

This is an English translation of a document published in Japanese. Should there be any discrepancies between the Japanese and the English, the Japanese version shall be considered the final authority.

Sent: June 9, 2023

Commencement of measures for electronic provision: June 6, 2023

To Our Shareholders:

MATSUOKA Hiroaki  
Representative Director and President  
Nippon Coke & Engineering Co., Ltd.  
Securities Code: 3315  
Address: 3-3-3 Toyosu, Koto-ku,  
Tokyo, 135-6007, Japan

### **Notice of the 20th Annual General Meeting of Shareholders**

We hereby provide notification that the 20th Annual General Meeting of Shareholders of Nippon Coke & Engineering Co., Ltd. (“the Company”) will be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights via the Internet or in writing (by mail). Please review the attached Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Wednesday, June 28, 2023 Japan time.

1. Date and Time Thursday, June 29, 2023 at 10:00 a.m. (the reception desk will open at 9.30 a.m.)

2. Place Toyosu Civic Center Hall 5F  
2-2-18 Toyosu, Koto-ku, Tokyo

3. Purposes of the Meeting

- Matters to Be Reported
1. Business Report and Consolidated Financial Statements for the 20th term (from April 1, 2022 to March 31, 2023) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors
  2. Non-consolidated Financial Statements for the 20th term (from April 1, 2022 to March 31, 2023)

- Matters to Be Decided
- Proposal No. 1: Election of Two (2) Directors
- Proposal No. 2: Election of One (1) Standing Corporate Auditor
- Proposal No. 3: Election of One (1) Substitute Standing Corporate Auditor

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Election of Two (2) Directors

At the conclusion of this Annual General Meeting of Shareholders, SHIMIZU Akihiko and KAGE Kazuya, both of who currently serve as Directors, will retire by resignation. Accordingly, the Company requests the election of two (2) Directors to fill these vacancies.

The term of office of the Director elected as a substitute Director will be until the expiration of the terms of office of the other Directors currently in office, in accordance with the Articles of Incorporation of the Company.

The candidates for Directors are as follows.

Candidate No.	Name	Current Position in the Company	Attribution
1	MORI Shunichiro	Managing Executive Officer	New
2	HADANO Yasuhiko	Managing Executive Officer	New

Note:

New

Candidate for new Director

**Candidate No. 1 MORI Shunichiro****New**

Date of birth: September 20, 1960 (62 years old)

No. of shares of the Company held: 100,239

**Career history and position in the Company**

April 1983	Joins Mitsui Mining Co., Ltd. (currently Nippon Coke & Engineering Co., Ltd.)
August 2004	General Manager, Head Office Coke Department, Coal Chain Headquarters of the Company
June 2008	General Manager, Corporate Planning Department of the Company
April 2010	General Manager, Fuel Department of the Company
April 2013	Executive Officer, and General Manager, Coke Department of the Company
June 2016	Director, and General Manager, Coke Department of the Company
June 2020	Managing Executive Officer, and General Manager, Coke Department of the Company
June 2021	Managing Executive Officer of the Company (current position)

**Current position in the Company**

Managing Executive Officer (in charge of Carbon Neutral Promotion Office, Personnel and General Affairs Department, and Kyushu Regional Office)

**Reasons for nomination as a candidate for Director**

MORI Shunichiro has experience driving the Company's mainstay Coke Business over many years as well as extensive supervisory experience, including corporate planning, personnel, and general affairs. As a result, the Company determined it is appropriate to elect him as a Director responsible for business management and proposed him as a candidate.

**Candidate No. 2 HADANO Yasuhiko****New**

Date of birth: May 2, 1960 (63 years old)

No. of shares of the Company held: 61,839

**Career history and position in the Company**

April 1984	Joins Sumitomo Metal Industries, Ltd.
April 2007	General Manager, Iron Making Department, Iron and Steel Division, Kokura Manufacturing and Technology Headquarters of Sumitomo Metal Industries, Ltd.
April 2010	General Manager, Iron Making Department, Steel Sheets and Construction Materials Company of Sumitomo Metal Industries, Ltd.
October 2012	General Manager, Iron Making Department, Kajima Works of Nippon Steel & Sumitomo Metal Corporation
April 2013	General Manager, Iron Making Department, Oita Works of Nippon Steel & Sumitomo Metal Corporation
June 2016	Executive Officer, and Deputy Manager, Kitakyushu Coking Works of the Company
June 2017	General Manager, Kitakyushu Coking Works of the Company
June 2020	Managing Executive Officer, and General Manager, Kitakyushu Coking Works of the Company
June 2021	Managing Executive Officer, and General Manager, Coke Division of the Company (current position)

**Current position in the Company**

Managing Executive Officer (General Manager, Coke Division)

**Reasons for nomination as a candidate for Director**

HADANO Yasuhiko is currently driving the Company's mainstay Coke Business as General Manager of the Coke Division, after being in charge of the Company's Kitakyushu Coking Works based on his many years of experience at steel mills. As a result, the Company determined it is appropriate to elect him as a Director responsible for business management and proposed him as a candidate.

Notes:

1. There are no special interests between any of the candidates and the Company.
2. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors currently in office, under which the Company will indemnify the Directors and Corporate Auditors for the costs in item 1 of the said paragraph and the losses in item 2 of the said paragraph to the extent provided for by laws and regulations. In the event that the election of each candidate is approved, the Company plans to enter into the agreement with each of them.
3. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers the liability of the insured for damages and legal costs incurred by Directors, Corporate Auditors and Executive Officers in connection with shareholder derivative actions, third-party actions and corporate actions (however, liability arising from intent or gross negligence is excluded). In the event that the election of each candidate is approved, the Company plans to include each of them among the insured persons under the insurance policy. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.

