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(Stock Exchange Code 9065)

June 11, 2024

(Commencement date of measures for electronic provision: June 4, 2024)

To Shareholders with Voting Rights:

Kimihiro Nakamura
President (Representative Director)
Sankyu Inc.
6-7 Minatomachi, Moji-ku, Kitakyusyu-shi,
Fukuoka
Head Office: 5-23, Kachidoki, 6-chome, Chuo-
ku, Tokyo

NOTICE OF THE 115th ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

We hereby inform you that the 115th Annual General Meeting of Shareholders of Sankyu Inc. (the “Company”) will be held as described below.

The Company has, for convening this General Meeting of Shareholders, provided information contained in the reference documents for the general meeting of shareholders (Electronic Provision Measures Matters), etc. electronically. The information has been placed on the Company’s website. Please access the website to check it.

The Company’s website: <https://www.sankyu.co.jp/en/>
(Please see “NEWS” on the top page.)

In addition, the Electronic Provision Measures Matters have also been placed on the following website.

Tokyo Stock Exchange’s website: <https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>
(Enter the Company name or securities code (9065) to search, and click on “Basic information,” “Documents for public inspection/PR information,” and “Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting” to review the matters.)

If you are unable to attend the meeting, you can exercise your voting rights by mailing the Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders included in the Electronic Provision Measures Matters, and exercise your voting rights by following the Instructions for the Exercise of Voting Rights, no later than 5:30 p.m. on Tuesday, June 25, 2024, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2024 at 10:00 a.m. Japan time (Reception starts at 9:00 a.m.)
- 2. Place:** Conference room at the Company located at 5-23, Kachidoki, 6-chome, Chuo-ku, Tokyo (Please see the map of the venue for the General Meeting of Shareholders at the end of this document (Japanese version).)

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report and Consolidated Financial Statements for the Company's 115th Fiscal Year (April 1, 2023 - March 31, 2024) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 115th Fiscal Year (April 1, 2023 - March 31, 2024)

Proposals to be resolved:

- Proposal 1:** Distribution of Surplus
Proposal 2: Partial Amendment to the Articles of Incorporation
Proposal 3: Election of 11 Directors
Proposal 4: Election of 1 Audit & Supervisory Board Member
Proposal 5: Election of 1 Substitute Audit & Supervisory Board Member
Proposal 6: Revision of the Amount of Remuneration for External Directors

4. Instructions for the Exercise of Voting Rights

(1) Method for exercising voting rights

You can exercise your voting rights through one of the following three means: by attending the meeting in person, mailing the Voting Rights Exercise Form, or via the Internet.

(2) Handling of duplicate voting

If you have exercised your voting rights both by mailing the Voting Rights Exercise Form and via the Internet, only the exercise of voting rights via the Internet shall be deemed effective. If you have exercised your voting rights more than once via the Internet, only the final execution shall be deemed effective. If you attend the meeting after exercising your voting rights by mailing the Voting Rights Exercise Form or via the Internet, your voting rights shall be deemed to have been exercised at the meeting.

(3) Exercising of voting rights by a proxy

If you are unable to attend the meeting in person, another shareholder with voting rights can attend the meeting as a proxy. However, please note that it is necessary to submit the written proof of the right of proxy.

(4) Handling of case where neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form

If neither approval nor disapproval of a proposal is indicated on the Voting Rights Exercise Form, it shall be deemed a vote of approval for proposals.

- When attending the meeting in person, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- If there are any amendments to the Electronic Provision Measures Matters, the revised versions will be placed on each website on which the matters have been placed.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company recognizes stable return of profits to shareholders as one of its top management priorities and has a basic policy on profit distribution to distribute earnings based on business results while making strategic capital investments and enhancing its financial soundness for future business development.

Based on this policy, the year-end dividend for this fiscal year shall be as follows, taking into consideration business results for this fiscal year and future enhancement of business competitiveness and financial structure.

1. Items related to the year-end dividend

- (1) Items related to the allocation of dividend property to shareholders and its total amount
90 yen per common share of the Company
Total of 4,993,611,390 yen
- (2) Date the distribution of surplus comes into effect:
June 27, 2024

If this Proposal is approved as proposed, the annual dividend for this fiscal year will be 174 yen per share, including an interim dividend.

