. The Company believes that the content of this proposal is appropriate and consistent with the Basic Policy and Decision Policy to be amended. (Please refer to (Reference) on page 48 for an overview of the Company’s remuneration system for Directors (excluding Directors who are Audit & Supervisory Committee Members) after the revision.)

If Proposal 2 and Proposal 3 are approved as proposed, there will be eight Directors (including three Outside Directors) eligible for remunerations under the resolution based on this proposal, the same number as before.

The effect of the resolution on this proposal is conditional on Proposal 2, “Partial amendments to the Articles of Incorporation” being approved as proposed and on the amendments to the Articles of Incorporation coming into effect following the resolution on Proposal 2.

Proposal 7: Determination of amount of remunerations for Directors who are Audit & Supervisory Committee Members

The Company will transition to a company with an Audit & Supervisory Committee subject to the approval of Proposal 2, “Partial amendments to the Articles of Incorporation.” Accordingly, the Company proposes that, in accordance with the provisions of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, the amount of remunerations for Directors who are Audit & Supervisory Committee Members be set to an annual limit of 200 million yen. The content of individual remuneration paid for Directors who are Audit & Supervisory Committee Members will be determined through consultation with Directors who are Audit & Supervisory Committee Members. The content of this proposal was decided by the Board of Directors while comprehensively taking into consideration the scale of the Company’s business, the remuneration system for officers and the level of payments thereof, the current number of officers, and future trends, etc., and the Company has judged that the details are appropriate.

If Proposal 2 and Proposal 4 are approved as proposed, there will be five Directors who are Audit

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& Supervisory Committee Members eligible for remunerations under the resolution based on this proposal.

The effect of the resolution on this proposal is conditional on Proposal 2, “Partial amendments to the Articles of Incorporation” being approved as proposed and on the amendments to the Articles of Incorporation coming into effect following the resolution on Proposal 2.

Proposal 8: Establishment of a remuneration framework for the medium- to long-term performance-linked stock remuneration plan for Directors (excluding Directors who are Audit & Supervisory Committee Members)

1. Reasons for the proposal and reasons why the proposal is appropriate

Shareholders approved the introduction of a “Board Benefit Trust” stock remuneration plan (hereinafter referred to as the “Plan”) linked to performance over the medium- to long term for Directors and Corporate Officers of the Company and its operating companies so that the Company can raise medium- to long-term corporate value and contribute to the sustainable growth of society, at the 16th Ordinary General Meeting of Shareholders held on June 21, 2018. At the 19th Ordinary General Meeting of Shareholders (hereinafter referred to as the “Previous General Meeting of Shareholders”) held on June 25, 2021, a partial revision of remuneration amounts and items under the Plan for the Company’s Directors was approved, and the Plan has continued in its current form since then.

In this proposal, in conjunction with the Company’s transition to a company with an Audit & Supervisory Committee, subject to the approval of Proposal 2, “Partial amendments to the Articles of Incorporation,” the Company seeks approval to abolish the current remuneration framework under the existing Plan for Directors and to re-establish the remuneration framework under the revised Plan for Directors (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors, hereinafter referred to as “Directors”)

According to the Plan, the Company’s Shares (defined in 3. (1) below) are granted to Directors and Corporate Officers of the Company and its operating companies (specific eligible persons are as described in 3. (1) below, and eligible persons are hereinafter referred to collectively as the “Group’s Directors/Officers”) according to the level of achievement against performance targets in the Medium-Term Business Plan, thereby clarifying the linkage among remuneration, performance results of the Group and stock value. In this way, the sharing of value with shareholders is enhanced with the aim of raising awareness regarding the contributions of the Group’s Directors/Officers to increase corporate value over the medium-to long-term. In addition, in order to achieve the purpose of the Plan in a stronger and steadier way by further enhancing the linkage among the Group’s Directors/Officers remuneration, Company performance and share value, the remuneration framework the Company is proposing will be established based on the revised cash limit amount that the Company contributes to the trust and the limit on the number of the Company’s share to be acquired by the trust for provision.

An overview of the content of the “Basic Policy on Remuneration for Directors and Corporate Officers” (hereinafter referred to as the “Basic Policy”) and the “Policy for Deciding the Individual Remuneration for Directors and Corporate Officers” (hereinafter referred to as the “Decision Policy”) is as described on page 76 in the Business Report, in the matters provided electronically. Following the transition to a company with an Audit & Supervisory Committee, the Company intends to revise the Basic Policy and Decision Policy by a resolution of the Board of Directors.

