

OSAKA STEEL CO., LTD.

Notice of the 47th General Meeting of Shareholders

OSAKA STEEL CO., LTD.

1-9-3 Minami Okajima, Taisho-ku, Osaka, Japan 541-0045

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(Stock Exchange Code 5449)

June 3, 2025

(Start Date of Measures for Electronic Provision: June 2, 2025)

To Shareholders with Voting Rights:

Junichi Tani

Representative Director and President

OSAKA STEEL CO., LTD.

3-6-1 Doshomachi, Chuo-ku, Osaka

NOTICE OF CONVOCAATION OF THE 47TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

It is our pleasure to inform you of the 47th Annual General Meeting of Shareholders of OSAKA STEEL CO., LTD. (the “Company”). The meeting will be held as described below.

In convening this Meeting, the Company has taken measures for the electronic provision and posted the matters subject to measures for electronic provision on the following website as “Notice of the 47th General Meeting of Shareholders.”

The Company’s website

<https://www.osaka-seitetsu.co.jp/en/ir/meeting/>

Matters subject to measures for electronic provision are also posted on the following website, in addition to the above website.

Tokyo Stock Exchange website

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

Please access the website above, enter the Company name “OSAKA STEEL” in the issue name (company name) field, or the Company’s securities code “5449” in the code field, and press “Search.” Select “Basic information” and then “Documents for public inspection/PR information” in that order and see the relevant information.

Exercising voting rights in advance is also available via the Internet or in writing. Please review the Reference Documents for the General Meeting of Shareholders posted in the Matters Subject to Measures for Electronic Provision, indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return it so that it is received by 5:20 p.m. (Japan time), the end of the Company’s business hours, on Tuesday, June 24, 2025.

1. **Date and Time:** Wednesday, June 25, 2025 at 10:00 a.m. (Japan time)
2. **Place:** Suehiro Room, 6F, Osaka Chamber of Commerce and Industry Building
2-8, Honmachibashi, Chuo-ku, Osaka
3. **Meeting Agenda:**
- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 47th Fiscal Year (April 1, 2024 - March 31, 2025) 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 47th Fiscal Year (April 1, 2024 - March 31, 2025)
- Proposals to be resolved:** <Company proposals>
- Proposal 1:** Dividends of Surplus
- Proposal 2:** Election of Seven (7) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member
- <Shareholder proposals>
- Proposal 5:** Appropriation of Surplus
- Proposal 6:** Amendment to the Articles of Incorporation in Connection with the Establishment of a Shareholder Value Enhancement and Privatization Review Committee
- Proposal 7:** Amendment of the Articles of Incorporation Concerning the Number of Directors, etc.

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- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- ◎ Should revisions arise to the matters subject to measures for electronic provision, the revised versions will be posted on the respective websites where such matters are posted.

The Company's website: https://www.osaka-seitetsu.co.jp/en/index.html
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Reference Documents for the General Meeting of Shareholders

Proposals and References

<Company proposals> (Proposals 1 to 4)

Proposal 1: Dividends of Surplus

Regarding dividends of surplus, the Company believes that it should return profits to shareholders in an appropriate manner in accordance with business performance.

The ordinary steel electric furnace industry to which the Company belongs experiences major fluctuations in the price of scrap, its main raw material, and the market conditions of its major products, which impacts greatly on performance. In such an industry, in addition to building an unwavering financial position for the long-term stability of its management foundations, the Company strives to improve its capital efficiency as a company and aims for the stable enhancement of corporate value.

Based on the policy, the Company proposes a year-end dividend for FY2024 of 19 yen per share.

(1) Type of dividend property

Cash

(2) Allotment of dividend property to shareholders and its total amount

Common stock of the Company	19 yen per share
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The total amount of dividend	739,463,413 yen
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As the Company paid an interim dividend of 15 yen per share, the annual dividend of surplus for the fiscal year under review will be 34 yen per share.

(3) Effective date of distribution of surplus

June 26, 2025

Proposal 2: Election of Seven (7) Directors

The term of office of all eight (8) current Directors ends at the conclusion of the 47th General Meeting of Shareholders.

The Board of Directors proposes that seven (7) Directors, including three (3) Outside Directors, be elected.

The candidates for Directors are set forth below.

No.	Name		Current status, responsibilities and material concurrent positions	Attendance at the Board of Directors' meetings
1	Junichi Tani	[Reappointment]	Representative Director and President	100% (10/10 meetings)
2	Takashi Sekino	[Reappointment]	Managing Director Responsible for Matters related to Corporate Planning and General Administration and Accounting & Finance and Group Companies Planning Responsible for Matters related to Marketing & Logistics Planning Division, and Purchasing Division	100% (10/10 meetings)
3	Tomonori Mizutani	[New candidate]	Managing Executive Officer	-% -/ meetings
4	Kazuo Imanaka	[Reappointment]	Director General Manager, Head of Osaka Unit Head of Osaka Unit Sakai Works Head of Osaka Unit Okajima Works	100% (13/13 meetings)
5	Hironobu Ishikawa	[Reappointment] [Outside] [Independent]	Outside Director Advisor, Kansai Biomass Recycling Network Co., Ltd.	92% (12/13 meetings)
6	Shinya Matsuzawa	[Reappointment] [Outside] [Independent]	Outside Director Advisor, Legal Affairs Division, SHIONOGI & Co., Ltd.	100% (13/13 meetings)
7	Mitsuhiro Sato	[Reappointment] [Outside] [Independent]	Outside Director	100% (13/13 meetings)

Note: The number of Board of Directors meetings does not include written resolutions.