Proposal 2: Partial Amendment to the Articles of Incorporation

1. Reasons for proposal

The Articles of Incorporation of the Company shall be amended as follows to shorten the term of office of Directors from two years to one year in order to clarify the management responsibilities of Directors, to establish a management system that enables timely response to changes in the business environment, and to further strengthen corporate governance by increasing opportunities to gain confidence of shareholders.

2. Details of the amendment

The details of the amendment are as follows.

(Amendments are underlined.)



Current Articles of Incorporation	Proposed Amendment
<p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 22 (Term of Office of Directors) The term of office of Directors shall expire at the close of the annual general meeting of shareholders held for the last fiscal year ending within <u>two (2) years</u> after their election.</p>	<p>CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 22 (Term of Office of Directors) The term of office of Directors shall expire at the close of the annual general meeting of shareholders held for the last fiscal year ending within <u>one (1) year</u> after their election.</p>

Proposal 3: Election of 11 Directors


If Proposal 2 “Partial Amendment to the Articles of Incorporation” is approved and resolved, the term of office of Directors of the Company will be changed from two years to one year, and the terms of office of all 10 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. In addition, for the purpose of further strengthening a corporate governance system, we propose to increase the number of External Directors by one. Accordingly, subject to approval and resolution of Proposal 2 “Partial Amendment to the Articles of Incorporation,” the election of 11 Directors is proposed. In selecting candidates for Directors, the Company obtained recommendations from a voluntary Nomination Committee, the majority of which is composed of Independent External Directors.



The candidates are as follows:



No.	Name	Current positions	Gender	Responsibilities	Attendance at the Board of Directors' meetings
1	Kimikazu Nakamura [Reappointment]	Chairman (Representative Director)	Male	CEO	100% (14 out of 14 meetings)
2	Kimihiko Nakamura [Reappointment]	President (Representative Director)	Male	COO	100% (14 out of 14 meetings)
3	Yasuto Ago [Reappointment]	Executive Vice President (Representative Director)	Male		100% (14 out of 14 meetings)
4	Katsuaki Morofuji [Reappointment]	Senior Executive Director (Representative Director)	Male	Member of the Board, Director, Administration & ESG and in charge of Finance, CFO	100% (14 out of 14 meetings)
5	Masahiro Ohba [Reappointment]	Senior Executive Director (Representative Director)	Male	Member of the Board, Director, Business	100% (14 out of 14 meetings)
6	Nobuyuki Aoki [Reappointment]	Senior Executive Director (Representative Director)	Male	Member of the Board, Director, Area; supervising Area; and supervising Safety	100% (14 out of 14 meetings)
7	Terukazu Okahashi [Reappointment] [External Director] [Independent Director]		Male		93% (13 out of 14 meetings)
8	Makoto Ogawa [Reappointment] [External Director] [Independent Director]		Male		100% (14 out of 14 meetings)
9	Naoko Saiki [Reappointment] [External Director] [Independent Director]		Female		100% (14 out of 14 meetings)
10	Akira Takada [Reappointment] [External Director] [Independent Director]		Male		100% (10 out of 10 meetings) From the assumption of office as Director
11	Toru Ishida [New appointment] [External Director] [Independent Director]		Male		-

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
1	 Kimikazu Nakamura (September 30, 1949) (74) Male [Reappointment]	April 1973 Joined the Company June 1981 Director June 1984 Executive Director June 1985 Executive Vice President (Representative Director) March 1986 President (Representative Director) April 2016 Chairman & CEO (Representative Director) (to present) [Significant concurrent position] Not applicable	228,900
[Reason for nomination as candidate for Director and expected role] Mr. Kimikazu Nakamura has been leading business management of the Group for 30 years as President (Representative Director) since March 1986 and worked towards continuous improvement of corporate value and business development. Currently, as Chairman (Representative Director) and Chairperson of the Board of Directors, he operates the Board in an appropriate and legitimate manner, and while engaging in management of the Company, he is also working for the benefit of business associations and industry groups. The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision making on important matters for the Company and supervision of management execution as CEO by making use of extensive experiences and insights as a corporate executive in running the Group.			
2	 Kimihiro Nakamura (August 16, 1976) (47) Male [Reappointment]	April 2002 Joined the Company April 2009 General Manager, Chiba Branch May 2011 Deputy Head in charge of Corporate Planning and General Manager, Corporate Planning Dept. June 2011 Corporate Officer April 2012 Deputy Head in charge of Corporate Planning, General Manager, Corporate Planning Dept. and assistant to Member of the Board, Director, Business & Area April 2013 Supervising Area June 2013 Director & Corporate Officer April 2014 Senior Executive Director (Representative Director) Member of the Board, Director, Business & Area, and supervising Area April 2016 President & COO (Representative Director) (to present) [Significant concurrent position] Not applicable	32,500
[Reason for nomination as candidate for Director and expected role] Mr. Kimihiro Nakamura, through experience of being seconded to a securities company after joining the Company, held positions in Corporate Planning Dept. of the Company. After assuming office as Director in June 2013, he has been engaged in business execution supervising business operations and Area which is a regional business unit. Therefore, he possesses a wealth of experience in business management and corporate management of the Group. He also assumed office as President (Representative Director) in April 2016, and has worked towards continuous improvement of corporate value and business development, leading overall management. The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision making on important matters for the Group and supervision of management execution by making use of these experiences.			