The content of this proposal is consistent with the intended revisions to the Basic Policy and Decision Policy, and was decided by the Board of Directors based on deliberations by and reports from the Remuneration Committee, and the Company believes the content of this proposal is

(Translation for reference only)

appropriate. (Please refer to (Reference) on page 48 for an overview of the Company's remuneration system for Directors (excluding Directors who are Audit & Supervisory Committee Members) after the revision.)

The Company proposes to leave the details of the Plan after the revision to the discretion of the Board of Directors within the scope outlined in 3. below.

Currently, two of the Company's Directors will be eligible for the Plan if Proposal 2 and Proposal 3 are approved as proposed, and the Company will not pay remuneration based on the Plan to Directors concurrently serving as Executive Directors at operating companies.

The effect of the resolution on this proposal is conditional on Proposal 2 being approved as proposed and on the amendments to the Articles of Incorporation relating to the transition to a company with an Audit & Supervisory Committee coming into effect following the resolution on Proposal 2.

2. Content of Plan's revisions

The content of Plan's revisions is as follows:

| Item | Before revision | After revision |
|---|--|--|
| Those eligible for the Plan | <ul style="list-style-type: none">• Directors of the Company and its operating companies (excluding Outside Directors)• Corporate Officers of the Company and its operating companies not concurrently serving as Directors (excluding residents outside Japan) | <ul style="list-style-type: none">• Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and Directors (limited to Executive Directors) of its operating companies• Corporate Officers of the Company and its operating companies not concurrently serving as Directors (excluding residents outside Japan) |
| Cash limit amount to be contributed by the Company to the trust | 1,500 million yen for each fiscal year (of which 200 million yen will be for the Company's Directors) × number of fiscal years relating to the target period | 1,800 million yen for each fiscal year (of which 200 million yen will be for the Company's Directors) × number of fiscal years relating to the target period |
| Limit of number of the Company's shares to be acquired by the trust for provision | 1,600 thousand shares for each fiscal year (of which 220 thousand shares will be for the Company's Directors) × number of fiscal years relating to the target period | 2,900 thousand shares for each fiscal year (of which 320 thousand shares will be for the Company's Directors) × number of fiscal years relating to the target period |

In addition, for the performance-linked portion of the Plan, for which the Company's Shares are granted commensurate to performance target achievement levels under the Medium-Term Business Plan, the performance indicators will be adjusted to the targets of the eighth Medium-Term Business Plan. (Specific details are as described in 3. (1) and (4) below.)

Except for that stated above, the details of this proposal are substantially the same as the details resolved at the Previous General Meeting of Shareholders.

(Translation for reference only)

3. Content of the Plan after the revision

(1) Overview of the Plan

The Plan is a stock remuneration plan whereby shares in the Company are acquired through a trust funded by cash contributed by the Company (hereinafter, the trust established pursuant to the Plan is referred to as the “Trust”) and the Company’s shares and an amount of cash equivalent to the market price of the Company’s shares (hereinafter referred to as the “Company’s Shares”) are provided through the Trust to the Group’s Directors/Officers, pursuant to the Stock Grant Regulations for Officers established by the Company and its operating companies.

The Plan shall be introduced for the four fiscal years from FY2021 to FY2024 covered under the seventh Medium-Term Business Plan based on the resolution at the Previous General Meeting of Shareholders (the period covering such four fiscal years shall hereinafter be referred to as the “Previous Main Target Period” and the period of three fiscal years from FY2025 to FY2027 covered under the eighth Medium-Term Business Plan which starts after the end of the Previous Main Target Period shall hereinafter referred to as the “Main Target Period.” The Main Target Period and each of the period that covers future Medium-Term Business Plan that starts after the end of the Main Target Period shall hereinafter be referred to as the “Target Period”) and for each subsequent period that covers the relevant Medium-Term Business Plan. Furthermore, a period of between one and five fiscal years shall be set as the Target Period equivalent to the period that covers future Medium-Term Business Plans.