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
1	[Reappointment] Junichi Tani (November 26, 1962) Years in office as Directors (at the end of this Meeting) 1 year Attendance at the Board of Directors' meetings in FY2024: 10/10 meetings (100%)	April 1987	Joined Sumitomo Metal Industries, Ltd. (now NIPPON STEEL CORPORATION [NSC])	2,200
		April 2008	General Manager, Head of Steelmaking Division, Kashima Works, Steel Sheet and Building Material Company of Sumitomo Metal Industries, Ltd.	
		October 2010	Director, General Manager, Head of Steelmaking Division of Sumikin Iron & Steel Corporation	
		October 2012	General Manager, Head of Production Technology Division, Wakayama Works of Nippon Steel & Sumitomo Metal Corporation (NSSMC: now NSC)	
		April 2014	General Manager, Head of Steelmaking Division, Yahata Works of NSSMC	
		April 2016	Deputy Head of Yahata Works of NSSMC	
		April 2017	Executive Officer, Acting General Manager, Head of Safety Division of NSSMC	
		April 2018	Executive Officer, Acting Head of Yahata Works of NSSMC	
		April 2020	Managing Executive Officer, Acting Head of Kyushu Works of NSC	
		April 2021	Managing Executive Officer, Acting Head of East Nippon Works of NSC	
		April 2024	Executive Officer of NSC Executive Advisor of the Company	
		June 2024	Representative Director and President of the Company To the present	
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the re-election of Mr. Junichi Tani as a Director because it decides that he is well-qualified for the position with his high level of knowledge and strong leadership based on his achievements in the control, etc. of the production engineering sectors and the manufacturing frontlines, as well as his ample business knowledge and experience in the steel business.				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
2	[Reappointment] Takashi Sekino (October 15, 1965) Years in office as Directors (at the end of this Meeting) 1 year Attendance at the Board of Directors' meetings in FY2024: 10/10 meetings (100%)	April 1989	Joined NIPPON STEEL CORPORATION (NSC)	1,500
		April 2013	General Manager, Head of Production Scheduling Division, Oita Works of Nippon Steel & Sumitomo Metal Corporation (NSSMC: now NSC)	
June 2016	Head of Chicago Office of NIPPON STEEL & SUMITOMO METAL U.S.A. INC.			
April 2020	Executive Counselor, Global Business Development Sector, Head of Global Business Support Center of NIPPON STEEL CORPORATION (NSC)			
April 2023	Executive Councilor of NSC President of NIPPON STEEL SOUTHEAST ASIA CO., LTD.			
April 2024	Managing Executive Officer of the Company			
June 2024	Managing Director, responsible for Matters related to Corporate Planning and General Administration and Accounting & Finance and Group Companies Planning; and responsible for Matters related to Marketing & Logistics Planning Division, and Purchasing Division of the Company To the present			
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the re-election of Mr. Takashi Sekino as a Director because it decides that he is well-qualified for the position with his deep knowledge of the overseas business, excellent performance in the field of marketing, and with his ample business knowledge and experience in the steel business.				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
3	[New candidate] Tomonori Mizutani (July 30,1965) Years in office as Directors (at the end of this Meeting) - years Attendance at the Board of Directors' meetings in FY2024: -/- meetings (-%)	April 1990	Joined NIPPON STEEL CORPORATION (NSC)	0
		April 2010	General Manager, Head of Large Rail & Shape Division, Sakai Works of NSC	
		April 2012	General Manager, Head of Rail & Shape Department, Sakai Works of NSC	
		April 2013	General Manager, Head of Rail & Shape Dept., Kashima Works of NSC	
		April 2018	Deputy Head of Kashima Works of NSC	
		April 2019	Executive Councilor, General Manager, Rail, Shape & Spiral pipe Technology Division, Construction Products Unit of NSC	
		April 2021	Executive Councilor, General Manager, Rail, Shape & Spiral pipe Technology Division, Plate & Construction Products Unit of NSC	
		April 2025	Managing Executive Officer of the Company To the present	
		Reasons for the election as Director Candidate		
The Board of Directors has proposed the election of Mr. Tomonori Mizutani as a Director because it decides that he is well-qualified for the position with his excellent performance in the field of supervising manufacturing and with his ample business knowledge and experience in the steel business.				

Name (date of birth)		Brief personal history (with material concurrent positions)		Number of shares of the Company owned
4	[Reappointment] Kazuo Imanaka (August 4,1962) Years in office as Directors (at the end of this Meeting) 5 years Attendance at the Board of Directors’ meetings in FY2024: 13/13 (100%)	April 1985	Joined NIPPON STEEL CORPORATION (NSC)	9,100
		July 2011	General Manager, Head of Electrical Steel Sheet Division, Hirohata Works of NSC	
		October 2012	General Manager, Head of Electrical Steel Sheet Division, Hirohata Works of Nippon Steel & Sumitomo Metal Corporation (NSSMC; now NSC)	
		April 2014	General Manager, Head of Tin Mill Products Division, Hirohata Works of NSSMC	
		April 2017	Executive Vice President of JCAPCPL	
		April 2020	Executive Officer, General Manager, Head of Production & Technical Control Division, Head of Purchasing Division of the Company	
		June 2020	Director, General Manager, Head of Production & Technical Control Division, Head of Purchasing Division, responsible for Matters related to Safety & Environment, Plant Engineering of the Company	
		April 2022	Director, General Manager, Head of Osaka Unit, Head of Osaka Unit Sakai Works of the Company	
			To the present	
		June 2024	Director, General Manager, Head of Osaka Unit, Head of Osaka Unit Sakai Works, Head of Osaka Unit Okajima Works of the Company	
	To the present			
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the re-election of Mr. Kazuo Imanaka as a Director because it decides that he is well-qualified for the position with his excellent performance in the field of production & technical control and supervising manufacturing plants since he has joined the Company, and with his ample business knowledge and experience in the steel business.				

