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(Securities Code 8078)

June 7, 2017

**To Those Shareholders with Voting Rights:**

Hironari Furukawa  
Representative Director and President  
Hanwa Co., Ltd.  
4-3-9 Fushimi-machi,  
Chuo-ku, Osaka, Japan

**NOTICE OF  
THE 70TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 70th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Materials for the General Shareholders Meeting (page 5 through 21 ), and cast your vote by 5:00 p.m. on Wednesday, June 28, 2017 Japan time.

■ Exercise of voting rights in writing

Indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it to the Company so that it may arrive before the above voting deadline.

■ Exercise of voting rights via the Internet

Refer to the “Guide to Exercising Voting Rights via the Internet, etc.” described in the page 4 of this document, and access the website designated by the Company (<http://www.web54.net>) to enter your approval or disapproval of each proposal before the above voting deadline by following the instructions provided in the website.

**1. Date and Time:** Thursday, June 29, 2017 at 10:00 a.m. Japan time

**2. Place:** Seventh Floor Conference Room  
Hanwa Co., Ltd.  
HK Yodoyabashi Garden Avenue Bldg., 4-3-9 Fushimi-machi, Chuo-ku, Osaka

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 70th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
  2. Non-Consolidated Financial Statements for the Company’s 70th Fiscal Year (April 1, 2016 - March 31, 2017)

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Reverse Stock Split  
**Proposal No. 3:** Partial Amendments to the Articles of Incorporation  
**Proposal No. 4:** Election of Fourteen (14) Directors  
**Proposal No. 5:** Election of Two (2) Corporate Auditors

- In accordance with laws and regulations as well as Article 18 of the Company's Articles of Incorporation, the following items are posted on the Company's website (<http://www.hanwa.co.jp/>) and therefore not included in the attached documents to this Notice.
  - 1) Notes to Consolidated Financial Statements 2) Notes to Non-Consolidated Financial StatementsThe "Notes to Consolidated Financial Statements" and "Notes to Non-Consolidated Financial Statements" have been combined with the Consolidated Financial Statements and Non-Consolidated Financial Statements for the auditing process, in order for the preparation of the Audit Report and the Independent Auditor's Report by the Corporate Auditors and the Independent Auditor.
- Revisions to the Reference Materials for the General Shareholders Meeting, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements, if any, will be posted on the Company's website (<http://www.hanwa.co.jp/>).

## Guide to Exercising Voting Rights

Voting by attending the General Shareholders Meeting in person	
If you plan to attend the Meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue.	Date and time of the Meeting: Thursday, June 29, 2017 at 10:00 a.m. Japan time
<ul style="list-style-type: none"> <li>• Please bring with you this Notice to the venue on the day of the Meeting.</li> <li>• As the light clothing (Cool Biz) dress code will be followed at the Meeting, we would appreciate it if you could come to the Meeting wearing casual attire.</li> </ul>	

Voting in writing	
Please indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.	Deadline for voting: By 5:00 p.m. on Wednesday, June 28, 2017 Japan time (Arrival of Voting Forms)

Voting via the Internet	
Please enter your approval or disapproval of each proposal on the website designated by the Company ( <a href="http://www.web54.net">http://www.web54.net</a> ).	Deadline for voting: By 5:00 p.m. on Wednesday, June 28, 2017 Japan time (Acceptance of entries)

< Information concerning use of Electronic Voting Platform > (To institutional investors)

Institutional investors can also use the Electronic Voting Platform operated by ICJ, Inc. to submit votes electronically for the Ordinary General Shareholders Meeting.

## **Guide to Exercising Voting Rights via the Internet, etc.**

If you plan to vote using the Internet, etc., please read the following instructions and precautions in advance.

1. Website for exercising voting rights  
Votes can be submitted via the Internet only on the website designated by the Company for this purpose.  
URL for votes: <http://www.web54.net>
2. How to exercise your voting rights
  - (1) If you wish to exercise your voting rights using the Internet, please use the voting rights code and password that are shown on the enclosed Voting Form and then enter your votes by following instructions provided by the website.
  - (2) Internet votes must be received no later than 5:00 p.m. on Wednesday, June 28, 2017 Japan time. Shareholders are asked to submit votes as soon as possible.
  - (3) If a shareholder submits two votes in writing and via the Internet etc., the Internet votes will be counted as effective ones. Additionally, if a shareholder submits votes using the Internet more than once, or submits multiple votes using a personal computer and a cell phone, only the last votes received will be treated as valid.
  - (4) When voting via the Internet, shareholders are responsible for Internet Service Provider connection fees and communication carrier fees (connection fees, etc.).
3. Handling of your voting rights code and password
  - (1) The password is important information to verify that the voter is a genuine shareholder. We ask that you handle this information with the same care and attention as you would to your personal seal or passcode.
  - (2) If you input a wrong password more than a certain number of times, your password will be locked. If you wish to have your password re-issued, please follow the instructions on the screen.
  - (3) The password written on the Voting Form is only valid for this General Shareholders Meeting.
4. Contact information for inquiries on how to use your personal computer for voting
  - (1) If you have any questions regarding how to use your personal computer in order to exercise your voting rights via the Internet, please contact the following support desk:

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Web Support Dedicated Line: Toll-free: 0120-652-031 (9:00-21:00, Japan standard time)</p>
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- (2) For other inquiries, please contact the following center:
  - (a) Shareholders who have accounts at securities companies  
Please contact the securities companies where you have your accounts.
  - (b) Shareholders who do not have accounts at securities companies (Shareholders who have special accounts at securities companies)

<p>Sumitomo Mitsui Trust Bank, Limited Stock Transfer Agency Business Center Toll-free: 0120-782-031 (9:00 -17:00, Japan standard time, except for weekends and holidays)</p>
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## Reference Materials for the General Shareholders Meeting

### Proposals and References

#### Proposal No. 1: Appropriation of Surplus

Proposal for the appropriation of surplus is as follows:

Matters concerning the year-end dividend for the 70th fiscal year

The Company regards the sustainable return of earnings to shareholders as one of the most important management responsibilities. While giving its top priority to continuous payment of stable dividends to shareholders, the Company will make constant efforts to improve profitability and pursue increases in the amount of dividend payments in accordance with the rise of the Company's basic revenue level and the collection status of profit generated through strategic investments.

