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Securities code: 4832

June 6, 2025

Start of electronic provision: May 27, 2025

To Shareholders with Voting Rights:

Tetsuo Oki
Representative Director, President and CEO
JFE Systems, Inc
1-2-3, Shibaura, Minato-ku, Tokyo, Japan

Notice of the 42nd Ordinary 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 42nd Ordinary General Meeting of Shareholders of JFE Systems, Inc (the “Company”) will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken electronic provision measures, which provide information contained in the Reference Materials, etc. for the General Meeting of Shareholders (the “matters subject to electronic provision measures”) in electronic format, and has posted this information on the following websites.

Our website

https://www.jfe-systems.com/ir/stock/sto_soukai/index.html (available in Japanese only)

The information is also posted on the following internet website

<https://d.sokai.jp/4832/teiji/>

Tokyo Stock Exchange (TSE) website

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>

Please access the TSE website above, enter our securities code “4832,” click on “Search” to find search results, and then, click on “Basic information” and “Documents for public inspection/PR information” in this order.

If not attending the Meeting, you may exercise your voting rights by either of the methods described below.

Please review the Reference Materials for the General Meeting of Shareholders published in matters subject to electronic provision measures and exercise your voting rights.

[When exercising voting rights in writing]

Please indicate your approval or disapproval of each Proposal on the enclosed Voting Rights Exercise Form and return it so that it can reach us no later than the deadline shown below.

[When exercising voting rights via electronic or magnetic means (the internet, etc.)]

In accordance with “Guide to Exercising Your Voting Rights Via the Internet, etc.” (Japanese version only), please exercise your voting rights no later than the deadline shown below.

Deadline for exercising your voting rights: 5:00 p.m. (JST) on June 23, 2025 (Monday)

1. **Date and Time:** Tuesday, June 24, 2025, 10:00 a.m. (JST)
2. **Venue:** Otemachi Sankei Plaza Room 311~Room 312, Tokyo Sankei Bldg. 3F,
1-7-2 Otemachi, 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 42nd term (from April 1, 2024, to March 31, 2025)
 2. Non-consolidated Financial Statements for the 41st term (from April 1, 2024, to March 31, 2025)

Item to be resolved

Company Proposals (Proposals 1 to 4)

Proposal 1: Appropriation of Surplus

Proposal 2: Election of Six (6) Directors

Proposal 3: Election of One (1) Audit & Supervisory Board Member

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

Shareholder Proposals (Proposals 5 and 6)

Proposal 5: Partial Amendments to the Articles of Incorporation

Proposal 6: Partial Amendments to the Articles of Incorporation

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.
- (2) When you exercise your voting rights both in writing and via electromagnetic means (the internet, etc.), the voting rights exercised via the electromagnetic means shall be deemed and treated as a valid vote.
- (3) When you exercise your voting rights twice or more via electromagnetic means (the internet, etc.), the voting rights exercised last shall be deemed and treated as a valid vote.
- (4) Please note that any votes exercised without expressing a vote for or against a specific proposal will be counted as "for" the company's proposals and "against" the shareholder's proposals.

1. When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. You may exercise your voting rights by proxy by delegating your voting rights to one shareholder who holds voting rights, as provided for in the Articles of Incorporation.
3. If any changes or modifications arise to matters subject to electronic provision measures, please note that the modifications will be posted on the respective websites where the information is published.
4. The documents submitted to shareholders who have requested delivery of the documents do not include the following items, pursuant to the provisions of laws and regulations and the Articles of Incorporation of the Company. Therefore, the said documents are part of the documents audited by the Audit & Supervisory Board Members and the Accounting Auditor when preparing their Audit Reports.
 - "Notes to Consolidated Financial Statements" in Consolidated Financial Statements
 - "Notes to Non-consolidated Financial Statements" in Non-consolidated Financial Statements

Reference Materials for the General Meeting of Shareholders

Proposal and Reference Matters:

Company Proposals (Proposals 1 to 4)

Proposal 1: Appropriation of Surplus

Regarding the appropriation of the surplus, the Company proposes as follows:

Matters concerning the year-end dividend:

Our basic policy is to distribute profits by comprehensively considering the profit level, reinvestment plans, and financial condition, with a target payout ratio of 35%. Based on the full-year performance, we would like to announce the following year-end dividend for this fiscal year.