No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
3	 Yasuto Ago (February 2, 1958) (66) Male [Reappointment]	April 1982 Joined NIPPON STEEL CORPORATION (currently NIPPON STEEL CORPORATION) April 2011 Executive Officer (appointed to Head of Oita Works) April 2013 Joined the Company, Executive Advisor June 2013 Director & Executive Managing Officer Assistant in charge of Corporate Planning (in charge of special assignment) July 2013 Assistant to Member of the Board, Director, Business & Area (in charge of special assignment) April 2014 Senior Executive Director (Representative Director) Member of the Board, Director, Administration and supervising Safety & Environment April 2015 Member of the Board, Director, Administration and Senior General Manager, Technical Development & Administration Division, CTO and supervising Safety & Environment April 2016 Executive Vice President (Representative Director) CTO and Senior General Manager, Technical Development & Administration Division April 2018 Executive Vice President (Representative Director) (to present)	9,100
		[Significant concurrent position] Not applicable	
[Reason for nomination as candidate for Director and expected role] Mr. Yasuto Ago came from NIPPON STEEL CORPORATION (currently NIPPON STEEL CORPORATION), a major customer of the Company, and possesses a wealth of experiences and insights in the steel business, which is the Company's core business. Since taking office as Director in June 2013, he has been responsible for carrying out various tasks such as Member of the Board, Director, Administration; Safety & Environment operations; and Technical Development & Administration operations by making use of those experiences, and is currently serving as Executive Vice President (Representative Director). The Company nominated him as a candidate for Director because we expect that he will continue to fulfill a sufficient role of decision making on important matters for the Group and supervision of management execution by making use of these experiences.			


