

Governance Data

Corporate Governance

■ Corporate Governance System

As of July 1, 2024

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 female 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, 2024

Position		Name	Significant concurrent post	Independent executive	Number of meetings of the Board of Directors attended in FY2023	Number of meetings of the Audit & Supervisory Board attended in FY2023
Director	Inside	Yoshihisa Kitano	Chairman of the Board of Directors of JFE 21st Century Foundation (Public Interest Incorporated Foundation)	—	16/16 (100%)	—
		Masayuki Hirose	Representative Director, President and CEO of JFE Steel Corporation	—	—	—
		Masashi Terahata	Director of JFE Steel Corporation, Representative Director of JFE 21st Century Foundation (Public Interest Incorporated Foundation)	—	16/16 (100%)	—
		Toshinori Kobayashi	Representative Director, President and CEO of JFE Shoji Corporation	—	13/16 (81%)	—
		Kazuyoshi Fukuda	Representative Director, President and CEO of JFE Engineering Corporation	—	—	—
	Outside	Masami Yamamoto	—	○	16/16 (100%)	—
		Yoshiko Ando	Outside Director of Kirin Holding Company, Limited Outside Director of Sansei Technologies, Inc.	○	16/16 (100%)	—
		Keiichi Kobayashi	Chairman of the Board, Furukawa Electric Co., Ltd. Outside Director, NTT DATA Group Corporation	○	—	—
Audit & Supervisory Board Member	Inside	Nobuya Hara	Audit & Supervisory Board Member of JFE Steel Corporation	—	16/16 (100%)	19/19 (100%)
		Nakaba Akimoto	Audit & Supervisory Board Member of JFE Engineering Corporation Audit & Supervisory Board Member of JFE Shoji Corporation	—	16/16 (100%)	19/19 (100%)
	Outside	Isao Saiki	Partner Lawyer of Abe, Ikubo & Katayama Law Firm	○	16/16 (100%)	19/19 (100%)
		Tsuyoshi Numagami	Professor, Institute for Business and Finance, Waseda University Outside Director of Tokyo Century Corporation Outside Director of EBARA Corporation	○	16/16 (100%)	19/19 (100%)
		Takuya Shimamura	Director and Chairman of AGC Inc. Outside Director of EBARA Corporation	○	16/16 (100%)	19/19 (100%)

*Mr. Masayuki Hirose, Mr. Kazuyoshi Fukuda, and Mr. Keiichi Kobayashi were elected for the first time as Directors at the previous year's Ordinary General Meeting of Shareholders, on June 25, 2024.

■ Nomination Committee and Remuneration Committee

As of July 1, 2024

Items	Members	Chairperson	Number of meetings held during FY2023
Nomination Committee	6	Masami Yamamoto (Outside Director)	6
Inside Director	2		
Outside Director	2		
Outside Audit & Supervisory Board Member	2		
Remuneration Committee	6	Keiichi Kobayashi (Outside Director)	3
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

FY2023

Executive remuneration						
Position Type	Total remuneration, etc. (million yen)	Total amount by remuneration type (million yen)* ¹				Number of Executives (members)
		Basic remuneration	Bonus	Stock remuneration* ²		
				Linked to performance	Linked to service length	
Directors (excluding Outside Directors)	320.247	217.415	61.840	27.328	13.664	5
Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members)* ¹	78.335	78.335	—	—	—	2
Outside Directors/ Audit & Supervisory Board Members	106.697	106.697	—	—	—	6

*1 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 89.168 million yen.

*2 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 expended for the current fiscal year as non-monetary remuneration is 40.992 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
Yoshihisa Kitano	Director	JFE Holdings	185.813	12.000	12.000	—	—	—
	Director	JFE Steel		173.813	108.043	36.490	19.520	9.760
Masashi Terahata	Director	JFE Holdings	102.979	102.979	68.567	22.700	7.808	3.904
Koji Kakigi	Director	JFE Holdings	188.467	188.467	120.047	39.140	19.520	9.760
Hajime Oshita	Director	JFE Holdings	103.244	8.400	8.400	—	—	—
	Director	JFE Engineering		94.844	60.764	19.440	9.760	4.880
Toshinori Kobayashi	Director	JFE Holdings	106.750	8.400	8.400	—	—	—
	Director	JFE Shoji		98.350	55.800	27.910	9.760	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, 2024

Internal control system			
Items		Number of companies (companies)	Number of people assigned (members)
Internal audit	Internal audit organization	60	168
Audit & Supervisory Board	Full-time Audit & Supervisory Board Members	29	34
	Dispatched Audit & Supervisory Board Members (part-time Audit & Supervisory Board member)	25	7
Cooperation of Audit & Supervisory Board members			
Items		Number of meeting held during FY2023	
Accounting auditor		10	
Internal Audit Department		8	

Compliance

■ Whistleblowing

Items	Scope	Unit	FY2021	FY2022	FY2023
Cases handled by the Corporate Ethics Hotline	JFE Holdings and operating companies	Cases	133	127	134