- (1) Type of dividend property Cash
- (2) Allotment of dividend property to the shareholders and total amount of dividends
 71yen per share of common stock of the Company Total amount: 1,115,045,202 yen

As an interim dividend of 51 yen per share was paid, the dividend of surplus through the fiscal year under review is 122 yen per share.

- (3) Effective date of dividend of surplus June 25, 2025

Proposal 2: Election of Six (6) Directors

The terms of six (6) Directors will expire at the conclusion of this Meeting. Accordingly, the Company proposes to elect six (6) Directors. If this proposal is approved as originally proposed, our Board of Directors will consist of four (4) internal directors and two (2) independent outside directors, including one female director.

The candidates for Director are as follows:

| No. | Name | Gender | Positions and significant concurrent posts | shares held |
|-----|---|--------|--|-------------|
| 1 | Tetsuo Oki (March 12, 1961) (Reappointment) | Male | Representative Director, President and CEO Director, Chairman of JFE ComService Co., Ltd Representative Director, Vice chairman of IAF Consulting Inc. | 7,000 |
| 2 | Yukio Arai (October 10, 1966) (New) | Male | Managing Executive Officer | 1,500 |
| 3 | Yoshihiro Misawa (December 2, 1966) (New) | Male | Managing Executive Officer Director of IAF Consulting Inc. | 800 |
| 4 | Takehiro Yazaki (November 11, 1968) (New) | Male | Executive Officer | 100 |
| 5 | Toshiro Takeda (September 17, 1960) (Reappointment, Independent outside) | Male | Director | 4,300 |
| 6 | Masayo Hobo (July 22, 1960) (Reappointment, Independent outside) | Female | Director Director of CMC corporation. Director of Vacan, Inc. | 100 |

Notes: 1. There are no special interests between any of the candidates and the Company.

2. Director candidates Mr. Toshiro Takeda and Ms. Masayo Hobo are candidates for Outside Director.
3. Director candidate Mr. Toshiro Takeda will have served as Outside Director of the Company for three years at the conclusion of this Meeting. And Director candidate Ms. Masayo Hobo will have served as Outside Director of the Company for two years at the conclusion of this Meeting.
4. Director candidates Mr. Toshiro Takeda and Ms. Masayo Hobo are also candidates for Independent Director as stipulated under the regulations of the Tokyo Stock Exchange.
5. There are no business relationships between the Company and any entities where Mr. Toshiro Takeda previously served as an executive officer. And there are no business relationships between The Company and CMC Corporation or Vacan, Inc., where Mr. Masayo Hobo currently serves as a director, nor with any entities where he has served as an executive officer in the past ten years.
6. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Toshiro Takeda and Ms. Masayo Hobo to limit their liability for damages under Article 423, Paragraph 1 of the same Act to the higher of 1 million yen or the amount stipulated by law. If Mr. Toshiro Takeda and Ms. Masayo Hobo are reappointed, the Company plans to continue these agreements with them.
7. The Company has entered into a directors and officers liability insurance contract that covers all directors and auditors. If this proposal is approved as originally proposed and all directors assume their positions, they will be insured under this insurance contract. This insurance contract covers damages arising from the directors and officers being held liable for the execution of their duties or from claims made against them in connection with the pursuit of such liability. However, there are certain exemptions, such as damages arising from acts committed with the knowledge that they were in violation of laws and regulations.