(1) Type of dividend	Cash
(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend	The Company proposes to pay a year-end dividend of ¥10 per common share. The aggregate dividend will be ¥2,031,987,270. Since the Company paid an interim dividend of ¥9 per common share in December 2016, this will result in an annual dividend of ¥19 per common share.
(3) Effective date of dividend payment	June 30, 2017

## Proposal No. 2: Reverse Stock Split

1. Reasons that a consolidation of shares is necessary

Stock exchanges nationwide aim to unify the number of shares constituting one unit of stock, which is the trading unit of shares of common stock of domestically listed companies, to 100 shares by October 1, 2018 in accordance with the Action Plan for Consolidating Trading Units. In keeping with this aim, the Company, as a company listed on the Tokyo Stock Exchange, has made a resolution at the Board of Directors meeting held on May 12, 2017 to change the number of its shares constituting one unit of stock from 1,000 shares to 100 shares effective October 1, 2017. Additionally, the Company will implement a reverse stock split for the purpose of adjusting the investment unit to the level desired by stock exchanges nationwide (50,000 yen or more and less than 500,000 yen) while taking into consideration factors such as medium- and long-term share price fluctuation, etc.

The aforementioned change of the number of the shares constituting one unit of stock shall take effect on October 1, 2017 subject to approval of this proposal.

2. Consolidation ratio

With respect to common stock of the Company, the Company proposes to consolidate the shares at a ratio of one for five.

If fractional shares of less than one share occur as a result of the reverse stock split, pursuant to the provisions of the Companies Act, the Company will sell all such fractional shares in bulk and distribute the proceeds to the shareholders holding the fractional shares in accordance with the proportion of fractional shares held.

3. Effective date of the reverse stock split

October 1, 2017

4. Total number of shares authorized to be issued as of the effective date

The number of shares authorized to be issued shall be 114,000,000 shares.

Due to the decrease in the total number of issued shares as a result of the reverse stock split, the Company will reduce the total number of shares authorized to be issued at the same rate as the ratio of the reverse stock split (a ratio of one for five) on the effective date (October 1, 2017) in order to adjust the total number of shares authorized to be issued.

<Reference>

If this proposal is approved as proposed, part of the Articles of Incorporation will be amended as follows effective from October 1, 2017 in accordance with the provisions of the Companies Act.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
(Total number of shares authorized to be issued) Article 6. The total number of shares the Company is authorized to issue shall be <u>five hundred and seventy million (570,000,000)</u> .	(Total number of shares authorized to be issued) Article 6. The total number of shares the Company is authorized to issue shall be <u>one hundred and fourteen million (114,000,000)</u> .
(Number of shares constituting one unit of stock) Article 8. The number of shares constituting one unit of stock of the Company shall be <u>one thousand (1,000)</u> .	(Number of shares constituting one unit of stock) Article 8. The number of shares constituting one unit of stock of the Company shall be <u>one hundred (100)</u> .

### Proposal No. 3: Partial Amendments to the Articles of Incorporation

#### 1. Reasons for the proposal

- (1) In preparation for future business development, to revise Article 2. (Purpose) of the current Articles of Incorporation to enable a flexible response to new businesses.
- (2) From the perspective of strengthening governance, to delete Article 23. (Person authorized to convene the board of directors meeting and act as chairman) from the current Articles of Incorporation so as to delegate authority by, for instance, authorizing each director to convene the board of directors meeting and act as chairman in accordance with laws and regulations.
- (3) For the purpose of enhancing the supervising function of the Board of Directors and clarifying the executive officer system which has been introduced, to add a new provision of Article 27 concerning executive officers in the proposed amendment to the Articles of Incorporation and delete some positions of directors with special titles, which overlap the titles under the executive officer system, from Paragraph 2 of Article 22. in the current Articles of Incorporation.
- (4) To make changes to the numbering of articles due to the additions, changes, and deletions to the above-mentioned Articles, revisions to wording, and other necessary changes.

#### 2. Details of the changes

The details of the changes are as follows.