Name (date of birth)		Brief personal history (with material concurrent positions)	Number of shares of the Company owned
5	[Reappointment] [Outside] [Independent] Hironobu Ishikawa (December 4, 1954) Years in office as Directors (at the end of this Meeting) 7 years Attendance at the Board of Directors' meetings in FY2024: 12/13 meetings (92%)	April 1979 Joined MITSUI & CO., LTD. April 2006 General Manager, Head of Energy Business Division of MITSUI & CO., LTD. April 2010 Executive Officer, General Manager, Head of Human Resources & General Administration Division of MITSUI & CO., LTD. April 2013 Managing Executive Officer, Chief Operating Officer of EMEA (Europe, the Middle East and Africa) Business Unit of MITSUI & CO., LTD. President of Mitsui & Co. Europe PLC April 2015 Senior Managing Executive Officer, Chief Operating Officer of EMEA (Europe, the Middle East and Africa) Business Unit of MITSUI & CO., LTD. President of Mitsui & Co. Europe PLC April 2016 Advisor of MITSUI & CO., LTD. May 2016 International Senior Advisor of Kreab Worldwide AB June 2018 Outside Director of the Company December 2019 Advisor, Pasona Group Inc. November 2021 Advisor, Kansai Biomass Recycling Network Co., Ltd. To the present [Material concurrent positions] Advisor, Kansai Biomass Recycling Network Co., Ltd.	0
		<u>Reasons for the election as Outside Director Candidate and an outline of his expected roles</u> The Board of Directors has proposed the re-election of Mr. Hironobu Ishikawa as an Outside Director because it decides that he is well-qualified for the position with his contribution to strengthening corporate governance of the Company, and with his ample business knowledge that he accumulated at other companies for many years and his experience in corporate management from his global viewpoint. In addition, if he is appointed, he will deliberate from an objective and neutral standpoint as a member of the Executive Changes and Remuneration Meeting (chair) and the Special Committee, which are optional committees. Since his appointment as an Outside Director of the Company, Mr. Hironobu Ishikawa will have served in such position for seven (7) years at the conclusion of this General Meeting of Shareholders.	

Name (date of birth)		Brief personal history (with material concurrent positions)	Number of shares of the Company owned
6	[Reappointment] [Outside] [Independent] Shinya Matsuzawa (February 27,1956) Years in office as Directors (at the end of this Meeting) 6 years Attendance at the Board of Directors' meetings in FY2024: 13/13 (100%)	April 1979 Joined SHIONOGI & CO., LTD. April 2005 General Manager, Head of Legal Affairs Division of SHIONOGI & CO., LTD. April 2013 Executive Officer, General Manager, Head of Legal Affairs Division of SHIONOGI & CO., LTD. April 2016 General Manager, Head of Legal Affairs Division of SHIONOGI & CO., LTD. April 2019 Advisor, Legal Affairs Division of SHIONOGI & CO., LTD. June 2019 Outside Director of the Company To the present	0
		[Material concurrent positions]	
		Advisor, Legal Affairs Division, SHIONOGI & CO., LTD.	
		<u>Reasons for the election as Outside Director Candidate and an outline of his expected roles</u>	
		The Board of Directors has proposed the re-election of Mr. Shinya Matsuzawa as an Outside Director because it decides that he is well-qualified for the position with his contribution to strengthening corporate governance of the Company, and with his ample business knowledge that he accumulated at other companies for many years and his experience in corporate legal affairs.	
		In addition, if he is appointed, he will deliberate from an objective and neutral standpoint as a member of the Executive Changes and Remuneration Meeting and the Special Committee (Chair), which are optional committees. Since his appointment as an Outside Director of the Company, Mr. Shinya Matsuzawa will have served in such position for six (6) years at the conclusion of this General Meeting of Shareholders.	

Name (date of birth)		Brief personal history (with material concurrent positions)	Number of shares of the Company owned
7	[Reappointment] [Outside] [Independent] Mitsuhiro Sato (March 16,1956) Years in office as Directors (at the end of this Meeting) 4 years Attendance at the Board of Directors' meetings in FY2024: 13/13 (100%)	April 1978 Joined TAKENAKA CORPORATION April 2002 Head of Construction Engineering Department of TAKENAKA CORPORATION March 2006 Head of Quality Supervision Department of TAKENAKA CORPORATION March 2008 Manager, Head of Supervision Department of TAKENAKA CORPORATION March 2012 Manager, Head of Audit Department of TAKENAKA CORPORATION March 2014 Auditor of TAKENAKA CORPORATION March 2021 Retired June 2021 Outside Director of the Company To the present	0
		<u>Reasons for the election as Outside Director Candidate and an outline of his expected roles</u> The Board of Directors has proposed the re-election of Mr. Mitsuhiro Sato as an Outside Director because it decides that he is well-qualified for the position with his contribution to strengthening corporate governance of the Company, and with his ample business knowledge that he accumulated at another company for many years and his engineering expertise in the construction field. In addition, if he is appointed, he will deliberate from an objective and neutral standpoint as a member of the Executive Changes and Remuneration Meeting and the Special Committee, which are optional committees. Since his appointment as an Outside Director of the Company, Mr. Mitsuhiro Sato will have served in such position for four (4) years at the conclusion of this General Meeting of Shareholders.	

