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(Securities Code 8078)

June 1, 2021

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 74TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially notified of the 74th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

In place of attending the meeting in person, you may exercise your voting rights by means of either of the following methods.

Please review the Reference Materials for the General Shareholders Meeting (page 5 through 18), and cast your vote by 5:00 p.m. on Tuesday, June 22, 2021 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 Internet

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

1. Date and Time: Wednesday, June 23, 2021 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)

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 74th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 74th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Thirteen (13) Directors
Proposal No. 3: Election of One (1) Corporate Auditor

- 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 (<https://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 Accounting 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 (<https://www.hanwa.co.jp/>).

< Request to shareholders >

1. The Company will provide alcohol hand sanitizer near the reception desk. We strongly encourage our shareholders to use it, as well as bring and wear a mask.
2. The Company will take a temperature near the entrance of the venue. For those who have a fever and those whose physical condition is considered to be unsatisfactory, we may refuse admission to the venue and ask to leave. Additionally, for those who have returned from abroad within the last 14 days, please inform us at the reception desk, and we may also refuse admission.
3. Administrative staff for the meeting are required to take their temperatures, check their physical condition, and wear masks while serving you.
4. The Company will increase the space between seats. Consequently, the number of seats available this year will be significantly lower than in previous years. For placing as many seats as possible, we plan to provide a separate venue on the same floor. If more shareholders than expected arrive, we may refuse admission to the venue.
5. In consideration of shortening this year's meeting to prevent the spread of the COVID-19 infection, the Company will omit the detailed explanation of the Matters to be reported (including the audit report) and the Proposals to be resolved at the venue. We encourage our shareholders to read through this notice in advance.
6. In order to reduce the risk of spreading the infection, only some of the Company's officers may attend the meeting at the venue or online, regardless of their physical condition on the event day.

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: Wednesday, June 23, 2021 at 10:00 a.m. Japan time
<ul style="list-style-type: none"> • Please bring with you this Notice to the venue on the day of the Meeting. • 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. 	

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 Tuesday, June 22, 2021 Japan time (Arrival of Voting Forms)

Voting via Internet	
Please enter your approval or disapproval of each proposal on the website designated by the Company (https://www.web54.net).	Deadline for voting: By 5:00 p.m. on Tuesday, June 22, 2021 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 Internet, etc.

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

1. Website for exercising voting rights
Votes can be submitted via Internet only on the website designated by the Company for this purpose.
URL for votes: <https://www.web54.net>
2. How to exercise your voting rights
 - (1) If you wish to exercise your voting rights using 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 Tuesday, June 22, 2021 Japan time. Shareholders are asked to submit votes as soon as possible.
 - (3) If a shareholder submits two votes in writing and via Internet etc., the vote via Internet will be counted as effective ones. Additionally, if a shareholder submits votes using 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 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 Internet, please contact the following support desk:

Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Web Support
Dedicated Line: Toll-free: 0120-652-031 (9:00 a.m. to 9:00 p.m., Japan standard time)

- (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)

Sumitomo Mitsui Trust Bank, Limited
Stock Transfer Agency Business Center
Toll-free: 0120-782-031 (9:00 a.m. to 5:00 p.m., Japan standard time, except for weekends and holidays)

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 74th fiscal year

The Company regards the sustainable return of earnings to shareholders as one of the most important management responsibilities. So far, while giving its top priority to continuous payment of stable dividends to shareholders, the Company has been making 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. Also, regarding the internal reserve, the Company has been utilizing it for the active investment in the enhancement of our management foundation, growth businesses and new businesses, and has been making efforts for further improvement of the corporate value of the Company.

In keeping with these basic policies, the Company has set a goal of accumulating ¥200.0 billion or more in shareholder's equity by the end of FY2022 in its Medium-Term Business Plan (FY2020 to FY2022), which begins in the current fiscal year, and intends to make further progress in strengthening its financial base and building a foundation for long-term growth.

Based on the above, the Company proposes a year-end dividend of ¥30 per share, maintaining the current level.

(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 ¥30 per common share. The aggregate dividend will be ¥1,219,124,640. As the Company has already paid an interim dividend of ¥30 per share in December 2020, the annual dividend will be ¥60 per share for the current fiscal year.
(3) Effective date of dividend payment	June 24, 2021

Proposal No. 2: Election of Thirteen (13) Directors

The terms of office of all thirteen (13) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, the Company proposes the election of thirteen (13) Directors.