At the conclusion of this Annual General Meeting of Shareholders, IWASHITA Masahiro, who currently serves as Standing Corporate Auditor, will retire by resignation. Accordingly, the Company requests the election of one (1) Standing Corporate Auditor to fill the vacancy.

This proposal has received the approval of the Board of Statutory Auditors.

**Candidate**            **ITO Shinji**

Date of birth: July 4, 1962 (60 years old)

### Career history and position in the Company

April 2002      Accounting Group Leader, Accounting Department of the Company

August 2012      Financial Reporting Group Leader, Corporate Planning & Administration  
Department of the Company

May 2017	General Manager, Personnel & General Affairs of Ariake Kiden Kogyo K.K.
----------	---

June 2019      Director, and General Manager, Personnel & General Affairs Department of Ariake Kiden Kogyo K.K.

September 2020     Assistant General Manager, Management and Administration Department of  
the Company

December 2021     Assistant General Manager, Personnel and General Affairs Department, and Risk Management Group Leader of the Company

April 2022	Administration Officer; Assistant General Manager, Personnel and General Affairs Department; and Risk Management Group Leader of the Company
------------	--

June 2022	Administration Officer, and General Manager, Risk Management Office of the Company (current position)
-----------	---

### **Current position in the Company**

Administration Officer, and General Manager, Risk Management Office

### **Reasons for nomination as a candidate for Standing Corporate Auditor**

ITO Shinji worked in accounting departments of the Company for many years and has extensive business experience and knowledge in business management. In addition, currently serving as General Manager of the Risk Management Office, he is responsible for promoting internal control and compliance, as well as auditing business within the Group. As a result, the Company determined it is appropriate to elect him as a Corporate Auditor to ensure the proper execution of business and proposed him as a candidate for Standing Corporate Auditor.

**New**

Candidate for new Standing Corporate Auditor

#### Notes:

1. There are no special interests between ITO Shinji and the Company.
2. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors currently in office, under which the Company will indemnify the Directors and Corporate Auditors for the costs in item 1 of the said paragraph and the losses in item 2 of the said paragraph to the extent provided for by laws and regulations. In the event that the election of ITO Shinji is approved, the Company plans to enter into an indemnity agreement on the same terms.
3. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers the liability of the insured for damages and legal costs incurred by Directors, Corporate Auditors and Executive Officers in connection with shareholder derivative actions, third-party actions and corporate actions (however, liability arising from intent or gross negligence is excluded). In the event that the election of ITO Shinji is approved, the Company plans to include ITO Shinji among the insured persons under the insurance policy. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.

### **Proposal No. 3: Election of One (1) Substitute Standing Corporate Auditor**

The Company proposes the election of one substitute Standing Corporate Auditor for ITO Shinji, who will become Standing Corporate Auditor in the event that Proposal No. 2 is approved, to prepare for the eventuality of a shortfall in the number of Corporate Auditors, as stipulated by laws and regulations. The candidate's election as substitute Standing Corporate Auditor will be effective until the expiration of ITO Shinji's term of office as Standing Corporate Auditor.

This proposal has received the approval of the Board of Statutory Auditors.

The candidate for substitute Standing Corporate Auditor is as follows.

**Candidate**                **MASUDA Akira**

Date of birth:                                July 11, 1963 (59 years old)

No. of shares of the Company held:    24,853

#### **Career history and position in the Company**

April 1986	Joins Mitsui Mining Co., Ltd. (currently Nippon Coke & Engineering Co., Ltd.)
January 2012	General Manager, Administration Department, Kitakyushu Coking Works of the Company
October 2015	Risk Management Group Leader, Personnel and General Affairs Department of the Company
May 2018	General Affairs Group Leader, Personnel and General Affairs Department of the Company
April 2021	Deputy Manager, Kyushu Regional Office of the Company
June 2021	General Manager, Kyushu Regional Office of the Company (current position)

#### **Current position in the Company**

General Manager, Kyushu Regional Office

#### **Reasons for nomination as a candidate for substitute Standing Corporate Auditor**

MASUDA Akira worked in general affairs, legal and internal auditing departments (including Risk Management Group) of the Company for many years and has extensive experience and knowledge in business audit and internal control. As a result, the Company determined that it is appropriate to elect him as a Corporate Auditor to ensure the proper execution of business and proposed him as a candidate for substitute Standing Corporate Auditor.



Notes:

1. There are no special interests between MASUDA Akira and the Company.
2. MASUDA Akira is a candidate substitute Standing Corporate Auditor for ITO Shinji, who will be elected as a Standing Corporate Auditor in the event that Proposal No. 2 is approved in its original form.
3. The Company has entered into an indemnity agreement as provided for in Article 430-2, Paragraph 1 of the Companies Act with the Directors and Corporate Auditors currently in office, under which the Company will indemnify the Directors and Corporate Auditors for the costs in item 1 of the said paragraph and the losses in item 2 of the said paragraph to the extent provided for by laws and regulations. In the event that the election of MASUDA Akira is approved, the Company plans to enter into an indemnity agreement on the same terms.
4. The Company has entered into a directors' and officers' liability insurance policy as provided for in Article 430-3, Paragraph 1 of the Companies Act with an insurance company. The insurance policy covers the liability of the insured for damages and legal costs incurred by Directors, Corporate Auditors and Executive Officers in connection with shareholder derivative actions, third-party actions and corporate actions (however, liability arising from intent or gross negligence is excluded). In the event that the election of MASUDA Akira is approved, the Company plans to include MASUDA Akira among the insured persons under the insurance policy. In addition, the insurance policy is scheduled to be renewed with the same contents at the next renewal.