(For Reference) Directors' Skill Matrix

The skill matrix of the directors, in the event that Proposal 2 is approved as originally proposed at this General Meeting, is as follows.

| Name | Positions | Gender | Age | Knowledge, Experience and Abilities of Each Candidate for Director | | | | | |
|------------------|--|--------|-----|--|----|------------------|---------------------|----------------------|------------------|
| | | | | Corporate management | DX | Technology of IT | ESG /Sustainability | Financial accounting | M&A/New business |
| Tetsuo Oki | Representative Director, President and CEO | Male | 64 | ○ | | | ○ | ○ | ○ |
| Yukio Arai | Director, Managing Executive Officer | Male | 58 | ○ | ○ | ○ | ○ | | |
| Yoshihiro Misawa | Director, Managing Executive Officer | Male | 58 | ○ | ○ | ○ | ○ | | |
| Takehiro Yazaki | Director, Executive Officer | Male | 56 | ○ | ○ | ○ | ○ | | |
| Toshiro Takeda | Independent Outside Director | Male | 64 | ○ | | | ○ | ○ | ○ |
| Masayo Hobo | Independent Outside Director | Female | 64 | ○ | ○ | ○ | ○ | | ○ |

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The terms of one (1) Audit & Supervisory Board Member will expire at the conclusion of this Meeting. Accordingly, the Company proposes to elect one (1) Audit & Supervisory Board Member.

In addition, the Audit & Supervisory Board has given its consent to the submission of this proposal to the Meeting.

The candidates for Director are as follows:

| No. | Name | Gender | Positions and significant concurrent posts | shares held |
|-----|--|--------|--|-------------|
| 1 | Takehiro Matsui (March 16, 1963) (Reappointment, outside) | Male | Audit & Supervisory Board Member Audit & Supervisory Board Member of JFE ComService Co., Ltd Audit & Supervisory Board Member of IAF Consulting Inc. | 1,600 |

- Notes:
1. There are no special interests between Mr. Takehiro Matsui and the Company.
 2. Mr. Takehiro Matsui is a candidate for Outside Audit & Supervisory Board Member.
 3. Audit & Supervisory Board Member candidate Mr. Takehiro Matsui will have served as Outside Audit & Supervisory Board Member of the Company for Four years at the conclusion of this Meeting.
 4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into agreements with Mr. Takehiro Matsui to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the higher of 1 million yen or the amount stipulated by law. If Mr. Takehiro Matsui is reappointed, the Company plans to continue these agreements with him.
 5. The Company has entered into a directors and officers liability insurance contract that covers all directors and auditors. If this proposal is approved as originally proposed and Mr. Takehiro Matsui assumes his position, he will be insured under this insurance contract. This insurance contract covers damages arising from the directors and officers being held liable for the execution of their duties or from claims made against them in connection with the pursuit of such liability. However, there are certain exemptions, such as damages arising from acts committed with the knowledge that they were in violation of laws and regulations.

Proposal 4: Election of One (1) Substitute Audit & Supervisory Board Member

In order to prepare for cases where there is a shortfall in the number of Audit & Supervisory Board Members prescribed by laws and regulations, the Company proposes to elect one (1) Substitute Audit & Supervisory Board Member.

In addition, the Audit & Supervisory Board has given its consent to the submission of this proposal to the Meeting.

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

| No. | Name | Gender | Positions and significant concurrent posts | shares held |
|-----|--|--------|--|-------------|
| 1 | Shuichi Nagaoka (November 3, 1976) (outside) | Male | Lawyer City-Yuwa Partners | 0 |

- Notes:
1. There are no special interests between Mr. Shuichi Nagaoka and the Company.
 2. Mr. Shuichi Nagaoka is a candidate for Substitute Outside Audit & Supervisory Board Member.
 3. Although he has no past experience of being involved in corporate management other than being an outside officer, for the reasons stated above, the Company believes that he will be able to appropriately perform her duties as Outside Audit & Supervisory Board Member.
 4. To ensure that Mr. Shuichi Nagaoka can fully perform his expected role as an outside auditor, if he assumes the position of auditor, the Company plans to enter into an agreement with him in accordance with Article 427, Paragraph 1 of the Companies Act,

to limit his liability for damages under Article 423, Paragraph 1 of the same Act to the higher of 1 million yen or the amount stipulated by law.

5. The Company has entered into a directors and officers liability insurance contract that covers all directors and auditors. If this proposal is approved as originally proposed and Mr. Shuichi Nagaoka assumes his position, he will be insured under this insurance contract. This insurance contract covers damages arising from the directors and officers being held liable for the execution of their duties or from claims made against them in connection with the pursuit of such liability. However, there are certain exemptions, such as damages arising from acts committed with the knowledge that they were in violation of laws and regulations.