The candidates for Directors are as follows:

No.	Name	Current positions at the Company	
1	Hironari Furukawa	Representative Director and President	Reelection
2	Yasumichi Kato	Representative Director and Executive Vice President	Reelection
3	Hidemi Nagashima	Director and Senior Managing Executive Officer	Reelection
4	Yoichi Nakagawa	Director and Senior Managing Executive Officer	Reelection
5	Yasuharu Kurata	Director and Senior Managing Executive Officer	Reelection
6	Yasushi Hatanaka	Director and Senior Managing Executive Officer	Reelection
7	Yoichi Sasayama	Director and Senior Managing Executive Officer	Reelection
8	Ryuji Hori	Director	Reelection Outside Director Independent Officer
9	Tatsuya Tejima	Director	Reelection Outside Director Independent Officer
10	Kamezo Nakai	Director	Reelection Outside Director Independent Officer
11	Junko Sasaki	Director	Reelection Outside Director Independent Officer
12	Takatoshi Kuchiishi	Director and Managing Executive Officer	Reelection
13	Keiji Matsubara	Director and Managing Executive Officer	Reelection

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
1	<p><u>Reelection</u></p> <p>Hironari Furukawa (October 30, 1946)</p> <p>■ Number of shares of the Company held 33,581 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>March 1969</p> <p>April 1996</p> <p>June 1997</p> <p>April 2003</p> <p>April 2005</p> <p>April 2009</p> <p>April 2011</p>	<p>Joined the Company</p> <p>Executive Vice President of Hanwa Co., (Hong Kong) Ltd. and Vice General Manager of Asian Region (China & Hong Kong)</p> <p>Appointed Director</p> <p>Appointed Managing Director</p> <p>Appointed Senior Managing Director</p> <p>Appointed Representative Director and Executive Vice President</p> <p>Appointed Representative Director and President (current position)</p>
<p>[Reason for the election of a candidate for the position of Director]</p> <p>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 and alloys, non-ferrous metals businesses etc., along with his global expertise cultivated during his eight-year assignment in Hong Kong.</p>			
2	<p><u>Reelection</u></p> <p>Yasumichi Kato (April 26, 1955)</p> <p>■ Number of shares of the Company held 26,842 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 2016</p> <p>April 2019</p> <p>April 2021</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>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)</p> <p>[Current responsibilities] In charge of overall Steel Division and Lumber & Plywood Division</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 Steel Division, and he had served as Director and Executive Vice President since 2019, and he has served as Representative Director and Executive Vice President since April 2021. He has been nominated for the position of Director because the Company believes that he can utilize his high level of expertise and extensive management experience, and contribute to further improvement in business performance by supervising overall steel business and Lumber & Plywood Division.</p>			