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>CHAPTER I. GENERAL PROVISIONS</p> <p>(Trade name) Article 1. The trade name of the Company shall be “Hanwa Kogyo Kabushiki Kaisha,” <u>and</u> “Hanwa Co., Ltd.” in English.</p> <p>(Purpose) Article 2. <u>The purpose of the Company shall be to engage in the following businesses</u></p> <p><u>(1) Sales business, wholesale business, and import-export business for the following goods:</u></p> <p><u>1) All kinds of steel products made from ordinary steel, including steel bars, shaped steel, steel plates and sheets, wire rods, rails, and steel pipes and tubes, as well as secondary and tertiary steel products, special steel, and casting and forgings</u></p> <p><u>2) Pig iron, semi-finished products, bushed iron, raw materials for iron manufacture such as scrap iron, alloy iron, ore and coal, and indirect materials for iron manufacture</u></p> <p><u>3) Copper, lead, zinc, tin, aluminum, the base metals of nickel, chrome and rare metals, etc., alloys, and products composed of or generated from the foregoing</u></p> <p><u>4) Iron manufacture, workmanship, civil engineering and mining, agriculture and forestry, electricity, industrial chemistry, vessels, other machinery, weighing and measuring instruments, and tools</u></p> <p><u>5) Petroleum, high-pressure gas and by-products of high-pressure gas, industrial chemicals, poisonous substances, chemicals, various textile materials and products of textile materials, and other general sundries</u></p> <p><u>6) Cement, lumber and lumber products,</u></p>	<p>CHAPTER I. GENERAL PROVISIONS</p> <p>Article 1. (Trade name) The trade name of the Company shall be “Hanwa Kogyo Kabushiki Kaisha,” <u>and shall be</u> “Hanwa Co., Ltd.” in English.</p> <p>Article 2. (Purpose) (Deleted)</p> <p><u>The Company engages in diversified businesses such as the sale and purchase, mediation, agency, wholesaling, importing and exporting, development, production, manufacturing, processing and repair, maintenance, administration, testing, letting, leasing, rental, and installation contracting of goods, resources, etc. as well as the logistics business, provision of various services, etc. in wide-ranging fields including steel, non-ferrous metal materials, foods, petroleum and chemicals, machinery, and lumber.</u></p>

<p><u>household appliances, and other construction materials</u></p> <p><u>7) Agricultural products, marine products, forest products, livestock products, natural products, alcoholic beverages and other foods and drinks, and feed and feed products</u></p> <p><u>8) Computers and computer-related equipment, industrial robots, telecommunication tools and equipment, office machines, and system software for the foregoing</u></p> <p><u>9) Pearls, jewels, precious metals, and goods processed from the foregoing</u></p> <p><u>10) Papermaking stock, pulp, and papers and goods processed from the foregoing</u></p> <p><u>11) Parts and accessories for automobiles and other transportation machines</u></p> <p><u>12) Raw materials for solar cells and solar cell products</u></p> <p><u>(2) Manufacture and processing businesses for the goods listed in the preceding items</u></p>	<p><u>(2) The businesses in the preceding paragraph include the businesses of the following items, consulting work relating thereto, and any and all businesses incidental or relating to the items.</u></p> <p><u>1) Businesses relating to all kinds of steel products made from ordinary steel, including steel bars, shaped steel, steel plates and sheets, wire rods, rails, and steel pipes and tubes, as well as secondary and tertiary steel products, special steel, and casting and forgings</u></p> <p><u>2) Businesses relating to pig iron, semi-finished products, bushed iron, raw materials for iron manufacture such as scrap iron, alloy iron, ore and coal, and indirect materials for iron manufacture</u></p> <p><u>3) Businesses relating to copper, lead, zinc, tin, aluminum, the base metals of nickel, chrome and rare metals, etc., alloys, and products composed of or generated from the foregoing</u></p> <p><u>4) Businesses relating to iron manufacture, workmanship, civil engineering and mining, agriculture and forestry, electricity, industrial chemistry, vessels, other machinery, weighing and measuring instruments, and tools</u></p> <p><u>5) Businesses relating to petroleum, high-pressure gas and by-products of high-pressure gas, industrial chemicals, poisonous substances, chemicals, various textile materials and products of textile materials, and other general sundries</u></p> <p><u>6) Businesses relating to cement, lumber and lumber products, household appliances, and other construction materials</u></p> <p><u>7) Businesses relating to agricultural products, marine products, forest products, livestock products, natural products, alcoholic beverages and other foods and drinks, and feed and feed products</u></p> <p><u>8) Businesses relating to computers and computer-related equipment, industrial robots, telecommunication tools and equipment, office machines, and system software for the foregoing</u></p>
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<p>(3) <u>Design, supervision, and contracting businesses for construction and civil engineering works</u></p> <p>(4) <u>Design, manufacture, repair, installation, administration, and demolition of warships and other vessels, railroad cars, boilers, bridges, cableways, dams, and various other structures and machines, and contracting businesses for the same</u></p> <p>(5) <u>Non-life insurance agency business, life insurance solicitation business, computation agency business, transport and warehousing business, and consigned freight forwarding business</u></p>	<p>9) <u>Businesses relating to pearls, jewels, precious metals, and goods processed from the foregoing</u></p> <p>10) <u>Businesses relating to papermaking stock, pulp, and papers and goods processed from the foregoing</u></p> <p>11) <u>Businesses relating to parts and accessories for automobiles and other transportation machines</u></p> <p>12) <u>Businesses relating to raw materials for solar cells and solar cell products</u></p> <p>13) <u>Design, supervision, and contracting businesses for construction and civil engineering works</u></p> <p>14) <u>Businesses relating to design, manufacture, repair, installation, administration, and demolition of warships and other vessels, railroad cars, boilers, bridges, cableways, dams, and various other structures and machines, and contracting businesses for the same</u></p> <p>15) <u>Non-life insurance agency business, life insurance solicitation business, computation agency business, transport and warehousing business, and consigned freight forwarding business</u></p> <p>16) <u>Businesses relating to electricity generation, electricity, and the provision of heat</u></p> <p>17) <u>Worker dispatch business under the Worker Dispatching Act</u></p> <p>18) <u>Investment and management of securities, the purchase of various monetary claims, exchange transactions, and various other financial businesses</u></p> <p>19) <u>Letting, leasing, and rental of iron, industrial machinery, transportation equipment, office machines and information equipment, and brokerage for the same</u></p> <p>20) <u>Businesses relating to used goods</u></p> <p>21) <u>Collection, transportation, disposal, and recycling of industrial wastes and non-industrial wastes, and contracting business for the same</u></p> <p>22) <u>Businesses relating to real estate</u></p> <p>23) <u>Management of hotels, inns and other tourist facilities, restaurants, and sports and leisure facilities, and general travel business, travel agency, and advertising business</u></p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
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<p><u>(6) Businesses relating to electricity generation, electricity, and the provision of heat</u></p> <p><u>(7) Worker dispatch business under the Worker Dispatching Act</u></p> <p><u>(8) Investment and management of securities, the purchase of various monetary claims, exchange transactions, and various other financial businesses</u></p> <p><u>(9) Letting, leasing, and rental of iron, industrial machinery, transportation equipment, office machines and information equipment, and brokerage for the same</u></p> <p><u>(10) Sale and purchase, and sale and purchase on consignment, of used goods</u></p> <p><u>(11) Collection, transportation, disposal, and recycling of industrial wastes and non-industrial wastes, and contracting business for the same</u></p> <p><u>(12) Sale and purchase, exchange, letting, leasing, and rental of real estate, and agency, brokerage, and administration businesses for the same</u></p> <p><u>(13) Management of hotels, inns and other tourist facilities, restaurants, and sports and leisure facilities, and general travel business, travel agency, and advertising business</u></p> <p><u>(14) Consulting business relating to the preceding items</u></p> <p><u>(15) Any and all businesses incidental or relating to the preceding items</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>
<p>CHAPTER III. GENERAL SHAREHOLDERS MEETING</p> <p>(Person authorized to convene the ordinary general shareholders meeting and act as chairman)</p> <p>Article 15. Except as otherwise provided by laws and regulations, a director and president of the Company shall convene the general shareholders meeting based on a resolution of the board of directors and shall act as the chairman thereof. If the director and president is <u>unable to so act, another director, determined in accordance with an order of priority determined in advance by resolution of the board of directors, shall convene the general shareholders meeting and act in his/her place.</u></p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Election of representative directors and directors with special titles, and entrustment of advisors and special advisors)</p> <p>Article 22. (Text omitted)</p> <p>2. The board of directors may, by resolution, appoint a director and chairman, director and president, <u>director and vice chairman, director and executive vice president, senior managing director, and managing director.</u></p>	<p>CHAPTER III. GENERAL SHAREHOLDERS MEETING</p> <p>Article 15. (Person authorized to convene the ordinary general shareholders meeting and act as chairman)</p> <p>Except as otherwise provided by laws and regulations, a director and president of the Company shall convene the general shareholders meeting based on a resolution of the board of directors and shall act as the chairman thereof. If the director and president is <u>prevented from so doing or the position is vacant, a substitute shall convene such general meeting and shall act as chairman</u> in an order of priority determined by the board of directors.</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 22. (Election of representative directors and directors with special titles, and entrustment of advisors and special advisors)</p> <p>(Unchanged)</p> <p>2. The board of directors may, by resolution, appoint a director and chairman, <u>director and vice chairman, and</u> director and president.</p>