No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
4	 Katsuaki Morofuji (April 10, 1960) (64) Male [Reappointment]	April 1983 Joined the Company April 2008 General Manager, Accounting Dept. May 2011 General Manager, Tokyo Branch April 2016 Corporate Officer for Kansai Area June 2016 Corporate Officer April 2019 Executive Managing Officer in charge of Finance, CFO June 2019 Director & Executive Managing Officer, in charge of Finance, CFO April 2022 Senior Executive Director (Representative Director) Member of the Board, Director, Administration, CFO May 2023 Senior Executive Director (Representative Director) Member of the Board, Director, Administration & ESG, CFO April 2024 Senior Executive Director (Representative Director) Member of the Board, Director, Administration & ESG and in charge of Finance, CFO (to present) [Significant concurrent position] Not applicable	4,900
<p>[Reason for nomination as candidate for Director and expected role] Mr. Katsuaki Morofuji has held positions in the business and financial divisions since he joined the Company, and assumed office as General Manager of Accounting Dept. in April 2008. In addition, he served as Corporate Officer for Kansai Area, which is the head of a regional management unit, after being a branch General Manager of a business division, and is currently serving as Senior Executive Director (Representative Director), Member of the Board, Director, Administration & ESG, in charge of Finance, CFO. He consequently possesses a wealth of experiences in finance, business operations, and management of the Company. The Company nominated him as a candidate for Director because we expect that he will fulfill a sufficient role of decision making on important matters for the Group and supervision of management execution by making use of these experiences.</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities		Number of shares of the Company held
5	 <p>Masahiro Ohba (February 27, 1957) (67) Male</p> <p>[Reappointment]</p>	<p>April 1979 April 2005 April 2008 June 2011 April 2016 October 2020 April 2022 June 2022</p>	<p>Joined the Company General Manager, Plant Maintenance Administration Dept., Plant Engineering Services (“PE”) Division General Manager, Shunan Branch Corporate Officer; Deputy General Manager, PE Division; and General Manager, Plant Maintenance Services Sub-Division Executive Managing Officer Deputy General Manager, PE Division; General Manager, Plant Maintenance Services Sub-Division; and General Manager, Plant Maintenance Administration Dept. General Manager, PE Division; and General Manager, Plant Maintenance Services Sub-Division Member of the Board, Executive Managing Officer in Business (to present) Senior Executive Director (Representative Director) (to present)</p> <p>[Significant concurrent position] Not applicable</p>	4,300
<p>[Reason for nomination as candidate for Director and expected role] Mr. Masahiro Ohba has extensive experience in business operations. He assumed key positions in the PE Division, the Company's core business. He served as branch manager and Senior General Manager; and currently serves as Member of the Board, Director, Business. The Company nominated him as a candidate for Director because we expect that he will fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.</p>				
6	 <p>Nobuyuki Aoki (June 26, 1958) (66) Male</p> <p>[Reappointment]</p>	<p>April 1982 March 2008 April 2012 April 2016 June 2016 April 2022 June 2022 April 2023</p>	<p>Joined the Company Transferred to SANKYU S.A. (Brazil) General Manager, Kimitsu Branch Corporate Officer, Eastern Japan Area Corporate Officer Executive Managing Officer Member of the Board, Executive Managing Officer in Area; supervising Area; and supervising Safety & Environment Senior Executive Director (Representative Director) (to present) Member of the Board, Director, Area; supervising Area; and supervising Safety (to present)</p> <p>[Significant concurrent position] Not applicable</p>	7,500
<p>[Reason for nomination as candidate for Director and expected role] Mr. Nobuyuki Aoki has extensive experience in business operations of Area. He was involved in our mainstay steel business and engaged in steelmaking operations in Brazil. He then served as branch manager and Corporate Officer for Eastern Japan Area, the head of a regional management unit, and currently serves as Member of the Board, Director, Area. The Company nominated him as a candidate for Director because we expect that he will fulfill a sufficient role of decision-making on important matters for the Group and supervision of management execution by making use of these experiences.</p>				