(Notes)

1. There is no special interest between each of these candidates and the Company.
2. Mr. Hironobu Ishikawa, Mr. Shinya Matsuzawa, and Mr. Mitsuhiro Sato are candidates for outside directors. The Company has registered them as independent officers with the Tokyo Stock Exchange.
3. The Company has entered into a contract with Mr. Hironobu Ishikawa, Mr. Shinya Matsuzawa, and Mr. Mitsuhiro Sato that limits their liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Act and Article 27, Paragraph 2 of the Articles of Incorporation of the Company. The maximum amount of liability under said contract is the amount stipulated by law. If Proposal No. 2 is approved as originally proposed, the contract with each of them will be continued.
4. The Company has entered into a contract with each candidate for director except for Mr. Tomonori Mizutani that compensates for the costs as set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for the loss as set forth in Item 2 of the same paragraph to the extent stipulated by law. If Proposal No. 2 is approved as originally proposed, the contract with each of them will be continued.
5. Subject to Proposal 2 being approved as originally proposed, the Company plans to enter into a contract with Mr. Tomonori Mizutani that compensates for the costs as set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for the loss as set forth in Item 2 of the same paragraph to the extent stipulated by law.

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

The term of office of Audit & Supervisory Board Member Mr. Hiroshi Shiraishi ends at the conclusion of the 47th General Meeting of Shareholders. The Board of Directors proposes that one (1) Audit & Supervisory Board Member be elected.

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

The candidate for Audit & Supervisory Board Member is set forth below.

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
<p>[New candidate]</p> <p>Yoshihiro Okigaki (December 26, 1962)</p> <p>Years in office as Audit & Supervisory Board Member (at the end of this Meeting) 0 years</p> <p>Attendance at the Board of Directors' meetings in FY2024: -/- (%)</p> <p>Attendance at Audit & Supervisory Board meetings in FY2024: -/- (%)</p>	<p>April 1985 Joined NIPPON STEEL CORPORATION (NSC)</p> <p>October 2012 Director of Sheets Office, Nagoya Branch of NSC</p> <p>April 2014 Deputy General Manager, Human Resources Division of NSC</p> <p> Advisor to NICHIA STEEL WORKS, LTD.</p> <p>June 2014 Board Member and Director of Administrative Dept. of NICHIA STEEL WORKS, LTD.</p> <p>December 2017 Resigned from Nippon Steel & Sumitomo Metal Corporation (now NSC)</p> <p>July 2018 Board Member and Director of Administrative Dept. and Overseas Business Dept. of NICHIA STEEL WORKS, LTD.</p> <p>June 2021 Executive Managing Director and Director of Administrative Dept. and Overseas Business Dept. of NICHIA STEEL WORKS, LTD.</p> <p>September 2021 Executive Managing Director, Director of Administrative Dept. and Group Companies Dept. of NICHIA STEEL WORKS, LTD.</p> <p> To the present</p> <p><u>Reasons for the election as Audit & Supervisory Board Member Candidate</u> The Board of Directors has proposed the election of Mr. Yoshihiro Okigaki as an Audit & Supervisory Board Member because it decides that he is well-qualified for the position with his wealth of business knowledge and experience as a corporate manager gained from his many years of experience working at other companies.</p>	<p>0</p>

(Notes)

1. There is no special interest between Mr. Yoshihiro Okigaki and the Company.
2. The “Brief personal history (with material concurrent positions)” section for Mr. Yoshihiro Okigaki includes his positions and responsibilities as an executive of NSC, the parent company of the Company, and NICHIA STEEL WORKS, LTD., a group company of NSC. He is to retire as Board Member of NICHIA STEEL WORKS, LTD. at its general meeting of shareholders in late June 2025.
3. Subject to Proposal 3 being approved as originally proposed, the Company will enter into a contract with Mr. Yoshihiro Okigaki that limits his liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Act and Article 37, Paragraph 2 of the Articles of Incorporation of the Company. The maximum amount of liability under said contract is the amount stipulated by law.
4. Subject to Proposal 2 being approved as originally proposed, the Company plans to enter into a contract with Mr. Yoshihiro Okigaki that compensates for the costs as set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for the loss as set forth in Item 2 of the same paragraph to the extent stipulated by law.

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

To prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations, the Board of Directors proposes that one (1) Substitute Audit & Supervisory Board Member be elected.

The effectiveness of the election under this Proposal may be cancelled based on 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 submission of this proposal has been consented to by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is set forth below.