<p>3. (Text omitted)</p> <p><u>(Person authorized to convene the board of directors meeting and act as chairman)</u>  <u>Article 23. Except as otherwise provided by laws and regulations, a director and chairman of the Company shall convene the board of directors meeting and act as the chairman thereof. If the position of director and chairman is vacant or if the director and chairman is unable to so act, another director, determined in accordance with an order of priority determined in advance by resolution of the board of directors, shall convene the board of directors meeting and act in his/her place.</u></p> <p>(Method for adopting resolutions at the board of directors meetings)  Article <u>24.</u> (Text omitted)</p> <p>(Convocation of the board of directors meeting)  Article <u>25.</u>  (Text omitted)</p> <p>(Board of directors regulations)  Article <u>26.</u> (Text omitted)</p> <p>(Exemption from liability of directors)  Article <u>27.</u> (Text omitted)</p> <p>(Newly added)</p>	<p>3. (Unchanged)</p> <p>(Deleted)</p> <p>Article <u>23.</u> (Method for adopting resolutions at the board of directors meetings)  (Unchanged)</p> <p>Article <u>24.</u> (Convocation of the board of directors meeting)  (Unchanged)</p> <p>Article <u>25.</u> (Board of directors regulations)  (Unchanged)</p> <p>Article <u>26.</u> (Exemption from liability of directors)  (Unchanged)</p> <p><u>Article 27.(Election of executive officers)</u>  <u>The board of directors may, by resolution, appoint executive officers and assign the execution of a portion of the Company’s operations to them.</u>  <u>2. Matters relating to executive officers, in addition to those prescribed in these Articles of Incorporation, shall be in accordance with the Executive Officers Regulations adopted or amended by the board of directors.</u></p>
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#### Proposal No. 4: Election of Fourteen (14) Directors

The terms of office of all fourteen (14) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect fourteen (14) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions at the Company	
1	Shuji Kita	Director and Chairman	Reelection
2	Hironari Furukawa	Representative Director and President	Reelection
3	Hiroshi Serizawa	Representative Director and Executive Vice President	Reelection
4	Akihiko Ogasawara	Director and Senior Managing Executive Officer	Reelection
5	Yasumichi Kato	Director and Senior Managing Executive Officer	Reelection
6	Hidemi Nagashima	Director and Senior Managing Executive Officer	Reelection
7	Yoichi Nakagawa	Director and Senior Managing Executive Officer	Reelection
8	Yasuharu Kurata	Director and Senior Managing Executive Officer	Reelection
9	Osamu Seki	Director	Reelection Outside Director Independent Director
10	Ryuji Hori	Director	Reelection Outside Director Independent Director
11	Hiromasa Yamamoto	Director and Managing Executive Officer	Reelection
12	Yasushi Hatanaka	Director and Managing Executive Officer	Reelection
13	Yoichi Sasayama	Managing Executive Officer	New candidate
14	Chiro Ideriha	Executive Officer	New candidate