(Translation for reference only)

| | | |
|---|----------------------------|---|
| Structure of the Plan | Performance-linked portion | The Company's Shares are granted according to the level of achievement against performance targets under the Merium-Term Business Plan, etc. for a Target Period. (Note 1) * No payment shall be made to those eligible at an operating company for a fiscal year in which said operating company has recorded a segment loss. |
| | Service-length portion | The Company's Shares are granted according to the length of the term of office at each company and for each position. |
| Those eligible for the Plan | | <ul style="list-style-type: none"> • Directors of the Company (excluding Directors who are Audit & Supervisory Committee Members and Outside Directors) and Directors (limited to Executive Directors) of its operating companies • Corporate Officers of the Company and its operating companies not concurrently serving as Directors (excluding residents outside Japan) |
| Cash limit amount to be contributed by the Company to the trust | | 1,800 million yen for each fiscal year × number of fiscal years relating to the Target Period (of which 200 million yen for each fiscal year × number of fiscal years relating to the Target Period will be for the Company's Directors) |
| Limit of number of the Company's shares to be acquired by the trust for provision | | 2,900 thousand shares for each fiscal year × number of fiscal years relating to the Target Period (of which 320 thousand shares for each fiscal year × number of fiscal years relating to the Target Period will be for the Company's Directors) |
| Method of acquisition of the Company's shares by the trust | | Through the stock market or by subscription to the disposal of the Company's treasury shares |
| Time of granting the Company's Shares | | When the Group's Directors/Officers retire, in principle |

(Note 1) For the performance-linked portion, during the Main Target Period, the Company has set return on equity attributable to owners of parent (hereinafter referred to as "ROE") and the relative total shareholder return calculated by comparing the Company's shareholder total return with TSR of the TOPIX stock index including dividends (hereinafter referred to as "relative TSR"), which are set forth in the eighth Medium-Term Business Plan, as the performance indicators. The payment level for each fiscal year shall vary within a range of 0% to 200%, with 100% as at point in time the target is achieved.

(2) Cash limit amount that the Company contributes to the Trust and limit of the number of the Company's shares to be granted from the Trust

As funds for the Company's Shares for granting to the Group's Directors/Officers, the Company shall contribute cash to the Trust up to 1,800 million yen for each fiscal year multiplied by the number of fiscal years related to the Target Period (of which the portion for the Company's Directors shall be 200 million yen for each fiscal year multiplied by the number of fiscal years related to the Target Period) (Note 2). The limit amount for the Company's Directors is calculated as the remuneration amount with the highest performance evaluation (equivalent to 200% with the case that the targets have been achieved at 100%), taking into consideration the number of Directors after the conclusion of this General Meeting of Shareholders and replacement of Directors in the future.

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However, if, at the time additional contributions are made for each Target Period, there remain the Company's shares and cash (hereinafter referred to together as the "Residual Shares, etc.") in the trust assets, the amount after deducting the monetary amount of the Residual Shares, etc. (for the Company's shares, the monetary amount of the book value as of the final day of the fiscal year immediately preceding the relevant Target Period) from the above limit amount shall be the limit amount of additional contributions for the relevant Target Period. When calculating Residual Shares, etc., the Company shall exclude from the Company's shares remaining in the trust assets, those shares that correspond to the points granted to the Group's Directors/Officers prior to the commencement of the Target Period covered by the additional contribution and that have not yet been provided to the Group's Directors/Officers.

The limit of the total number of the Company's shares (including the number of the Company's shares subject to conversion into cash) to be granted to the Group's Directors/Officers according to (5) below in the Trust, shall be 2,900 thousand shares for each fiscal year multiplied by the number of fiscal years related to the Target Period (of which the portion for the Company's Directors shall be 320 thousand shares for each fiscal year multiplied by the number of fiscal years related to the Target Period). This is set by using the Company's share price and other factors as a reference, based on the aforementioned limit amount of contributions.

(Note 2) The cash amount that the Company contributes to the Trust shall include that to be borne by operating companies for funds for the acquisition of the Company's Shares to be granted to Directors and Corporate Officers of these companies, but the Company and these companies shall conduct settlement in regard to this money each time the Company's Shares are granted to eligible persons of these companies.