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	
3	<p><u>Reelection</u></p> <p>Hidemi Nagashima (February 15, 1960)</p> <p>■Number of shares of the Company held 13,884 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>[Current responsibility]</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>General Manager of Nagoya Branch Office</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 sheets business under Steel Division. He has served as Director and Executive Officer from 2015, responsible for Tokyo HQ Steel Plates & Sheets Division and has been serving as Director and Senior Managing Executive Officer since 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 General Manager of Nagoya Branch Office.</p>			
4	<p><u>Reelection</u></p> <p>Yoichi Nakagawa (August 14, 1961)</p> <p>■Number of shares of the Company held 5,939 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>[Current responsibilities]</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</p> <p>Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of Metal Recycling Division, Primary Metal Division and Hedging Administration Office and in charge of overall administrations</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 business. He has served as Director and Executive Officer from 2015, responsible for Accounting and Finance, and has been serving as Director and Senior Managing Executive Officer in charge of overall administrations since 2017. From 2018, he has been overseeing Metal Recycling Division and Primary Metal Division, and concurrently overseeing Hedging Administration Office since 2020. He has been nominated for the position of Director because the Company believes he can contribute to further enhancement of corporate value of the Company by utilizing his high level of knowledge, and his global expertise and extensive business experience cultivated over the twelve years of his assignment in the U.S.</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;">Reelection</p> <p style="text-align: center;">Yasuharu Kurata (September 12, 1959)</p> <p>■Number of shares of the Company held 1,600 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1982 Joined the Company</p> <p>April 2011 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>April 2012 Appointed Executive Officer</p> <p>April 2016 Appointed Managing Executive Officer</p> <p>June 2016 Appointed Director and Managing Executive Officer</p> <p>April 2017 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Energy Division, Food Division, Life Living Materials Division and New Business Development Office</p> <p>[Reason for the election of a candidate for the position of Director] 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 of over five years. From 2016, he has served as Director and Managing Executive Officer in charge of the Energy & Living Materials and Food Products business, and has been serving as Director and Senior Managing Executive Officer since 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>
6	<p style="text-align: center;">Reelection</p> <p style="text-align: center;">Yasushi Hatanaka (August 30, 1960)</p> <p>■Number of shares of the Company held 6,435 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1983 Joined the Company</p> <p>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</p> <p>June 2014 Appointed Director and Executive Officer</p> <p>April 2016 Appointed Director and Managing Executive Officer</p> <p>April 2019 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>[Current responsibilities] Senior General Manager of Osaka Head Office In charge of Osaka HQ Steel Bars & Construction Materials Division, Osaka HQ Steel Plates & Sheets Division, Steel Processing Project Promote, Kyushu Branch Office, Chugoku Branch Office, Hokuriku Branch Office</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 Steel Division. In 2002, he relocated to China for his assignment over five years. From 2014, he served as Director and Executive Officer in charge of Osaka HQ Steel Sheets Division and Steel Processing Project, and since 2019, he has been serving as Senior General Manager of Osaka Head Office and concurrently supervising the steel business and all branch offices in western Japan as Director and Senior 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, 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)	
7	<p><u>Reelection</u></p> <p>Yoichi Sasayama (November 8, 1961)</p> <p>■ Number of shares of the Company held 1,740 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1984</p> <p>April 2012</p> <p>April 2014</p> <p>April 2017</p> <p>June 2017</p> <p>April 2021</p> <p>[Current responsibilities]</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Tokyo HQ Steel Sheets, and General Manager of Steel Sheets Dept.</p> <p>Appointed Executive Officer</p> <p>Appointed Managing 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 Plates & Sheets Division, Niigata Branch Office and Lumber & Plywood Division</p>
	<p>[Reason for the election of a candidate for the position of Director]</p>	<p>Since joining the Company, Mr. Yoichi Sasayama has been mainly involved in the steel sheets business under Steel Division. In 2014, he was assigned as the General Representative of the Asian Region in charge of Steel and Machinery working in Thailand and Indonesia for over three years. After his overseas assignment, he had been serving as Director and Managing Executive Officer since 2017, and he has been serving as Director and Senior Managing Executive Officer since April 2021. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance as a supervisor in charge of Tokyo HQ Steel Plates & Sheets Division, Niigata Branch Office and Lumber & Plywood Division 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)
8	<p style="text-align: center;"> Reelection Outside Director Independent Officer </p> <p style="text-align: center;">Ryuji Hori (September 3, 1943)</p> <p>■ Number of shares of the Company held 1,432 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1966 Joined Iwai Sangyo Company Ltd. (currently Sojitz Corporation)</p> <p>June 1996 Appointed Director of Nissho Iwai Corporation (currently Sojitz Corporation)</p> <p>June 2000 Appointed Managing Director of Nissho Iwai Corporation</p> <p>June 2002 Appointed Senior Managing Executive Officer of Nissho Iwai Corporation (Retired from the position in March 2003)</p> <p>April 2003 Professor, School of Law, Waseda University</p> <p>April 2004 Professor, Waseda Law School, Waseda University (Retired from the position in March 2014)</p> <p>June 2005 Appointed Audit & Supervisory Board Member (External Auditor) of Tokuyama Corporation (Retired from the position in June 2017)</p> <p>June 2011 Appointed Outside Director of Riskmonster.com (current position)</p> <p>June 2012 Appointed Outside Director of T&D Holdings, Inc. (Retired from the position in June 2018)</p> <p>April 2013 Managing Director and Principal of Waseda Osaka Gakuen (Retired from the position in December 2018)</p> <p>April 2014 Advisor of TMI Associates (current position) Professor Emeritus, Waseda University (current position)</p> <p>June 2014 Appointed Director of the Company (current position)</p> <p>May 2016 Appointed Outside Director of NISHIKI Co., LTD. (Retired from the position in May 2020)</p> <p>June 2018 Appointed Outside Corporate Auditor of Lotte Co., Ltd. (current position)</p> <p>December 2019 Appointed Representative Director and President of TMI Ventures Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Outside Director of Riskmonster.com Outside Corporate Auditor of Lotte Co., Ltd.</p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Mr. Ryuji Hori has expertise and 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 expects that he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a general and multilateral perspective; therefore, he has been nominated for the position of Outside Director.</p> <p>[Matters concerning Independence] Mr. Ryuji Hori satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p> <p>There are no special interests between Mr. Ryuji Hori and the Company and the Company judges that there is no factor affecting his independence as Outside Director.</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;"> Reelection Outside Director Independent Officer </p> <p>Tatsuya Tejima (July 12, 1946)</p> <p>■ Number of shares of the Company held 2,303 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1969 Joined Toho Zinc Co., Ltd.</p> <p>June 1999 Appointed Director of Toho Zinc Co., Ltd.</p> <p>June 2000 Appointed Executive Officer of Toho Zinc Co., Ltd.</p> <p>January 2002 Appointed Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2002 Appointed Managing Director and Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2003 Appointed Representative Director and Managing Director, and Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2005 Appointed Representative Director and Senior Managing Director, and Senior Managing Executive Officer of Toho Zinc Co., Ltd.</p> <p>June 2006 Appointed Representative Director and President, and COO of Toho Zinc Co., Ltd.</p> <p>June 2008 Appointed Representative Director and President of Toho Zinc Co., Ltd. (Retired from the position in June 2017)</p> <p>June 2017 Appointed Advisor of Toho Zinc Co., Ltd. (current position) Appointed Outside Director of Furukawa Co., Ltd. (current position)</p> <p>June 2018 Appointed Director of the Company (current position)</p> <p>(Significant concurrent positions) Outside Director of Furukawa Co., Ltd. Advisor of Toho Zinc Co., Ltd.</p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Mr. Tatsuya Tejima has extensive knowledge and business experience cultivated through many years of his career as an executive of a non-ferrous metal smelting company. He has been nominated for the position of Outside Director because the Company expects that with his noble character and deep insight, he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and objective standpoint.</p> <p>[Matters concerning Independence] Mr. Tatsuya Tejima satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. He had served as Representative Director and President of Toho Zinc Co., Ltd., who has a business relationship with the Company, until June 2017. However, transactions between the Company and Toho Zinc Co., Ltd. consist of less than 0.3% of the annual consolidated sales of the Company. Therefore, the Company judges that these transactions would not affect his independence as Outside Director in light of their scale and nature.</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;"> Reelection Outside Director Independent Officer </p> <p>Kamezo Nakai (July 30, 1950)</p> <p>■ Number of shares of the Company held 1,694 shares</p> <p>■ Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1974 Joined Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)</p> <p>June 1995 Appointed Director of Nomura Securities Co., Ltd.</p> <p>April 1999 Appointed Managing Director of Nomura Securities Co., Ltd.</p> <p>April 2003 Appointed Director and Senior Managing Executive Officer of Nomura Asset Management Co., Ltd.</p> <p>June 2003 Appointed Senior Managing Executive Officer of Nomura Asset Management Co., Ltd. Appointed Executive Managing Director of Nomura Holdings, Inc. (Retired from the position in March 2006)</p> <p>April 2008 Appointed Advisor of Nomura Asset Management Co., Ltd. (Retired from the position in March 2009)</p> <p>June 2009 Appointed Director and President (Representative Director) of Nomura Land and Building Co., Ltd. (Retired from the position in March 2012)</p> <p>June 2011 Appointed Director and President (Representative Director) of Nomura Real Estate Holdings, Inc.</p> <p>February 2012 Appointed Director and Executive Officer of Nomura Real Estate Development Co., Ltd.</p> <p>April 2012 Appointed Director and President (Representative Director), Chief Executive Officer of Nomura Real Estate Development Co., Ltd.</p> <p>May 2012 Appointed Director and President (Representative Director) and Chief Executive Officer of Nomura Real Estate Holdings, Inc.</p> <p>April 2015 Appointed Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Development Co., Ltd.</p> <p>June 2015 Appointed Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Holdings, Inc. (Retired from the position in June 2017)</p> <p>April 2017 Appointed Director of Nomura Real Estate Development Co., Ltd. (Retired from the position in June 2017)</p> <p>June 2017 Appointed Senior Advisor of Nomura Real Estate Development Co., Ltd. (Retired from the position in September 2020) Appointed Outside Director of DSB Co., Ltd. (Retired from the position in March 2021)</p> <p>November 2018 Appointed Outside Director of BIC CAMERA INC. (Retired from the position in November 2020)</p> <p>June 2019 Appointed Director of the Company (current position)</p> <p>December 2020 Appointed Representative Director of Kinmiraisekkei Co., Ltd. (current position)</p> <p>April 2021 Appointed Advisor of DSB Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Representative Director of Kinmiraisekkei Co., Ltd. Advisor of DSB Co., Ltd.</p>
<p>[Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Mr. Kamezo Nakai has extensive knowledge and abundant experience cultivated through his many years of corporate management in the securities industry and real estate industry. He has been nominated for the position of Outside Director because the Company expects that he can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and multilateral perspective especially in finance and investment.</p> <p>[Matters concerning Independence] Mr. Kamezo Nakai satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. Mr. Nakai had served as an executing person of Nomura Real Estate Development Co., Ltd., who has a business relationship with the Company, until June 2017. However, transactions between the Company and Nomura Real Estate Development Co., Ltd. consists of less than 0.1% of the annual consolidated sales of the Company. Therefore, the Company judges that these transactions would not affect his independence as Outside Director in light of their scale and nature.</p>		