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
1	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Shuji Kita (January 28, 1943)</p> <p>■ Number of shares of the Company held 502,624 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1966    Joined Ministry of International Trade and Industry (MITI)</p> <p>April 1980    Appointed Consul, Consulate-General of Japan in Los Angeles</p> <p>April 1983    Appointed Director-General, Commerce and Industry Department, Osaka Bureau of International Trade and Industry</p> <p>May 1987     Appointed President, Jakarta Office, Japan External Trade Organization</p> <p>October 1989 Appointed Director General, General Coordination and Policy Planning Department, MITI, Kanto Bureau</p> <p>June 1991    Appointed Councilor to Economic Planning Agency</p> <p>June 1993    Retired from MITI Joined the Company, Appointed Managing Director</p> <p>February 1994 Appointed Representative Director and President</p> <p>April 2011   Appointed Representative Director and Chairman</p> <p>June 2011   Appointed Outside Director of Keihan Electric Railway Co., Ltd. (currently Keihan Holdings Co., Ltd.) (current position)</p> <p>April 2017   Appointed Director and Chairman (current position) (Significant concurrent positions) Director of Hanwa Scholarship Foundation Outside Director of Keihan Holdings Co., Ltd.</p> <p>[Reason for the election of a candidate for the position of Director] Over the years, Mr. Shuji Kita has held key positions in government administration. After retiring from MITI, he has served as Representative Director and President of the Company from 1994, and has led the expansion of the Company's business as Representative Director and Chairman from 2011, and has taken the role of Director and Chairman from April 2017. He has been nominated for the position of Director because the Company believes that with his extensive experience in management of the Company to this date, he can take a comprehensive perspective on the management of the Company.</p>
2	<p style="text-align: center;"><u>Reelection</u></p> <p style="text-align: center;">Hironari Furukawa (October 30, 1946)</p> <p>■ Number of shares of the Company held 124,987 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>March 1969    Joined the Company</p> <p>April 1996    Executive Vice President of Hanwa Co., (Hong Kong) Ltd. and Vice General Manager of Asian Region (China &amp; Hong Kong)</p> <p>June 1997    Appointed Director</p> <p>April 2003    Appointed Managing Director</p> <p>April 2005    Appointed Senior Managing Director</p> <p>April 2009    Appointed Representative Director and Executive Vice President</p> <p>April 2011    Appointed Representative Director and President (current position)</p> <p>[Reason for the election of a candidate for the position of Director ] Since joining the Company, Mr. Hironari Furukawa has been mainly involved in the Steel business, both domestically and abroad, and has served as Representative Director and President since 2011. He has been nominated for the position of Director because the Company believes that through his strong leadership, he can contribute to expanding the Company's business and strengthen its management foundation by utilizing his extensive experience in the Steel, Metals &amp; Alloys, Non-ferrous Metals businesses etc., along with his global expertise cultivated during his assignment in Hong Kong over eight years.</p>