Name (date of birth)	Brief personal history and material concurrent positions		Number of shares of the Company owned
Tatsuji Kishimoto (June 16,1960)	April 1987	Registered as attorney (Osaka Bar Association) Joined Norio Kodama Legal Office (current Shinsei Sougou Law Office)	0
	April 1998	Partner, Shinsei Sougou Law Office	
	April 2007	Member of Conciliation Committee, Osaka Family Court	
	April 2009	Specially Appointed Professor, Graduate School of Kansai University, School of Accountancy Mediator, Non-Profit Organization, Financial Instruments Mediation Assistance Center	
	June 2011	Outside Audit & Supervisory Board Member, CHARLE CO., LTD.	
	April 2012	Part-time Lecturer, Graduate School of Kansai University, School of Accountancy	
	April 2020	Representative, Shinsei Sougou Law Office	
	June 2021	Outside Director (Audit and Supervisory Committee Member), CHARLE CO., LTD. Outside Audit & Supervisory Board Member, Daiwa House Industry Co., Ltd. To the present	
	[Material concurrent positions] Representative, Shinsei Sougou Law Office Outside Director, CHARLE CO., LTD. Outside Audit & Supervisory Board Member, Daiwa House Industry Co., Ltd.		
	<u>Reasons for the election as Substitute Outside Audit & Supervisory Board Member Candidate</u> The Board of Directors has proposed the election of Mr. Tatsuji Kishimoto as an Outside Audit & Supervisory Board Member because it decides that he is well-qualified for the position with his capability to perform his duties by appropriate action from objective viewpoint, and with his ample experience and expert knowledge as a lawyer, notwithstanding the fact that he does not have experience participating corporate management other than as an Outside Audit & Supervisory Board Member or Director who is an Audit and Supervisory Committee Member.		

(Notes)

1. There is no special interest between Mr. Tatsuji Kishimoto and the Company.
2. Mr. Tatsuji Kishimoto is a candidate for substitute Outside Audit & Supervisory Board Member. If Proposal No. 4 is approved as originally proposed and if he is appointed as an Audit & Supervisory Board member, the Company will register him as an independent officer with the Tokyo Stock Exchange.
3. If Proposal No. 4 is approved as originally proposed and if Mr. Tatsuji Kishimoto is appointed as an Audit & Supervisory Board member, the Company will enter into a contract with him that limits his liability for damages under Article 423, Paragraph 1 of the Companies Act, in accordance with Article 427, Paragraph 1 of the Act and Article 37, Paragraph 2 of the Articles of Incorporation of the Company. The maximum amount of liability under said contract is the amount stipulated by law.
4. If Proposal No. 4 is approved as originally proposed and if Mr. Tatsuji Kishimoto is appointed as an Audit & Supervisory Board member, the Company will enter into a contract that compensates for the costs as set forth in Article 430-2, Paragraph 1, Item 1 of the Companies Act and for the loss as set forth in Item 2 of the same paragraph to the extent stipulated by law.

[Reference] Draft Skill Matrix of the Directors and Audit & Supervisory Board Members (from late June)

In order to ensure that the Board of Directors demonstrates its decision-making and supervisory functions appropriately, the following skill matrix presents the areas of the knowledge, experience, ability, etc. possessed by each Director in which are particularly expected by the Company.

Name	Gender	Proposed title	Independency (Only for Outside Directors)	Corporate management	Manufacturing/ Technical/ QA	Marketing/ Sales	Finance/ Accounting	HR/ Human resource development	Legal affairs/ Risk Management	Environment, Sustainability	Global experience
Junichi Tani	Male	Representative Director and President		●	●			●	●	●	
Takashi Sekino	Male	Managing Director		●		●	●	●	●	●	●
Tomonori Mizutani	Male	Managing Director			●			●	●	●	
Kazuo Imanaka	Male	Director			●					●	●
Hironobu Ishikawa	Male	Outside Director	●	●		●		●	●	●	●
Shinya Matsuzawa	Male	Outside Director	●			●			●		●
Mitsuhiro Sato	Male	Outside Director	●		●				●	●	
Yoshihiro Okigaki	Male	Senior Audit & Supervisory Board Member		●			●	●	●		●
Shuichi Takami	Male	Outside Audit & Supervisory Board Member	●						●		
Shigeji Sugimoto	Male	Outside Audit & Supervisory Board Member	●				●		●		
Takaki Goto	Male	Audit & Supervisory Board Member				●	●		●		

* The above list does not represent all the expertise and experience of Directors and Audit & Supervisory Board Members.

<Shareholder proposals> (Proposals 5 to 7)

Proposals 5 to 7 have been made by shareholders.

The details of these shareholder proposals are presented verbatim as presented in the letter submitted by the proposing shareholder, with some adjustments in format.

The Board of Directors of the Company is **against** all of these proposals, as explained below.

Contents of Proposals

Regarding Proposals 2 and 3 below (proposals for amendments of the Articles of Incorporation; hereinafter “Amendment Proposals”), if, due to the approval or non-approval of other proposals at this General Meeting of Shareholders (including proposals made the Company), formal adjustments of the chapters and articles of the Company’s Articles of Incorporation (including but not limited to changes to article numbers) are required, the article wording referred to in these Amendment Proposals shall be interpreted as the article wording after such necessary adjustments have been made. Detailed explanations of the shareholder proposals presented below can be found on the website of Strategic Capital, Inc. (<https://stracap.jp/english/>), accessible by the special link found in the top right corner. Unless expressly indicated as “(non-consolidated),” all figures in these proposals are based on the consolidated financial statements.

Company Note: “Proposals 2 and 3 below (proposals for amendments of the Articles of Incorporation; hereinafter “Amendment Proposals”)” mentioned above refers to Proposals 6 and 7.