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
7	 <p>Terukazu Okahashi (November 25, 1949) (74) Male</p> <p>[Reappointment] [External Director] [Independent Director]</p>	<p>April 1972 Joined Mitsui & Co., Ltd. April 2006 Managing Officer, Deputy General Manager, Osaka Office, Mitsui & Co., Ltd. April 2009 President and CEO, Mitsui & Co. (Canada) Ltd. March 2011 Retired from Mitsui & Co. (Canada) Ltd. May 2011 Advisor, Seiko Holdings Corporation June 2014 External Director, the Company (to present)</p> <p>[Significant concurrent position] Outside Director, Infomart Corporation Outside Director, Mercuria Investment Co., Ltd.</p>	0
<p>[Reason for nomination as candidate for External Director and expected role] Mr. Terukazu Okahashi has served as President and CEO of Mitsui & Co. (Canada) Ltd., etc. and provided useful advice to the Company's management based on his extensive experience and deep insight as a global corporate executive. The Company nominated him as a candidate for External Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director. [Years of service as External Director]: 10 years (as of the conclusion of this Annual General Meeting of Shareholders)</p>			
8	 <p>Makoto Ogawa (March 24, 1961) (63) Male</p> <p>[Reappointment] [External Director] [Independent Director]</p>	<p>April 1983 Joined the Ministry of Labour (currently Ministry of Health, Labour and Welfare) June 2016 Secretariat, Central Labour Relations Commission, Ministry of Health, Labour and Welfare July 2017 Director-General, Employment Security Bureau, Ministry of Health, Labour and Welfare July 2018 Retired from the Ministry of Health, Labour and Welfare June 2020 External Director, the Company (to present)</p> <p>[Significant concurrent position] Not applicable</p>	0
<p>[Reason for nomination as candidate for External Director and expected role] Mr. Makoto Ogawa is a former bureaucrat of the Ministry of Labor (currently the Ministry of Health, Labour and Welfare) He has served in several important positions, including the Director-General of the Employment Security Bureau. With his extensive experience in labor administration and deep insight, he has been providing useful advice in a wide range of areas of the Company, including human resources, labor management, safety, and health. The Company nominated him as a candidate for External Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director. [Years of service as External Director]: 4 years (as of the conclusion of this Annual General Meeting of Shareholders)</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
9	 <p data-bbox="213 600 414 837"> Naoko Saiki (October 11, 1958) (65) Female [Reappointment] [External Director] [Independent Director] </p>	<p data-bbox="459 277 1289 613"> April 1982 Joined the Ministry of Foreign Affairs July 2014 Director-General, Economic Affairs Bureau; Councillor, Cabinet Secretariat (Japanese Government's TPP Headquarters) October 2015 Director-General, International Legal Affairs Bureau July 2017 Director-General, Foreign Service Training Institute January 2019 Retired from the Ministry of Foreign Affairs April 2020 Visiting Professor, Graduate School of Public Policy, The University of Tokyo June 2022 External Director, the Company (to present) April 2023 Special Assistant to the Minister for Foreign Affairs (to present) </p> <p data-bbox="459 676 1241 792"> [Significant concurrent position] Outside Director, Sojitz Corporation Outside Director, Komatsu Ltd. Outside Member of the Board of Directors, Development Bank of Japan Inc. </p>	0
<p data-bbox="197 878 1465 1146"> [Reason for nomination as candidate for External Director and expected role] Ms. Naoko Saiki is a former bureaucrat of the Ministry of Foreign Affairs. She has served in several important positions, including the Director-General of the Economic Affairs Bureau and the Director-General of the International Legal Affairs Bureau. After retiring from the Ministry of Foreign Affairs, she has continued to serve as an outside director of other companies and participate in and contribute to academic and cultural organizations. She has been providing to the Company useful advice in a broad range of fields based on her extensive experience and deep insight accumulated through her active role as a front-line diplomat. The Company nominated her as a candidate for External Director because we expect that she will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director. [Years of service as External Director]: 2 years (as of the conclusion of this Annual General Meeting of Shareholders) </p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
10	 <p data-bbox="217 600 411 712">Akira Takada (January 3, 1958) (66) Male</p> <p data-bbox="197 752 430 837">[Reappointment] [External Director] [Independent Director]</p>	<p data-bbox="456 277 1284 427">April 1981 Nomura Securities Co., Ltd. December 2001 General Manager, IB Consulting Office April 2012 Director, Nomura Investor Relations Co., Ltd. March 2018 Full-time Auditor, TRUSCO NAKAYAMA CORPORATION June 2023 External Director, the Company (to present)</p> <p data-bbox="456 461 790 517">[Significant concurrent position] Not applicable</p>	0
<p data-bbox="197 875 986 902">[Reason for nomination as candidate for External Director and expected role]</p> <p data-bbox="197 904 1465 1115">Mr. Akira Takada, after joining Nomura Securities Co., Ltd., held positions of Director of the Nomura Securities' group companies. Therefore, he has a wealth of experiences and deep insights as a management executive, as well as extensive experience as a consultant with regard to establishment of relationships among an issuing company, capital markets, and investors, based on which he has been providing useful advice to the Company. The Company nominated him as a candidate for External Director because we expect that he will continue to fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director.</p> <p data-bbox="197 1120 1394 1146">[Years of service as External Director]: 1 year (as of the conclusion of this Annual General Meeting of Shareholders)</p>			