(3) Methods of acquisition of the Company's shares

The Trust shall acquire the Company's shares, funded by cash contributed through (2) above, either through the stock market or by subscription to the disposal of the Company's treasury shares, and new shares shall not be issued. Details of acquisition of the Company's shares through the Trust shall be disclosed in a timely and appropriate manner.

(4) Calculation method for number and amount of the Company's Shares to be granted to the Group's Directors/Officers

For each fiscal year, the Group's Directors/Officers are granted points based on matters such as their positions and performance achievements in accordance with the Stock Grant Regulations for Officers of the relevant company. The limit of the total number of points granted to the Group's Directors/Officers shall be 2,900 thousand points (of which, 320 thousand points shall be for the Company's Directors) for each fiscal year.

The points granted for each fiscal year, in principle, are accumulated until the retirement of the relevant Group's Directors/Officers, and the number of such accumulated points is multiplied by a prescribed coefficient established based on the reason of their retirement (not exceeding 1). The points computed in this manner (hereinafter referred to as the "Defined Number of Points") are converted to the number of the Company's common shares by converting one point to one share of common stock of the Company. The Company's Shares thus calculated will be granted as described in (5) below. However, if actions such as a stock split, a gratis allotment or a stock consolidation of the Company's shares is carried out in the future, the Company will reasonably adjust the limit of number of points, the number of points already granted or their conversion ratio, in accordance with matters such as the ratios of such actions.

The number of points granted for each fiscal year in this Main Target Period is expected to be

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calculated as follows.

(i) Performance-linked portion

In calculating the performance-linked portion, the Company emphasizes the importance of aligning with shareholders' interests for long-term corporate value enhancement by considering the cost of equity capital. The targets for ROE and relative TSR set in the eighth Medium-Term Business Plan are used as indicators.

Specifically, base points (hereinafter referred to as "Performance-Linked Points"), which are specified for each Company and position, are multiplied by the degree of achievement of the ROE and relative TSR targets set in the eighth Medium-Term Business Plan. The achievement level is set at 100% when the targets are met, and it varies within the range of 0% to 200%.

$$\text{Annual points to be granted} = \text{Performance-Linked Points} \times \{ (\text{achievement level of ROE target (0\% to 200\%)} \times 70\%) + (\text{achievement level of relative TSR target ((0\% to 200\%) } \times 30\%) \}$$

No performance-linked portion shall be granted to those eligible at an operating company for a fiscal year in which said operating company has recorded a segment loss.

(ii) Service-length portion

The service-length portion is calculated by multiplying the base points specified for each company and position (hereinafter referred to as "Service-Length Points") by an adjustment rate based on the length of the term of office for the relevant position. The adjustment rate shall be 100% for those who remain in office for the entire service period for the relevant fiscal year.

$$\text{Annual points to be granted} = \text{Service-Length Points} \times \text{Adjustment rate according to the length of the term of office for the relevant position (0\% to 100\%)}$$

(5) Provision of the Company's Shares

In principle, the Group's Directors/Officers who retire shall receive from the Trust the Company's shares corresponding to the Defined Number of Points after retirement, if they meet the beneficiary requirements provided in the Stock Grant Regulations for Officers of the respective company and by carrying out specified beneficiary confirmation procedures. However, the Group's Directors/Officers shall receive cash instead of the Company's shares in an amount equivalent to the market value of such shares for a certain percentage of the points if they meet the requirements provided in the Stock Grant Regulations for Officers of the respective company. The Trust may sell the Company's shares to make such cash provisions.

The Group's Directors/Officers who have been granted points may lose the right to receive benefits by a resolution of the Board of Directors of the Company or an operating company if they have been dismissed by a resolution of a General Meeting of Shareholders or the Board of Directors or if they have committed any misconduct during their terms of office or prior to receiving benefits after leaving office. Furthermore, the Group's Directors/Officers who commit any misconduct after receiving benefits may be asked to return an economic value equivalent to the Company's Shares they have received based on a resolution of the Board of Directors of the Company or an operating company.

(6) Exercise of voting rights

The voting rights attached to the Company's shares in the Trust's account shall not be exercised, in order to ensure neutrality to the Company's management.

(Translation for reference only)

(7) Dividends

The Trust shall receive dividends from the Company's shares held in the Trust's account and allocate them to the payment of the costs for acquiring the Company's shares, to the trust fees for the Trust's trustee, etc. If the Trust is terminated, residual funds in the Trust, including dividends, shall be donated to organizations that have no conflicts of interest with the Company and the Group's Directors/Officers in accordance with the provisions of the Stock Grant Regulations for Officers.