Proposal 5: Appropriation of Surplus

Matters concerning year-end dividend

(1) Type of dividend property

Cash

(2) Matters concerning the allotment of dividend property and the total amount thereof

Distribute an amount obtained by first multiplying the amount of net assets per share at the end of the 47th fiscal year (figure calculated in accordance with the ASBJ Guidance No. 4 “Guidance on Accounting Standard for Earnings Per Share”, as well as deducting the number of treasury shares from the number of issued shares) by 0.08 (rounded down to the nearest yen; the same shall apply hereinafter), then subtracting from the amount thus obtained the dividend amount per share of common stock based on the proposal concerning the appropriation of surplus proposed by the Board of Directors of the Company (the “Company’s Profit Appropriation Proposal”) approved at the 47th Annual General Meeting of Shareholders and any dividend amount per share of common stock decided by the Board of Directors of the Company as the appropriation of surplus for the end of the fiscal year ended March 31, 2025 (including planned appropriations) by the date of the 47th Annual General Meeting of Shareholders pursuant to Article 39 of the Articles of Incorporation of the Company (together referred to below as the “Company Dividends”), in addition to the Company Dividends.

The total amount of dividends will be the amount obtained by multiplying the number of shares eligible for dividends as of the record date for voting rights at the 47th Annual General Meeting of Shareholders of the Company.

(3) Effective date of distribution of surplus

Day after the date of the 47th Annual General Meeting of Shareholders of the Company

If the Company’s Profit Appropriation Proposal is made by the Company at the 47th Annual General Meeting of Shareholders, this proposal will be an additional proposal that is independent of and exists alongside that proposal.

Reason for Proposal

1. Appropriation of surplus

This proposition is intended to distribute 8% of the Company’s equity as dividends.

At the end of January 2025, the Company announced the revision of its Medium-Term Management Plan. However, following that announcement, on the same day, the stock price of the Company fell 13.7% from the previous day’s price, its biggest drop on a closing price basis since 2001.

As can be seen from this market reaction, it will be impossible to resolve the situation where PBR is below 1x under the aforementioned Medium-Term Management Plan, and there is little prospect of an improvement from the current PBR of 0.75x.

The proposing shareholder believes that it is in the best interest of the minority shareholders of the Company for Nippon Steel, the parent company of the Company, to make the Company a wholly-owned subsidiary or conduct an absorption-type merger, but the Company and Nippon Steel persist in maintaining the listing.

For more than 15 years, PBR of the Company has never exceeded 1x PBR, the dissolution value. If the Company is going to remain listed, then it should take steps to resolve the situation where PBR is below 1x as soon as possible. Instead of the current inadequate Medium-Term Management Plan, the Company should adopt an 8% DOE as a shareholder return policy and work to improve capital efficiency and lower the cost of capital.

Board of Directors' Opinion on Proposal 5

The Board of Directors of the Company is [against this proposal](#).

Reason for Opposition

The Company has positioned the return of profits to shareholders as a key issue and is working to build a solid financial structure for the long-term stability of its management foundations, as well as to improve its asset efficiency as a corporation. From the perspective of the stable enhancement of corporate value, the Company has a policy of returning profits to shareholders in an appropriate manner in accordance with business performance.

In addition, the Company formulated the [“Osaka Steel Group Medium-Term Management Plan” Regarding Measures to Realize Management that is Conscious of Cost of Capital and Stock Price](#) (hereinafter referred to as “the Medium-term Plan”), focusing on improving earnings and capital efficiency, and announced it on January 31, 2025.

With regard to the shareholder return policy, the Company has calculated the required funds for strategic investments, infrastructure strengthening investments, and investments to upgrade aging facilities that will be needed over the next three years in the Medium-term Plan. We have also verified the cash flows and working capital expected to be generated through measures to improve earnings and determined that it is possible to provide shareholder returns of up to 30 billion yen over the three years to fiscal 2027, in addition to dividends targeting a dividend payout ratio of about 30%. As part of this, the Company has conducted a tender offer for its own shares worth approximately 22 billion yen.

As described above, we have verified future fund requirements, cash flows and working capital, and based on such verification, we have calculated the above amount as the amount that can be returned to shareholders over the next three years.

On the other hand, this shareholder proposal requests that an extremely large amount of surplus be distributed (approximately 12.4 billion yen) all at once, without taking into account any of the aforementioned factors including future fund requirements. As such, it is a request based on an extremely short-term perspective that could hinder the continuity and growth potential of the Company's business in the future. The Company believes that such short-sighted requests will not contribute to the enhancement of the Company's corporate value and the common interests of shareholders over the medium to long term.

For these reasons, the Company's Board of Directors is against this shareholder proposal.

Proposal 6: Amendment to the Articles of Incorporation in Connection with the Establishment of a Shareholder Value Enhancement and Privatization Review Committee

Establish the following clauses in the current Articles of Incorporation.

Chapter IV Directors and the Board of Directors

(Shareholder Value Enhancement and Privatization Review Committee)

Article 28 The Board of Directors will establish a Shareholder Value Enhancement and Privatization Review Committee (hereinafter the “Committee” in this article) under the Board of Directors to support decision-making by the Board of Directors.

2. The Committee will comprise all Outside Directors of the Company.

3. The Committee may appoint external advisors at its own discretion, and such external advisors may, independently from the Board of Directors of the Company, provide advice regarding the activities of the Committee provided in the following paragraph.

4. The Committee will conduct the activities provided in the following items, independently from the Board of Directors of the Company, in its position of working for the improvement of shareholder value of the Company, including privatization.