Shareholder Proposals (Proposal 5 and Proposal 6)

Proposals 5 and 6 were proposed by one shareholder. The content of the proposal and the reasons for it are described verbatim as submitted by the proposing shareholder.

Proposal 5: Partial amendments to the Articles of Incorporation (Prohibition of Depositing or Lending Money to Shareholders Other Than Financial Institutions)

<Proposal Content>

The following provisions shall be added to the Articles of Incorporation of the Company.

Chapter 7: Other

(Prohibition of Depositing or Lending Money to Shareholders Other Than Financial Institutions)

Article 41: The Company shall not deposit money to shareholders, except banks, trust banks, and other financial institutions, or lend money to them unless it is deemed necessary for specific business purposes.

<Reasons for Proposal>

At the general meeting of shareholders on June 24, 2022, the president explained that the Company's cost of capital (WACC) is 6%. Despite this, the Company has joined the parent company's cash management system (CMS) and deposited funds at an interest rate below the cost of capital. This lacks economic rationality and may damage the Company's value.

Deposits have been recorded on the balance sheet for a long period of time until the end of the second quarter of fiscal year 2024, and it is believed that the funds contributed to the parent company's cash flow.

Although the deposit balance is zero as of the end of 2024, it remains in CMS, and the status as of the end of March 2025 is unknown. Providing such economic benefits to specific shareholders may violate the principle of shareholder equality under the Companies Act and Principle 1 of the Corporate Governance Code. In order to protect the interests of minority shareholders and ensure management independence, we propose to amend the Articles of Incorporation.

Opinion of the Board of Directors

The Company's Board of Directors opposes this proposal.

(Reasons for opposition)

We believe that there is no need to establish new provisions regarding the management of cash on hand in the Articles of Incorporation, which are the fundamental principles of a company, and that it would be inappropriate to do so.

Furthermore, we have determined that a cash management system (CMS) is an effective means of managing temporary surplus funds in terms of safety, efficiency and convenience, and we believe that its use is reasonable. However, in light of the current situation in which some shareholders have doubts, we are not currently using a CMS.

Proposal 6: Partial amendments to the Articles of Incorporation (Disclosure of financial transaction information with specific shareholders)

*If Proposal 5 is passed, this proposal will be withdrawn.

<Proposal content>

The following provisions shall be added to the Articles of Incorporation of the Company.

Chapter 7: Other

(Disclosure of financial transaction information with specific shareholders)

Article 41: The Company shall disclose to shareholders by the Ordinary General Meeting of Shareholders the average balance and interest rate during the fiscal year for deposits or loans of money made with the parent company or its group companies, excluding banks, trust banks, and other financial institutions.

*"Parent company or its group companies" refers to shareholders (and their parent companies, subsidiaries, and affiliates) that directly or indirectly hold 10% or more of the voting rights of the Company's issued shares.

<Reasons for proposal>

The Company has joined the parent company's cash management system and has deposited funds at an interest rate below the cost of capital (WACC). Although the deposit balance was zero as of the end of 2024, it remained in the system and may have continued to meet the financial needs of the parent company, etc. during the fiscal year. Securities reports only disclose the balance at the beginning and end of the term, so there is concern that, for example, even if the balance is zero on the last day of the term, deposits may continue on other days. Furthermore, it cannot be denied that cash and deposits that are separate from deposits at the end of the term may be used as deposits at other times. In order for shareholders to judge the appropriateness of fund management, information on the average balance and interest rate throughout the year is essential. In order to ensure the fairness and transparency of shareholders, we propose changing this Articles of Incorporation.

Opinion of the Board of Directors

The Company's Board of Directors opposes this proposal.

(Reasons for opposition)

We believe that there is no need to add a new clause to the Articles of Incorporation, which are the fundamental principles of a company, requiring disclosure of the specific management status of cash on hand, and that it would be inappropriate.

Furthermore, we have determined that a cash management system (CMS) is an effective means of managing temporary surplus funds in terms of safety, efficiency and convenience, and we believe that its use is reasonable. However, in light of the current situation in which some shareholders have doubts, we are not currently using a CMS.