(8) Other

Other details related to the Plan shall be determined by the Board of Directors.

(Reference) Partial revisions to the Plan for Corporate Officers of the Company and Directors and Corporate Officers of operating companies shall be made after resolutions are passed at the Board of Directors of the Company and operating companies, and at the General Meeting of Shareholders of operating companies, subject to the approval of Proposal 2 and this proposal as proposed.

(Translation for reference only)

<Shareholder's Proposal (Proposal 9)>

Proposal 9 is a proposal submitted by two shareholders.

The details of the proposal and reason for the proposal have been presented verbatim as submitted by the shareholders, with the addition of a title, which was not provided in the proposal submitted.

Proposal 9: Dismissal of Mr. Yoshihisa Kitano as Director

Details of the proposal: We propose the dismissal of Director Yoshihisa Kitano for having carried out unnecessary capital investments and issuing shares to fund them, thereby increasing the financial burden on the company. Moreover, by excluding Japanese nationals from subscribing to the new shares, he has undermined the interests of both shareholders and the company.

Reason for the proposal: It is premature to definitively attribute global warming to carbon dioxide, and making capital investments aimed at reducing CO₂ emissions constitutes a poor and futile management decision.

With regard to the procedures for issuing new shares for fundraising, methods that require neither effort nor external financing and impose no future financial burden are: (1) Drawing down retained earnings. (2) Allocating funds by reducing dividends from surplus profits. The above methods impose no financial burden in subsequent years. (3) Obtaining loans from domestic banks at ultra-low interest rates is a way to reduce the financial burden in future years. Despite the existence of numerous simple and low-burden alternatives as mentioned above, the company suddenly opted for a share issuance that appears tantamount to an attempt to impair corporate assets.

Furthermore, issuing shares in a manner that excludes Japanese nationals from subscribing means that all dividends will flow overseas, contributing nothing to the Japanese economy. It effectively results in the sale of Japan's assets to foreign entities and could be called an act of betrayal to the nation, while at the same time, it constitutes a betrayal of existing Japanese shareholders and employees. For these reasons, we believe Mr. Kitano is unfit for his position and propose his dismissal.

[Opinion of the Board of Directors]

The Company's Board of Directors opposes this proposal.

(Reason)

The Company supports the intent of the final recommendations of the Task Force on Climate-related Financial Disclosures (TCFD), which was established at the request of the G20 following the adoption of the "Paris Agreement" at the 21st Session of the Conference of the Parties to the United Nations Framework Convention on Climate Change (COP21). The Group as a whole is working to address climate change issues by integrating the TCFD principles into its management strategies. The JFE Group recognizes climate change as an extremely important management issue from the perspective of business continuity, and has responded to the associated risks by developing and applying various energy-saving and CO₂ emissions reduction technologies. In addition, by deploying the technologies we have built up over the years on a global scale, the Group is seizing this opportunity to contribute to solving the issue of climate change.

(Translation for reference only)

Addressing the climate change issues outlined above requires substantial funding. To secure the funds necessary for strategic investments aimed at medium- to long-term growth, to strengthen our financial foundation, and to diversify our shareholder base, the Company conducted an overseas offering of new shares, disposed of treasury shares, and issued convertible bonds with share acquisition rights. The funds raised are being used, among other purposes, to increase the production capacity of non-oriented electrical steel sheets at the West Japan Works (Kurashiki district). We intend to return profits to shareholders by achieving early profitability.

In addition to efforts to address climate change, Director Yoshihisa Kitano has led the implementation of various initiatives under the seventh Medium-Term Business Plan, including reforms aimed at creating a lean and robust business structure through a “shift from quantity to quality.” As Representative Director and President, he also formulated the eighth Medium-Term Business Plan, which centers on a strategy of business expansion through active investment in overseas growth areas and regions. Through these efforts, he has contributed to the Group’s sustainable growth and enhancement of corporate value. In addition, he has duly performed his duties as a Director of the Company in accordance with laws and regulations as well as the Articles of Incorporation, and the Company believes that there is no reason to dismiss him as a Director. The Board of Directors therefore opposes this proposal.