(1) Hearing of opinions from shareholders other than Nippon Steel Corporation (“Nippon Steel”) about business measures in general that will contribute to the enhancement of shareholder value of the Company, financial measures (including but not limited to evaluating and identifying the Company’s cost of capital and capital policies such as the establishment of management indicators for the improvement of capital efficiency), the appropriateness or otherwise of the provision of funds to Nippon Steel, measures concerning corporate governance, and measures concerning privatization (collectively, “Shareholder Value Enhancement Measures”)

(2) Based on the information thus collected, consideration of the Shareholder Value Enhancement Measures and present them to the Board of Directors

(3) Briefing shareholders and other stakeholders on the Shareholder Value Enhancement Measures presented to the Board of Directors and the reference materials about those measures provided to the Board of Directors

(4) If a proposal for the acquisition of the Company is made, conduct as a special committee independent of the acquiring party and the outcome of the acquisition proposal, consideration and determination of the appropriateness or otherwise of the acquisition proposal, as well as consideration and determination of the appropriateness of the transaction terms and conditions and the fairness of the procedures

5. The Committee shall meet at least once every quarter, and any member of the Committee may convene a meeting. Resolutions of the Committee shall be adopted by a majority vote of the Committee attended by a majority of members entitled to participate in the resolution. Other matters, including the details of procedures for convening and holding meetings of the Committee, methods of appointing and dismissing external advisors, and terms of office of Committee members, shall be governed by the

Rules of the Shareholder Value Enhancement and Privatization Review Committee established by the Committee.

6. The Company shall bear the expenses required for the Committee's activities, including remuneration of Committee members and external advisors.

Reason for Proposal

2. Amendment to the Articles of Incorporation in Connection with the Establishment of a Shareholder Value Enhancement and Privatization Review Committee

As of April 14, 2025, the Company's ratio of tradable shares is less than 25% and as this breaches the Continued Listing Criteria of the TSE Standard Market, if nothing is done, the Company's stock will become a security under supervision from the end of March 2026, and its listing will be abolished in June of the same year.

The proposing shareholder believes that it is in the best interest of the minority shareholders of the Company for Nippon Steel to make the Company a wholly-owned subsidiary or conduct an absorption-type merger, but the Company and Nippon Steel persist in maintaining the listing, and the Company repurchased Company stock held by Nippon Steel, and furthermore, has even applied for a dual listing on the Fukuoka Stock Exchange, which has less stringent Continued Listing Criteria.

The President, Mr. Tani, has explained that this policy "(will be continued) because [he] has been entrusted with management as a publicly listed company"; however, this comment has the interests of the current management team in mind, and there is concern that decisions will continue to be made going forward that disregard the interests of minority shareholders.

For this reason, a committee should be established with the Outside Directors as its members, and consideration of Shareholder Value Enhancement Measures of the Company, including privatization, should be considered from a position that is independent of the Board of Directors.

Board of Directors' Opinion on Proposal 6

The Board of Directors of the Company is [against this proposal](#).

Reason for Opposition

This shareholder proposal is based on the assumption that the ratio of tradable shares of the Company's common stock (hereinafter referred to as "the Company's Stock") as of March 31, 2025 is less than 25%, which breaches the Continued Listing Criteria of Tokyo Stock Exchange, Inc. (hereinafter referred to "TSE") Standard Market. As announced in "Notice of Confirmation of Satisfaction of Continued Listing Criteria" dated May 1, 2025, the ratio of tradable shares of the Company's Stock was not less than 25% as of March 31, 2025, which means that the Company has satisfied the Continued Listing Criteria of the TSE Standard Market as of March 31, 2025. As such, the shareholder proposal is based on a misunderstanding regarding matters of great importance to shareholders as to whether the Company's Stock satisfies the Continued Listing Criteria of TSE Standard Market or not.

In addition, the proposing shareholder quoted comments by the Representative Director of the Company in the reasons for this shareholder proposal and claimed that the Company persists in maintaining the listing in the interests of the Company's management team. However, these comments were made at a time when concerns had arisen that the Company's Stock could be delisted because it may not be able to meet the Continued Listing Criteria of the TSE Standard Market due to the rapid purchase of the Company's Stock by the proposing shareholder (as stated above, this concern was subsequently dispelled). The Representative Director's comments were to the effect that, as an officer of a listed company, it was important to dispel such concerns and ensure the liquidity of the Company's Stock and trading opportunities for shareholders for the protection of the interests of minority shareholders. There is no truth to the claim that the Company persists in maintaining its listing in the interests of the Company's management team.

In order to promote initiatives for the enhancement of corporate value as a company listed on the stock exchange, the Company's Board of Directors comprises five (5) executive directors who have ample business knowledge and experience in the steel industry to which the Company belongs and three (3) outside directors who have ample business knowledge accumulated at other companies for many years, as well as experience and insights in various areas. With this composition, the Board of Directors makes decisions that will contribute to the enhancement of the Company's corporate value and conducts supervision prioritizing the protection of the interests of minority shareholders (it should be noted that the Medium-term Plan was formulated after due discussions that included the outside directors).

When the Company's Board of Directors is to make key decisions, the Directors obtain the opinions and advice of external experts when necessary, and they also take into consideration the opinions of shareholders and investors received during investor relations and shareholder relations interviews and other opportunities before making decisions in the Board of Directors.