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)
11	<p style="text-align: center;"> Reelection Outside Director Independent Officer </p> <p style="text-align: center;"> Junko Sasaki (January 12, 1960) </p> <p> ■Number of shares of the Company held 181 shares </p> <p> ■Attended 12 out of 13 meetings of Board of Directors (92%) </p>	<p> April 1983 Joined IBM Japan Ltd. January 2007 Appointed Executive Officer, APAC & Japan Technical Sales Support of IBM Japan Ltd. (Retired from the position in January 2010) January 2011 Joined Microsoft Japan Co., Ltd. Appointed Executive and General Manager of Customer Service & Support of Microsoft Japan Co., Ltd. (Retired from the position in January 2015) February 2015 Joined WEIC Corporation April 2015 Appointed Director and General Manager of Sales Division of WEIC Corporation (Retired from the position in July 2015) January 2016 Joined FireEye, Inc. Appointed Vice President (Retired from the position in September 2016) December 2016 Joined Sartorius Japan K.K. Appointed President & CEO (Retired from the position in March 2018) May 2018 Appointed Outside Director, Member of the Audit and Supervisory Committee of Yaskawa Electric Corporation (current position) June 2019 Appointed External Director of Sumitomo Mitsui Trust Bank, Limited (current position) June 2020 Appointed Director of the Company (current position) September 2020 Appointed Outside Director of Gemini Strategy Group Inc. (current position) </p> <p> (Significant concurrent positions) Outside Director, Member of the Audit and Supervisory Committee of Yaskawa Electric Corporation External Director of Sumitomo Mitsui Trust Bank, Limited Outside Director of Gemini Strategy Group Inc. </p>
<p> [Reason for the election of a candidate for the position of Outside Director and overview of expected roles] Ms. Junko Sasaki has extensive knowledge and abundant experience cultivated through her corporate management experience at IT companies etc. with global operations. She has been nominated for the position of Outside Director because the Company expects that she can provide advice on the Company's management decisions and supervision towards the Company's business execution from a practical and professional perspective. </p> <p> [Matters concerning Independence] Ms. Junko Sasaki satisfies the "Independence Standards for Outside Officers" (stated on page 18) stipulated by the Company, and the Company has registered her as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc. There are no special interests between Ms. Sasaki and the Company and the Company judges that there is no factor affecting her independence as Outside Director. </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;"><u>Reelection</u></p> <p>Takatoshi Kuchiishi (October 23, 1958)</p> <p>■Number of shares of the Company held 11,242 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p>	<p>April 1981 Joined the Company</p> <p>April 2010 Appointed Corporate Officer In charge of Tokyo HQ Steel Bars & Construction Materials Dept.1, Dept.2, Ferrous Raw Materials, Steel Structure Marketing, Distributor Sales, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, and in charge of Promotion and Coordination for Steel Structure business of all offices</p> <p>June 2010 Appointed Director</p> <p>September 2010 President of Hanwa Fellows Engineering (China) Co., Ltd. (Retired from the position in May 2020)</p> <p>April 2012 Appointed Director and Executive Officer</p> <p>June 2014 Appointed Executive Officer</p> <p>April 2017 Appointed Managing Executive Officer</p> <p>June 2018 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Tokyo HQ Steel Bars & Construction Materials Division, Steel Structure Marketing Division of all offices, Ferrous Raw Materials Division of all offices, Tokyo HQ Thermal-insulation Construction Dept., Hokkaido Branch Office, Tohoku Branch Office, Kitakanto Branch Office</p>
		<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Takatoshi Kuchiishi has been mainly involved in the steel bars and construction materials business under Steel Division. He was assigned as Director in 2010, and in 2014, he resigned from the position of Director due to a reduction in the number of Directors and was assigned as Executive Officer. Since 2018, he has been serving Director and Managing Executive Officer. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance as a supervisor in charge of Tokyo HQ Steel Bars & Construction Materials Division, Steel Structure Marketing Division of all offices, Ferrous Raw Materials Division of all offices and Tokyo HQ Thermal-insulation Construction Dept., as well as in charge of Hokkaido Branch Office, Tohoku Branch Office, and Kitakanto Branch Office by utilizing his high level of expertise and extensive business experience.</p>
13	<p style="text-align: center;"><u>Reelection</u></p> <p>Keiji Matsubara (November 9, 1960)</p> <p>■Number of shares of the Company held 5,013 shares</p> <p>■Attended 13 out of 13 meetings of Board of Directors (100%)</p>	<p>April 1983 Joined the Company</p> <p>April 2014 Appointed Corporate Officer General Representative for East China Region, Chairman and President of HANWA TRADING (SHANGHAI) CO., LTD., and in charge of Wire Products & Special Steel Titanium for Asian Region</p> <p>April 2015 Appointed Executive Officer</p> <p>April 2018 Appointed Managing Executive Officer</p> <p>June 2020 Appointed Director and Managing Executive Officer (current position)</p> <p>[Current responsibilities] In charge of Tokyo HQ Steel Plates Dept., Machinery Division, Wire Products & Special Steel Division of all offices and Corporate Planning Dept.</p>
		<p>[Reason for the election of a candidate for the position of Director] Since joining the Company, Mr. Keiji Matsubara has been mainly involved in the wire products and special steel business under Steel Division. After working in China for six years since 2013, he has been serving as Director and Managing Executive Officer since 2020. He has been nominated for the position of Director because the Company believes that he can contribute to further improvement in business performance as a supervisor in charge of Tokyo HQ Steel Plates Dept., Machinery Division, Wire Products & Special Steel Division of all offices and Corporate Planning Dept. 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. Ryuji Hori, Mr. Tatsuya Tejima, Mr. Kamezo Nakai, and Ms. Junko Sasaki are candidates for the positions of Outside Directors.
 3. Mr. Ryuji Hori is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for seven years.