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
3	<p style="text-align: center;"><u>Reelection</u></p> <p>Hiroshi Serizawa (December 26, 1951)</p> <p>■ Number of shares of the Company held 48,341 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1975</p> <p>April 2005</p> <p>June 2005</p> <p>April 2010</p> <p>April 2012</p> <p>April 2015</p> <p>April 2017</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Tokyo Steel Plates and General Manager of Tokyo HQ Steel Plates and Steel Sheets Dept.</p> <p>Appointed Director</p> <p>Appointed Managing Director</p> <p>Appointed Director and Senior Managing Executive Officer</p> <p>Appointed Director and Executive Vice President</p> <p>Appointed Representative Director and Executive Vice President (current position) In charge of overall Steel Division (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Hiroshi Serizawa has been mainly involved in the Steel business. He has served as Director and Executive Vice President from 2015, and is serving as Representative Director and Executive Vice President since April 2017, currently overseeing the Company's entire Steel business. He has been nominated for the position of Director because the Company believes that he can contribute to further strengthening the earnings base with the high level of expertise and extensive managerial experience cultivated through his career.</p>			
4	<p style="text-align: center;"><u>Reelection</u></p> <p>Akihiko Ogasawara (September 30, 1953)</p> <p>■ Number of shares of the Company held 45,300 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1976</p> <p>April 2006</p> <p>June 2006</p> <p>April 2011</p> <p>April 2012</p> <p>April 2013</p> <p>April 2016</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Non-ferrous Metals, Metals &amp; Alloys and Special Metals &amp; Alloys and General Manager of Metals and Alloys Dept.</p> <p>Appointed Director</p> <p>Appointed Managing Director</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer (current position) In charge of Non-Ferrous Metals, Metals &amp; Alloys, Special Metals &amp; Alloys and Hedging Administration Office (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Akihiko Ogasawara has been mainly involved in the Non-ferrous Metals and Metals &amp; Alloys businesses. He has served as Managing Director from 2011, leading the expansion by supervising the Non-ferrous Metals, Metals &amp; Alloys and Special Metals &amp; Alloys businesses, and has been serving as Director and Senior Managing Executive Officer since 2013. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance, with his high level of expertise and extensive business experience.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
5	<p style="text-align: center;"><b>Reelection</b></p> <p>Yasumichi Kato (April 26, 1955)</p> <p>■ Number of shares of the Company held 113,922 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1978</p> <p>April 2009</p> <p>June 2010</p> <p>April 2012</p> <p>April 2015</p> <p>April 2016</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Osaka HQ Steel Plates, Structural Steel Sheets and Steel Sheets Sales</p> <p>Appointed Director</p> <p>Appointed Director and Managing Executive Officer</p> <p>In charge of International Trade Dept. 1, International Trade Dept. 2, Trade Administration Dept. and Lumber &amp; Plywood Dept. (current position)</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Yasumichi Kato has been mainly involved in the Steel Sheets business under the Steel Division. He served as Director from 2010, in charge of the Osaka HQ Steel Sheets Dept. and Machinery Dept. Since 2016, he has been serving as Director and Senior Managing Executive Officer responsible for supervising the International Trade, Trade Administration and Lumber &amp; Plywood businesses. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance, with his high level of expertise and extensive business experience.</p>			
6	<p style="text-align: center;"><b>Reelection</b></p> <p>Hidemi Nagashima (February 15, 1960)</p> <p>■ Number of shares of the Company held 38,134 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983</p> <p>April 2011</p> <p>April 2012</p> <p>June 2015</p> <p>April 2016</p> <p>April 2017</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets Dept. 1, Structural Steel Sheets Dept. 2, and Hokkaido Branch Office</p> <p>Appointed Executive Officer</p> <p>Appointed Director and Executive Officer</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of Tokyo HQ Steel Bars &amp; Construction Materials Dept., Steel Plates &amp; Sheets Dept., Wire Products, Special Steel &amp; Titanium, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kanto Branch Office, and Assistant to the Executive Officer in charge of Tokyo HQ Machinery (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Hidemi Nagashima has been mainly involved in the Steel Sheet business under the Steel Division. He has served as Director from 2015, responsible for Tokyo HQ Steel Plates &amp; Sheets Dept. and has been serving as Director and Senior Managing Executive Officer since April 2017. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, and contribute to further improvement in business performance as supervisor in charge of the Steel business and all branches within eastern Japan.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
7	<p style="text-align: center;"><b>Reelection</b></p> <p>Yoichi Nakagawa (August 14, 1961)</p> <p>■Number of shares of the Company held 18,018 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1986</p> <p>April 2013</p> <p>April 2014</p> <p>June 2015</p> <p>April 2016</p> <p>April 2017</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Accounting and Affiliated Enterprises, and General Manager of Accounting Dept. and Affiliated Enterprises Dept.</p> <p>Appointed Executive Officer</p> <p>Appointed Director and Executive Officer</p> <p>Appointed Director and Managing Executive Officer In charge of overall administrations (current position)</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Yoichi Nakagawa has been mainly involved in the Accounting and Finance. He has served as Director from 2015, responsible for Accounting and Finance, and has been serving as Director and Senior Managing Executive Officer since April 2017. He has been nominated for the position of Director because the Company believes he can execute his duties as supervisor in charge of overall administration, by utilizing his high level of knowledge, and his global expertise and extensive business experience cultivated during his assignment in the U.S. over twelve years.</p>			
8	<p style="text-align: center;"><b>Reelection</b></p> <p>Yasuharu Kurata (September 12, 1959)</p> <p>■Number of shares of the Company held 8,000 shares</p> <p>■Attended 13 out of 13 meetings of Board of Directors (100%)</p>	<p>April 1982</p> <p>April 2011</p> <p>April 2012</p> <p>April 2016</p> <p>June 2016</p> <p>April 2017</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer General Manager of Asian Region (ASEAN, India, Middle East) In charge of Departments excluding Steel and Machinery and Chairman of HANWA SINGAPORE (PRIVATE) LTD.</p> <p>Appointed Executive Officer</p> <p>Appointed Managing Executive Officer In charge of Petroleum Dept., Food Dept. and in charge of Hedging Administration Office (current position)</p> <p>Appointed Director and Managing Executive Officer</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>Since joining the Company, Mr. Yasuharu Kurata has been mainly involved in the Non-ferrous Metals business. From 2010, he was General Representative of Asian Region during his assignment in Singapore over five years. From 2016, he has served as Director and Managing Executive Officer in charge of the Petroleum &amp; Chemicals and Food Products business, and has been serving as Director and Senior Managing Executive Officer since April 2017. He has been nominated for the position of Director because the Company believes that he can utilize his extensive business experience cultivated domestically and abroad and contribute to further improvement in business performance.</p>			