Furthermore, for any important transactions or corporate action that have the potential to cause a conflict of interest between the parent company and the Company's minority shareholders, such as Nippon Steel Corporation making the Company a wholly-owned subsidiary or conducting an absorption-type merger, as the proposing shareholder asserts, the Company has a framework in which such transactions

or corporate action are deliberated and considered in a special committee composed of independent outside directors, which then gives its recommendations to the Board of Directors.

In addition, management judgments on what kinds of measures should be taken for the enhancement of shareholder value are matters that should be discussed, considered, and decided based on the circumstances at that time by the Board of Directors, which is best equipped with the insights, skills, and information needed for such judgments. However, this shareholder proposal calls for the establishment of a “Shareholder Value Enhancement and Privatization Review Committee” as a matter of course, without considering the degree of conflict of interest of individual matters and the status of the transaction structure. Consequently, the nature of this proposal, in calling for this to be stipulated in the Articles of Incorporation, is not suitable for inclusion in the Articles of Incorporation, which serve as the fundamental code of the Company. Also, we believe that such an amendment to the Articles of Incorporation could, on the contrary, lead to rigidity in management judgments and their processes, impairing their agility and flexibility.

Accordingly, while the Company will continue to strengthen its governance structure and promote initiatives for the enhancement of corporate value, the Company has already built a structure for making appropriate decisions while incorporating the perspectives of the outside directors, external experts, shareholders, and investors in considering the enhancement of corporate value at least at the present time. Therefore, we believe that there is no need to establish a provision in the Articles of Incorporation for the establishment of a Shareholder Value Enhancement and Privatization Review Committee as is sought in this shareholder proposal.

For these reasons, the Company’s Board of Directors is against this shareholder proposal.

Proposal 7: Amendment of the Articles of Incorporation Concerning the Number of Directors, etc.

Amend Article 18 of the current Articles of Incorporation as follows.

Current Articles of Incorporation

(Number of Directors)

Article 18

The number of Directors shall be not less than three (3) and not more than twelve (12).

Proposed Amendment (Amended parts are underlined.)

(Number of Directors, etc.)

Article 18

1. The number of Directors shall be not less than three (3) and not more than twelve (12).

2. A majority of the Directors of the Company shall be Outside Directors as set forth in Article 2, Paragraph (1), Item (xv) of the Companies Act.

Reason for Proposal

3. Amendment of the Articles of Incorporation Concerning the Number of Directors, etc.

All five of the eight full-time Directors of the Company are originally from Nippon Steel Corporation, and the Company is essentially an *amakudari* destination for retiring Nippon Steel executives.

The Corporate Governance Code states, ‘Controlling shareholders should respect the common interests of the company and its shareholders and should not treat minority shareholders unfairly, and accordingly, companies with a controlling shareholder are required to develop a governance system to protect the interest of minority shareholders’ (“Notes” to the General Principle 4). The Practical Guidelines for Corporate Governance Systems also points out that, in the appointment of management executives to listed subsidiaries, given the existence of risk of conflict of interest between controlling shareholders and general shareholders, the challenge for listed subsidiaries is to consider the interests of general shareholders and to select persons who are capable of enhancing the corporate value of the listed subsidiary.

While on the one hand, the Company has contributed to Nippon Steel by providing funds for many years and serving as an *amakudari* destination, on the other hand, the full-time Directors have continued to undermine the interests of the Company’s minority shareholders, and the Company should increase the number of Outside Directors and strengthen its governance.

Board of Directors' Opinion on Proposal 7

The Board of Directors of the Company is [against this proposal](#).

Reason for Opposition

Regarding the composition of the Board of Directors, the Company has decided to make its size appropriate to the nature of the Group's business and its management issues, taking into account the balance and diversity of experience, knowledge and expertise. In addition, the Board of Directors makes decisions on the appointment and remuneration of Directors, and the specific amounts of remuneration by taking a process where the matters are deliberated and examined by the Executive Changes and Remuneration Meeting, comprising the President and independent outside directors and chaired by an independent outside director, with the findings reported to the Board of Directors before the Board makes its decisions.

As a result, the Company currently has three outside directors, thus satisfying Principle 4-8 of the Corporate Governance Code, which requires the appointment of at least one-third of directors as independent outside directors (if the proposal for the appointment of Directors at the General Meeting of Shareholders to be held in June 2025 is approved as proposed, the number of independent outside directors will continue to be at least one-third).

In addition, the three independent outside directors have expressed appropriate opinions regarding deliberations and examinations by the Board of Directors, the Executive Changes and Remuneration Meeting, and the special committee that deliberates on conflicts of interest between controlling and minority shareholders, from the viewpoint of ensuring the interests of minority shareholders. Therefore, the Company believes that the structure for supervision by the three independent outside directors is functioning effectively.

Furthermore, if the content of this shareholder proposal were to be included in the Articles of Incorporation, it would restrict the pool of prospective candidates for Director, making it difficult to flexibly consider the composition of the Board of Directors in accordance with the management issues at various times. For this reason, The Company believes that the content of the amendment to the Articles of Incorporation in the shareholder proposal is not appropriate for inclusion in the Articles, which serve as the Company's fundamental governing rules.

Accordingly, while the Company will continue to consider the optimal composition of the Board of Directors to accommodate management issues primarily in the Executive Changes and Remuneration Meeting, the Company's structure for supervision by the independent outside directors is functioning effectively at least at the present time. Therefore, we believe that there is no need to establish a provision in the Articles of Incorporation that the majority of Directors be outside directors as is sought in this shareholder proposal.

For these reasons, the Company's Board of Directors is against this shareholder proposal.