

Governance Data

Corporate Governance

■ Corporate Governance System

As of July 1, 2023

Items	Overview of the system
Organizational design type	Company with an Audit and Supervisory Board
Number of Directors (members)	8
The number of Independent Outside Directors (members)	3
The number of female Directors (member)	1
Number of Audit & Supervisory Board Members (members)	5
The number of Independent Outside Audit & Supervisory Board Members (members)	3
The number of femal Audit & Supervisory Board Members (members)	1
Term for Directors (years)	1
Term for Outside Directors (years)	1
Corporate Officer System	Adopted
Voluntary advisory committees of the Board of Directors	Nomination Committee and Remuneration Committee

■ Directors and Audit & Supervisory Board members

As of July 1, 2023

Position		Name	Significant concurrent post	Independent executive	Number of meetings of the Board of Directors attended in FY2022	Number of meetings of the Audit & Supervisory Board attended in FY2022
Director	Inside	Koji Kakigi	Chairman of the Board of Directors of JFE 21st Century Foundation (Public Interest Incorporated Foundation)	—	15/15 (100%)	—
		Yoshihisa Kitano	Representative Director, President and CEO of JFE Steel Corporation	—	15/15 (100%)	—
		Masashi Terahata	Director of JFE Steel Corporation, Representative Director of JFE 21st Century Foundation (Public Interest Incorporated Foundation)	—	15/15 (100%)	—
	Inside	Hajime Oshita	Representative Director, President and CEO of JFE Engineering Corporation	—	15/15 (100%)	—
		Toshinori Kobayashi	Representative Director, President and CEO of JFE Shoji Corporation	—	15/15 (100%)	—
	Outside	Masami Yamamoto	Director and Senior Advisor of Fujitsu Limited, Outside Director of Mizuho Financial Group, Inc.	○	15/15 (100%)	—
		Nobumasa Kemori	Honorary Advisor of Sumitomo Metal Mining Co., Ltd., Outside Director of Sumitomo Realty & Development Co., Ltd.	○	15/15 (100%)	—
		Yoshiko Ando	Audit & Supervisory Board Member of Kirin Holding Company, Limited, Outside Director of Sansei Technologies, Inc.	○	15/15 (100%)	—
	Audit & Supervisory Board Member	Inside	Nobuya Hara	Audit & Supervisory Board Member of JFE Steel Corporation	—	15/15 (100%)
Nakaba Akimoto			Audit & Supervisory Board Member of JFE Engineering Corporation, Audit & Supervisory Board Member of JFE Shoji Corporation	—	12/12 (100%)	13/13 (100%)
Outside		Isao Saiki	Partner Lawyer of Abe, Ikubo & Katayama Law Firm	○	15/15 (100%)	19/19 (100%)
		Tsuyoshi Numagami	Professor, Institute for Business and Finance, Waseda University External Director of Tokyo Century Corporation Independent Director of EBARA CORPORATION	○	15/15 (100%)	19/19 (100%)
		Takuya Shimamura	Director and Chairman of AGC Inc. Independent Director of EBARA CORPORATION	○	12/12 (100%)	13/13 (100%)

* The number of meetings of the Board of Directors and Audit & Supervisory Board Members held during FY2022 differs for Ms. Nakaba Akimoto and Mr. Takuya Shimamura, as They were elected for the first time as Audit & Supervisory Board Members at the previous year's Ordinary General Meeting of Shareholders (held on June 24, 2022).

■ Nomination Committee and Remuneration Committee

As of July 1, 2023

Items	Members	Chairperson	Number of meetings held during FY2022
Nomination Committee	6	Masami Yamamoto (Outside Director)	3
Inside Director	2		
Outside Director	2		
Outside Audit & Supervisory Board Member	2		
Remuneration Committee	6	Nobumasa Kemori (Outside Director)	6
Inside Director	2		
Outside Director	2		
Outside Audit & Supervisory Board Member	2		

■ Operating System

Committee	Company	Chairperson	Attendees
Group Management Strategy Committee	JFE Holdings	President	Inside Directors (including 3 operating company Presidents), Corporate Officers and full-time Audit & Supervisory Board Members
Management Committee	JFE Holdings	President	Inside Directors (excluding 3 operating company Presidents), Corporate Officers and full-time Audit & Supervisory Board Members
	Each operating company	President	Directors, major Corporate Officers and Audit & Supervisory Board Members

Executive Remuneration

FY2022

Executive remuneration						
Position Type	Total remuneration, etc. (million yen)	Total amount by remuneration type (million yen)* ²				Number of Executives (members)
		Basic remuneration	Bonus	Stock remuneration* ³		
				Linked to performance	Linked to service length	
Directors (excluding Outside Directors)	303,881	217,415	48,890	23,912	13,664	5
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)* ¹	78,335	78,335	—	—	—	3
Outside Directors/ Audit & Supervisory Board Members	91,847	91,847	—	—	—	7

*1 The number of audit & supervisory board members (excluding outside audit & supervisory board members) includes one audit & supervisory board member who retired during the current fiscal year.

*2 Directors' (excluding outside directors) performance-linked remuneration is composed of bonus and stock remuneration. Total amount of performance-linked remuneration for the current fiscal year is 72.802 million yen.

*3 Only directors (excluding outside directors) are included in the scope of the above-mentioned stock remuneration, and the entire amount is non-monetary remuneration. Total amount of stock remuneration expensed for the current fiscal year as non-monetary remuneration is 37.576 million yen.

Officers whose consolidated remuneration exceeded 100 million yen								
Name	Position	Company	Total (consolidated basis) (million yen)	Per company (consolidated basis) (million yen)	Total amount by remuneration type (million yen)			
					Basic remuneration	Bonus	Stock remuneration	
							Linked to performance	Linked to service length
Koji Kakigi	Director	JFE Holdings	177,827	177,827	120,047	30,940	17,080	9,760
Yoshihisa Kitano	Director	JFE Holdings	172,303	12,000	12,000	—	—	—
	Director	JFE Steel		160,303	107,043	26,420	17,080	9,760
Toshinori Kobayashi	Director	JFE Holdings	113,050	8,400	8,400	—	—	—
	Director	JFE Shoji		104,650	55,800	35,430	8,540	4,880

Ratio of remuneration for each		
Basic remuneration: fixed (%)	Annual bonus: linked to short-term performance (%)	Stock remuneration: linked to medium- to long-term performance (%)
60	20	20

Note: The ratios above are applicable only when the company's president has attained the performance target goals.

Internal Control System

As of April 1, 2023

Internal control system			
Items		Number of companies (companies)	Number of people assigned (members)
Internal audit	Internal audit organization	60	172
Audit & Supervisory Board	Full-time Audit & Supervisory Board Members	29	34
	Dispatched Audit & Supervisory Board Members (part-time Audit & Supervisory Board member)	24	7
Cooperation of Audit & Supervisory Board members			
Items		Number of meeting held during FY2022	
Accounting auditor		9	
Internal Audit Department		8	

Compliance (including Anti-corruption)

Whistleblowing

Items	Scope	Unit	FY2020	FY2021	FY2022
Cases handled by the Corporate Ethics Hotline	JFE Holdings and operating companies	Cases	87	133	127