4. Mr. Tatsuya Tejima 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. Kamezo Nakai is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting he will have served for two years.
6. Ms. Junko Sasaki is currently an Outside Director of the Company. At the conclusion of this General Shareholders Meeting she will have served for one year.
7. At Toho Zinc Co., Ltd., in which Mr. Tatsuya Tejima served as Representative Director until June 2017, it was discovered that a part of non-ferrous slag products shipped by the Annaka Smelter and Refinery in the past did not meet the soil environmental standards of the Soil Contamination Countermeasures Act.
8. Nomura Real Estate Development Co., Ltd., in which Mr. Kamezo Nakai served as Director until June 2017, received a corrective order and guidance from a labor standards office, concerning the operation of its discretionary labor system in December 2017.
9. Messrs. Ryuji Hori, Tatsuya Tejima, Kamezo Nakai and Ms. Junko Sasaki 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 Messrs. Ryuji Hori, Tatsuya Tejima, Kamezo Nakai and Ms. Junko Sasaki if they are reelected.
10. The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages arising from liability borne by the insured in the course of execution of their duties or claims pertaining to the pursuit of such liability, as well as expenses incurred in dealing with suspected violations of laws and regulations, or claims pertaining to the pursuit of such liability. The candidates will be included as the insured in said insurance agreement.
11. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