No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
9	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside Director</span>  <span style="border: 1px solid black; padding: 2px;">Independent Director</span> </p> <p style="text-align: center;">Osamu Seki (August 23, 1939)</p> <p>■ Number of shares of the Company held 28,973 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1962    Joined Ministry of International Trade and Industry (MITI)</p> <p>June 1987    Appointed General Manager, Osaka Bureau of International Trade and Industry</p> <p>June 1989    Appointed Vice-Minister for Policy Planning and Coordination, Minister's Secretariat</p> <p>June 1990    Appointed Director General of Bureau of Equipment, Defense Agency</p> <p>June 1992    Appointed Director-General of Small and Medium Enterprise Agency</p> <p>June 1993    Retired from MITI</p> <p>June 1995    Appointed Managing Director of Sumitomo Electric Industries, Ltd. (SEI)</p> <p>June 1999    Appointed Vice President and Representative Director of SEI</p> <p>June 2002    Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd.</p> <p>June 2004    Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd.</p> <p>June 2007    Appointed Director (current position)</p> <p>February 2012    Registered as an Attorney-at-Law (Shoyu Law Office) (current position)</p> <p>December 2015    Outside Director of Mach Corporation co., ltd.</p> <p>September 2016    Chairman of Japan Diversity Management Improvement Organization (current position)</p> <p>(Significant concurrent position) Attorney-at-Law (Shoyu Law Office)</p>
<p>[Reason for the election of a candidate for the position of Outside Director] Mr. Osamu Seki has extensive knowledge backed by many years of extensive experience in government administration and corporate management, and has worked as an Attorney-at-Law since 2012. He has been nominated for the position of Outside Director because the Company believes that with his noble character and deep insight, he can provide supervision towards the Company's management decisions and business execution from a fair and objective standpoint.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
10	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span>  <span style="border: 1px solid black; padding: 2px;">Outside Director</span>  <span style="border: 1px solid black; padding: 2px;">Independent Director</span> </p> <p style="text-align: center;">Ryuji Hori (September 3, 1943)</p> <p>■ Number of shares of the Company held 3,165 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1966 June 1996 June 2000 June 2002 April 2003 April 2004 June 2005 June 2011 June 2012 April 2013 April 2014 June 2014 May 2016</p>	<p>Joined Iwai Sangyo Company Ltd. (currently Sojitz Corporation) Appointed Director of Nissho Iwai Corporation (currently Sojitz Corporation) Appointed Managing Director of Nissho Iwai Corporation Appointed Senior Managing Executive Officer of Nissho Iwai Corporation Professor, School of Law, Waseda University Professor, Waseda Law School, Waseda University Audit &amp; Supervisory Board Member (External Auditor) of Tokuyama Corporation (current position) Outside Director of Riskmonster.com (current position) Outside Director of T&amp;D Holdings, Inc. (current position) Managing Director and Principal of Waseda Osaka Gakuen (current position) Advisor of TMI Associates (current position) Professor Emeritus, Waseda University (current position) Appointed Director (current position) Outside Director of NISHIKI Co., LTD. (current position)</p> <p>(Significant concurrent positions) Outside Director of Riskmonster.com Outside Director of T&amp;D Holdings, Inc. Managing Director and Principal of Waseda Osaka Gakuen</p>
<p>[Reason for the election of a candidate for the position of Outside Director]</p>			
<p>Mr. Ryuji Hori has extensive knowledge in legal affairs, cultivated through his many years of experience mainly in risk management at a general trading company, along with his experience as a university professor. The Company believes that he can provide supervision towards the Company's management decisions and business execution from a general and multilateral perspective; therefore he has been nominated for the position of Outside Director.</p>			
11	<p style="text-align: center;"> <span style="border: 1px solid black; padding: 2px;">Reelection</span> </p> <p style="text-align: center;">Hiromasa Yamamoto (March 18, 1960)</p> <p>■ Number of shares of the Company held 52,969 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983 April 2012 April 2013 June 2014 April 2016</p>	<p>Joined the Company Appointed Corporate Officer In charge of Machinery and Osaka HQ Steel Plates and General Manager of Machinery Dept. Appointed Executive Officer Appointed Director and Executive Officer Appointed Director and Managing Executive Officer (current position) In charge of Osaka HQ Steel Bars &amp; Construction Materials Dept. Machinery, Osaka HQ Steel Plates, Kyushu Branch Office, Chugoku Branch Office (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p>			
<p>Since joining the Company, Mr. Hiromasa Yamamoto has been mainly involved in the Steel Trading and Machinery businesses. In 1989, he relocated to the U.S. for his assignment over four years. From 2014, he served as Director, in charge of Machinery, International Trade and Trade Administration. Since 2016, he has been serving as Director and Managing Executive Officer, in charge of the Osaka HQ Steel Bars &amp; Construction Materials, Steel Plates business and all branches in western Japan, along with the Machinery business. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement of the business performance by utilizing his high level of expertise and extensive business experience.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
12	<p style="text-align: center;"><b>Reelection</b></p> <p>Yasushi Hatanaka (August 30, 1960)</p> <p>■Number of shares of the Company held 20,881 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983    Joined the Company August 2012    Appointed Corporate Officer In charge of Osaka HQ Steel Sheets Dept. 1, Steel Sheets Dept. 2, Steel Sheets Dept. 3 and Steel Processing Project Promote Team, Assistant to Director in charge of Tokyo HQ Steel Sheet International and General Manager of Osaka HQ Steel Sheets Dept. 3</p> <p>April 2013    Appointed Executive Officer June 2014    Appointed Director and Executive Officer April 2016    Appointed Director and Managing Executive Officer (current position)</p> <p>In charge of Osaka HQ Structural Steel Sheets Dept. 1, Structural Steel Sheets Dept. 2, Steel Sheets Sales, Steel Sheets Dept. 1, Steel Sheets Dept. 2, Stainless Steel &amp; Aluminum Sheet, Wire Products and Special Steel, and Steel Processing Project Promote Team (current position)</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yasushi Hatanaka has been mainly involved in the Steel Sheets business under the Steel Division. In 2002, he relocated to China for his assignment over five years. From 2014, he served as Director in charge of Osaka HQ Steel Sheets Dept. and Steel Processing Project, and since 2016, he has been serving as Director and Managing Executive Officer. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive business experience, in further expanding the Steel and Steel Processing Project businesses in which the Steel Sheets Dept. plays a leading role.</p>		
13	<p style="text-align: center;"><b>New candidate</b></p> <p>Yoichi Sasayama (November 8, 1961)</p> <p>■Number of shares of the Company held 4,486 shares</p>	<p>April 1984    Joined the Company April 2012    Appointed Corporate Officer In charge of Tokyo HQ Steel Sheets, and General Manager of Steel Sheets Dept.</p> <p>April 2014    Appointed Executive Officer April 2017    Appointed Managing Executive Officer (current position) General Manager of Nagoya Branch Office and in charge of Shizuoka Sales Office (current position)</p>
<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Yoichi Sasayama has been mainly involved in the Steel Sheets Dept. within the Steel Division. In 2014, he was assigned as the General Representative of the Asian Region in charge of Steel and Machinery Dept. working in Thailand and Indonesia over three years. After his overseas assignment, he has been serving as Managing Executive Officer and General Manager of Nagoya Branch Office since April 2017. He has been nominated for the position of Director because the Company believes that he can adequately carry out his assignment as Director by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
14	<p data-bbox="296 297 461 331"><u>New candidate</u></p> <p data-bbox="276 365 472 427">Chiro Ideriha (October 3, 1961)</p> <p data-bbox="256 454 496 555">■Number of shares of the Company held 36,988 shares</p>	<p data-bbox="515 271 638 297">April 1984</p> <p data-bbox="515 302 638 329">April 2010</p> <p data-bbox="515 383 638 409">April 2012</p> <p data-bbox="515 414 638 441">April 2013</p> <p data-bbox="687 271 1350 472">Joined the Company Appointed Corporate Officer In charge of Non-ferrous Metals and Special Metals &amp; Alloys Appointed Executive Officer (current position) In charge of Non-ferrous Metals, Metals &amp; Alloys and Special Metals &amp; Alloys (current position)</p>
<p data-bbox="252 557 963 584">[Reason for the election of a candidate for the position of Director]</p> <p data-bbox="252 589 1394 763">Since joining the Company, Mr. Chiro Ideriha has been mainly involved in Non-ferrous Metals. In 1995, he relocated to Malaysia for his assignment over four years. Since 2012, he has been serving as Executive Officer in charge of the Non-ferrous Metals, Metals &amp; Alloys and Special Metals &amp; Alloys businesses. He has been nominated for the position of Director because the Company believes that he can adequately carry out his assignment as Director by utilizing his high level of expertise and extensive business experience cultivated domestically and abroad.</p>		