No.	Name (Date of birth) (Age)	Past experience, positions and responsibilities	Number of shares of the Company held
11	 <p>Toru Ishida (November 1, 1952) (71) Male</p> <p>[New appointment] [External Director] [Independent Director]</p>	<p>April 1975 Entered Ministry of International Trade and Industry (currently Ministry of Economy, Trade and Industry)</p> <p>April 2000 Executive Secretary to the Prime Minister</p> <p>July 2002 Deputy Director-General for Policy Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>July 2003 Director General for Policy Planning and Coordination, Minister's Secretariat, Ministry of Economy, Trade and Industry</p> <p>September 2005 Director-General, Trade and Economic Cooperation Bureau, Ministry of Economy, Trade and Industry</p> <p>July 2007 Director-General, Industrial Science and Technology Policy and Environment Bureau, Ministry of Economy, Trade and Industry</p> <p>July 2008 Commissioner, Agency for Natural Resources and Energy, Ministry of Economy, Trade and Industry</p> <p>August 2010 Retired from the Ministry of Economy, Trade and Industry</p> <p>January 2011 Advisor, Tokyo Electric Power Company, Incorporated</p> <p>September 2011 Joined the Company, Executive Advisor</p> <p>June 2013 Director, Japan Alcohol Trading Co., LTD</p> <p>June 2014 Vice President, Japan Alcohol Trading CO., LTD</p> <p>December 2015 President, The Japan Chamber of Commerce and Industry (to present) President, The Tokyo Chamber of Commerce and Industry (to present)</p> <p>August 2016 Retired from the Company</p> <p>June 2018 Outside Corporate Auditor, Mitsui Mining & Smelting Co., Ltd. (to present)</p> <p>[Significant concurrent position] President, The Japan Chamber of Commerce and Industry and The Tokyo Chamber of Commerce and Industry Outside Corporate Auditor, Mitsui Mining & Smelting Co., Ltd.</p>	0
<p>[Reason for nomination as candidate for External Director and expected role] Mr. Toru Ishida is a former bureaucrat of the Ministry of Economy, Trade and Industry, and has served in several important positions, including Commissioner of Agency for Natural Resources and Energy. From December 2015, he contributed to the development of corporations and regions as President of The Japan Chamber of Commerce and Industry and The Tokyo Chamber of Commerce and Industry. The Company nominated him as a candidate for External Director because we expect that he will fulfill a sufficient role of decision-making on important matters for the Board of Directors and supervision of management execution from an independent and objective standpoint as External Director by making use of these experiences and knowledge in the field of natural resources and energy, among others.</p>			

(Notes)

1. The age of each candidate is the full age as of the conclusion of this Annual General Meeting of Shareholders.
2. There are no special interests between each candidate and the Company.
3. Matters regarding the candidates for External Director are as follows.
 - (1) The Company has entered into an agreement with Mr. Terukazu Okahashi, Mr. Makoto Ogawa, Ms. Naoko Saiki and Mr. Akira Takada to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. Upon approval of this proposal, the Company intends to continue with the said agreements with the four individuals and newly conclude the said agreement with Mr. Toru Ishida. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations if they have performed their duties in good faith and without gross negligence.
 - (2) The Company registered Mr. Terukazu Okahashi, Mr. Makoto Ogawa, Ms. Naoko Saiki and Mr. Akira Takada as Independent Directors with the Tokyo Stock Exchange and Fukuoka Stock Exchange. If the election of the four individuals is approved in this proposal, they will continue to serve as Independent Directors. If the election of Mr. Toru Ishida is approved, the Company will register him as Independent Director with Tokyo Stock Exchange and Fukuoka Stock Exchange.

4. The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Directors as the insured to allow the Company to secure superior human resources and to prevent the diminishment of execution of duties. The said insurance contract will be renewed in October 2024. Upon approval of this proposal, reappointed Directors will continuously, and newly appointed one newly become the insured under the insurance contract.

Outline of D&O insurance contract


- 1) Actual proportion of the premiums borne by the insured:
The insurance premium of insureds is fully borne by the Company.
- 2) Outline of insurance incidents to be covered by the contract:
 - Where a claim for damages is submitted against a director or an officer by a third party alleging that he or she caused damage to the third party
 - Where a claim for damages is submitted against a director or an officer by the Company alleging he or she caused damage to the Company as a result of shareholder derivative actions

Proposal 4: Election of 1 Audit & Supervisory Board Member

Audit & Supervisory Board Member Mr. Misao Nonaka offered to resign as Audit & Supervisory Board Member at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Audit & Supervisory Board Member is proposed.

The Audit & Supervisory Board has given its approval to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth) (Age)	Past experience and positions		Number of shares of the Company held
 <p>Toshio Yuki (June 10, 1959) (65) Male</p> <p>[New appointment]</p>	<p>April 1983 May 2009 January 2012 January 2012 April 2016 June 2016 April 2019 June 2021 April 2024</p> <p>[Significant concurrent positions] Not applicable</p>	<p>Joined the Industrial Bank of Japan (currently Mizuho Bank, Ltd.) (Transferred to) Mizuho Securities Co., Ltd. as General Manager, International Business Department Joined the Company (Transferred to) SANKYU SOUTHEAST ASIA HOLDINGS PTE. LTD. In charge of Corporate Planning, the Company Director Director & Executive Managing Officer Executive Managing Officer Corporate Officer, Assistant to CFO who is Member of the Board, Director, Administration & ESG and in charge of Finance (to present)</p> <p>7,800</p>	
<p>[Reason for nomination as candidate for Audit & Supervisory Board Member] Mr. Toshio Yuki has deep insights related to finance and has served as Director of an overseas subsidiary of the Company for four years. Having served as a person in charge of Corporate Planning for eight years from April 2016, he has a wealth of experience in the Company's business and management. The Company nominated him as a candidate for Audit & Supervisory Board Member as we expect that he will audit the execution of duties of the Company's Directors from an objective position as Audit & Supervisory Board Member by making use of these experiences.</p>			