Proposal No. 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor, Hideo Kawanishi will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect one (1) Corporate Auditor. The Board of Corporate Auditors has previously given its approval for this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Brief career summary and positions at the Company (Significant concurrent positions)	
<p>Hideo Kawanishi (March 15, 1950)</p> <p>■Number of shares of the Company held 23,889 shares</p> <p>■Attended 16 out of 16 meetings of Board of Directors (100%)</p> <p>■Attended 15 out of 15 meetings of Board of Corporate Auditors (100%)</p>	<p>April 1973</p> <p>April 2005</p> <p>June 2005</p> <p>April 2008</p> <p>April 2012</p> <p>April 2014</p> <p>June 2017</p>	<p>Joined the Company</p> <p>Appointed Corporate Officer In charge of Osaka HQ Steel Plate, Steel Sheets Sales and Structural Steel Sheets</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 Corporate Auditor (current position)</p>
<p>[Reason for the election of a candidate for the position of Corporate Auditor] Mr. Hideo Kawanishi has contributed to ensuring the Company's sound management as Corporate Auditor since 2017 by utilizing his expertise, experience, and extensive knowledge of overall corporate management, gained through many years of his career in the steel business of the Company. He has been nominated for the position of Corporate Auditor because the Company believes that he can properly perform his duties as Corporate Auditor.</p>		