- Notes:
1. There are no special interests between any of the candidates and the Company.
  2. Mr. Osamu Seki and Mr. Ryuji Hori are candidates for the positions of Outside Directors. Both Mr. Osamu Seki and Mr. Ryuji Hori are Independent Director candidates as required by the provisions of the Tokyo Stock Exchange, Inc.
  3. Mr. Osamu Seki is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for ten years.
  4. Mr. Ryuji Hori is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for three years.
  5. Mr. Ryuji Hori is scheduled to retire from Audit & Supervisory Board Member (External Auditor) of Tokuyama Corporation at the conclusion of the companies' Ordinary General Meeting of Shareholders scheduled to be held in June 2017.
  6. Both Mr. Osamu Seki and Mr. Ryuji Hori have entered into an agreement with the Company limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of laws and regulations. The Company plans to continue the above agreement with both Mr. Osamu Seki and Mr. Ryuji Hori if they are reelected.
  7. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

## Proposal No. 5: Election of Two (2) Corporate Auditors

The term of office of Corporate Auditor Yoichi Ejima will expire and Corporate Auditor Atsuhiko Moriguchi will resign at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect two (2) Corporate Auditors. The Board of Corporate Auditors has previously given its approval for this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name	Current positions at the Company	
1	Hideo Kawanishi	Director and Executive Vice President	<u>New candidate</u>
2	Naoyuki Togawa	Director and Senior Managing Executive Officer	<u>New candidate</u>

No.	Name (Date of birth)	Brief career summary and positions at the Company (Significant concurrent positions)	
1	<u>New candidate</u>  Hideo Kawanishi (March 15, 1950)  ■Number of shares of the Company held 108,929 shares	April 1973	Joined the Company
		April 2005	Appointed Corporate Officer In charge of Osaka HQ Steel Plate, Steel Sheets Sales and Structural Steel Sheets
2	<u>New candidate</u>  Naoyuki Togawa (February 18, 1952)  ■Number of shares of the Company held 34,429 shares	March 1974	Joined the Company
		April 2009	Appointed Corporate Officer General Manager of Nagoya Branch Office
[Reason for the election of a candidate for the position of Corporate Auditor] Since joining the Company, Mr. Hideo Kawanishi has been mainly involved in the Steel business. He was appointed to Director in 2005, appointed to Director and Senior Managing Executive Officer and Head of Osaka HQ in charge of Osaka HQ Steel Division in 2012, and has served as Director and Executive Vice President since 2014. He has been nominated for the position of Corporate Auditor because the Company believes that he can contribute to ensuring sound management of the Company as Corporate Auditor, by utilizing his experience cultivated over the years and deep insight in management overall.			
[Reason for the election of a candidate for the position of Corporate Auditor] Mr. Naoyuki Togawa has been involved mainly in Steel Division since joining the Company. He was appointed to Director and General Manager of Nagoya Branch Office in 2009, and has served as Director and Senior Managing Executive Officer since 2015. He has been nominated for the position of Corporate Auditor because the Company believes that he can contribute to ensuring sound management of the Company as Corporate Auditor, by utilizing his experience cultivated over the years and deep insight in management overall.			

- Notes:
- There are no special interests between the candidates and the Company.
  - Mr. Naoyuki Togawa will be elected as a substitute for Corporate Auditor, Mr. Atsuhiko Moriguchi. Therefore, his term of office will be the period until the conclusion of the 73th Ordinary General Shareholders Meeting to be held in June 2020 in accordance with the provisions of the Company's Articles of Incorporation.
  - If the election of both Mr. Hideo Kawanishi and Mr. Naoyuki Togawa are approved, the Company plans to enter into an agreement with them limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement shall follow the provisions of laws and regulations.
  - The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.