(Notes)

1. The age of the candidate is the full age as of the conclusion of this Annual General Meeting of Shareholders.
2. There are no special interests between the candidate and the Company.
3. The Company has entered into an agreement with Audit & Supervisory Board Members to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. Upon approval of this proposal, the Company intends to newly conclude the said agreement with Mr. Toshio Yuki. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations if he has performed his duties in good faith and without gross negligence.
4. The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Audit & Supervisory Board Members as the insured to allow the Company to secure superior human resources and to prevent the diminishment of execution of the duties. The said insurance contract will be renewed in October 2024. If this proposal is approved, the newly appointed Audit & Supervisory Board Member will newly become the insured.


Outline of D&O insurance contract

 - 1) Actual proportion of the premiums borne by the insured:
The insurance premium of insureds is fully borne by the Company.
 - 2) Outline of insurance incidents to be covered by the contract:
 - Where a claim for damages is submitted against a director or an officer by a third party alleging that he or she caused damage to the third party
 - Where a claim for damages is submitted against a director or an officer by the Company alleging he or she caused damage to the Company as a result of shareholder derivative actions

Proposal 5: Election of 1 Substitute Audit & Supervisory Board Member

The effectiveness of the election of Mr. Yoshihiro Nishi, the Substitute Audit & Supervisory Board Member appointed at the 113th Annual General Meeting of Shareholders held on June 24, 2022, will expire at the beginning of this Annual General Meeting of Shareholders. The Company proposes the election of 1 Substitute Audit & Supervisory Board Member in preparation for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations. The effectiveness of the election of the Substitute Audit & Supervisory Board Member under this proposal may be cancelled based on the resolution of the Board of Directors, provided such cancellation is done prior to the assumption of office and with the consent of the Audit & Supervisory Board. The Audit & Supervisory Board has given its approval to this proposal.

The candidate for Substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth) (Age)	Past experience and positions	Number of shares of the Company held
 <p data-bbox="204 1099 368 1218">Yoshihiro Nishi (May 4, 1972) (52) Male</p> <p data-bbox="193 1261 379 1346">[External Audit & Supervisory Board Member]</p> <p data-bbox="220 1355 352 1413">[Independent Auditor]</p>	<p data-bbox="416 790 1259 909">December 2008 Lawyer registration (Dai-Ichi Tokyo Bar Association) January 2009 Joined Daiichi Kyodo Law Office (to present) June 2016 Substitute Audit & Supervisory Board Member, the Company (to present)</p> <p data-bbox="416 949 743 1005">[Significant concurrent positions] Attorney-at-law</p>	0
<p data-bbox="164 1424 1023 1447">[Reason for nomination as candidate for Substitute Audit & Supervisory Board Member]</p> <p data-bbox="164 1453 1434 1601">Although Mr. Yoshihiro Nishi has never been directly involved in corporate management as Director or Audit & Supervisory Board Member, he is qualified as a person with legal knowledge required by Principle 4.11 of the Corporate Governance Code and has extensive experience as an attorney-at-law. The Company nominated him as a candidate for Substitute Audit & Supervisory Board Member as we expect that he will fulfill a sufficient role from an independent and objective standpoint if his election as External Audit & Supervisory Board Member is approved.</p>		

(Notes)

1. The age of the candidate is the full age as of the conclusion of this Annual General Meeting of Shareholders.
2. There are no special interests between the candidate and the Company.
3. Mr. Yoshihiro Nishi, a candidate for Substitute Audit & Supervisory Board Member, is a candidate for External Audit & Supervisory Board Member.
4. If Mr. Yoshihiro Nishi assumes office as External Audit & Supervisory Board Member, the Company intends to enter into an agreement with him to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreement is the amount stipulated by laws and regulations if he has performed his duties in good faith and without gross negligence.
5. The Company registered External Audit & Supervisory Board Member as Independent Director/Auditor with the Tokyo Stock Exchange and Fukuoka Stock Exchange. The Company intends to register Mr. Yoshihiro Nishi as Independent Auditor with the Tokyo Stock Exchange and Fukuoka Stock Exchange, if he assumes office as External Audit & Supervisory Board Member due to a shortfall in the number of Audit & Supervisory Board Members

prescribed by laws and regulations after his election has been approved as proposed in this Proposal.