- Notes:
1. There are no special interests between the candidate and the Company.
 2. Mr. Hideo Kawanishi has entered into an agreement with the Company limiting his 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 Mr. Hideo Kawanishi if he is reelected
 3. The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages arising from liability borne by the insured in the course of execution of their duties or claims pertaining to the pursuit of such liability, as well as expenses incurred in dealing with suspected violations of laws and regulations, or claims pertaining to the pursuit of such liability. The candidate will be included as the insured in said insurance agreement.
 4. The number of shares of the Company held includes the number of shares held through the Hanwa Directors Stock Ownership Plan.

In accordance with Principle 4.9 of the Corporate Governance Code, stating that the Company should establish independence standards aimed at securing effective independence of outside officers (outside directors and outside corporate auditors), at a meeting of the Board of Directors held on September 26, 2017, the Company passed a resolution regarding “Independence Standards for Outside Officers” as follows.

Independence Standards for Outside Officers

When an outside officer (outside director and outside corporate auditor) of the Company does not fall under any of the following cases, he or she is judged independent from the Company.

1. A major shareholder of the Company (meaning a shareholder who holds either directly or indirectly 10% or more of the total voting rights of the Company at the end of the most recent fiscal year), or an executing person thereof.
2. A person belonging to or an executing person of a company of which the Company is a major shareholder (holding 10% or more of the total voting rights of the company at the end of the most recent fiscal year).
3. A major business partner of the Company (whose annual transaction with the Company exceeds 2% of the consolidated net sales of the Company during the most recent fiscal year), or an executing person thereof.
4. A major lender to the Company (whose outstanding loans to the Company at the end of most recent fiscal year exceeds 2% of the consolidated total net assets of the Company), or an executing person thereof.
5. A representative or an employee who belongs to the audit corporation that is the accounting auditor of the Company.
6. A consultant, legal professional, certified public accountant, tax accountant, or other person providing a specialist service who received more than 10 million yen of monetary consideration or other properties per year from the Company other than officer remuneration in the most recent fiscal year (referring to a person belonging to the organization if the one who received the relevant property is an organization such as corporation or association).
7. A person who received the annual total of more than 10 million yen of donations or aid funds from the Company in the most recent fiscal year (referring to an executing person who belongs to the organization if the one who received the relevant donations or aid funds is an organization such as corporation or association).
8. A person who falls under any of 1 to 7 above in the past three years
9. A person whose close relative falls under any of 1 to 8 above.

(Note 1.) An executing person refers to an executive director, executive officer, corporate officer, or staff executing business of an entity.

(Note 2.) A close relative means a relative within the second degree of kinship.

Even if a person falls under any of the above criteria, such person may be elected as a candidate for independent outside officer if the person satisfies the requirements of an outside director or an outside corporate auditor under the Companies Act, has specialization and experience necessary in view of the Company’s current situations and his/her knowledge and viewpoint are judged to be beneficial to the Company’s management, on the condition that the Company provides explanations to shareholders of the reasons of its judgement and the fact that the person satisfies the requirements of an independent outside officer.