6. The Company has entered into a directors and officers liability insurance contract (D&O insurance) with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act, naming all Audit & Supervisory Board Members as the insured to allow the Company to secure superior human resources and to prevent the diminishment of execution of the duties. The said insurance contract will be renewed in October 2024. If Mr. Yoshihiro Nishi assumes office as External Audit & Supervisory Board Member due to a shortfall in the number of Audit & Supervisory Board Members prescribed by laws and regulations after his election has been approved as proposed in this Proposal, he will newly become the insured.

Outline of D&O insurance contract

- 1) Actual proportion of the premiums borne by the insured:

The insurance premium of insureds is planned to be fully borne by the Company.

- 2) Outline of insurance incidents to be covered by the contract:

- Where a claim for damages is submitted against a director or an officer by a third party alleging that he or she caused damage to the third party
- Where a claim for damages is submitted against a director or an officer by the Company alleging he or she caused damage to the Company as a result of shareholder derivative actions

Proposal 6: Revision of the Amount of Remuneration for External Directors

With the approval at the 107th Annual General Meeting of Shareholders held on June 28, 2016, the maximum amount of remuneration, etc. for Directors of the Company was set at 1,200 million yen per year (of which, 60 million yen per year is for External Directors), and the amount has remained the same until today. In response to an increase in the number of External Directors for the purpose of further strengthening a corporate governance system, among other reasons, we seek approval for the revision of the maximum amount of remuneration, etc. for Directors to 1,200 million yen per year (of which, 200 million yen per year is for External Directors). This proposal was deliberated by a voluntary Remuneration Committee, the majority of which is composed of Independent External Directors, in light of the composition of officers in the future. The proposal was then resolved by the Board of Directors, following recommendations from the said Committee. Therefore, we deem the contents of the proposal to be appropriate.

As with the past, the amount of remuneration, etc. for Directors shall not include employee salary portion for a Director who concurrently serves as an employee. The current number of Directors is 10 (including 4 External Directors). If Proposal 3 is approved as originally proposed, the number of Directors will become 11 (including 5 External Directors).

Reference

The following table shows the composition of the Board of Directors and the Audit & Supervisory Board (skill matrix) in the event that the proposals for the election of Directors and Audit & Supervisory Board Members are approved.

The Company's Board of Directors and Audit & Supervisory Board are comprised of Directors and Audit & Supervisory Board Members who are rich in diversity with high sense of ethics, sense of fairness, and integrity, etc., in addition to expected expertise and experience (skills). To nominate a candidate for Director, the composition and necessary skills are discussed at a voluntary Nomination Committee.

	Director	Independent Director	Expertise and Experience the Company expects Directors to have								
			Corporate management	Finance and accounting	Global	Technology /Development /Quality	IT /Digital	Personnel /Labor /Safety	Risk management /Compliance	Capital market	ESG
Board of Directors	1) Kimikazu Nakamura		•			•		•			
	2) Kimihiro Nakamura		•					•		•	•
	3) Yasuto Ago		•			•	•	•			•
	4) Katsuaki Morofuji		•	•				•			•
	5) Masahiro Ohba		•		•			•			
	6) Nobuyuki Aoki		•		•			•			
	7) Terukazu Okahashi	•	•		•				•		
	8) Makoto Ogawa	•						•	•		
	9) Naoko Saiki	•			•			•	•		•
	10) Akira Takada	•	•	•					•	•	
	11) Toru Ishida	•	•				•		•		•

	Audit & Supervisory Board Member	Independent Auditor	Expertise and Experience the Company expects Audit & Supervisory Board Members to have				
			Finance and accounting	Legal and attorney-at-law	Knowledge of financial industry	Knowledge of audit firm	Knowledge of the Company's business
Audit & Supervisory Board	1) Toshio Yuki				•		•
	2) Yoshiteru Tsuji		•		•		
	3) Ryuzo Shiraha	•	•			•	
	4) Kunio Shimada	•		•			

* The above table does not represent all the expertise and experience possessed by the Directors and Audit & Supervisory Board Members.