

The following is an English translation of the Notice of Convocation of the 100th Ordinary General Meeting of Shareholders of Sumitomo Metal Mining Co., Ltd. (hereinafter referred to as the “Company”). The Company provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise. The Japanese original is the sole official version and shall prevail in the event of any discrepancy between the Japanese original and this English translation.

Convocation Notice of the 100th Ordinary General Meeting of Shareholders

1. Date and Time: June 26, 2025 (Thursday) at 10:00am (Japan Time)
(Reception starts at 9:00am)
2. Place: The Okura Tokyo, Orchard (Okura Prestige Tower 2F)
2-10-4 Toranomom, Minato-ku, Tokyo, Japan

Convocation Notice

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For shareholders who are unable to attend the General Meeting of Shareholders in person

Deadline for the exercise of voting rights:

5:00pm (Japan Time), Wednesday, June 25, 2025

Please exercise your voting rights by sending the enclosed voting form by postal mail or via the Internet, etc.

* For details, please refer to “Guide to Exercising Voting Rights” on page 3.

Sumitomo Metal Mining Co., Ltd.
Securities Code No. 5713

June 4, 2025

To our shareholders

11-3, Shimbashi 5-chome, Minato-ku, Tokyo

Sumitomo Metal Mining Co., Ltd.

Nobuhiro Matsumoto, Representative Director and President

Convocation Notice of the 100th Ordinary General Meeting of Shareholders

Sumitomo Metal Mining Co., Ltd. (the “Company”) hereby gives notice of the 100th Ordinary General Meeting of Shareholders (the “Meeting”) as outlined below and cordially requests your attendance.

In convening the Meeting, we have taken measures for electronic provision of the Reference Documents, etc. for Shareholders Meeting (matters subject to measures for electronic provision), pursuant to the provisions of laws and regulations and Article 16, Paragraph 1 of the Articles of Incorporation. The matters are posted on the Company’s website. Please access the website and review the information.

The Company’s website

<https://www.smm.co.jp/ir/stock/meeting/>

In addition to the Company’s website, the matters subject to measures for electronic provision are also posted to the website of Tokyo Stock Exchange (TSE). Please access the following TSE website (Listed Company Search), enter the Company’s name “Sumitomo Metal Mining” in the “Issue name (company name)” field or the securities code “5713” in the “Code” field to search for the Company, select “Basic information” and “Documents for public inspection/PR information” in that order, and then find the information posted in “[Notice of General Shareholders Meeting/Informational Materials for a General Shareholders Meeting].”

Tokyo Stock Exchange’s website (Listed Company Search)

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

If you are unable to attend the meeting, you may vote in writing or by an electromagnetic method (via the Internet, etc.). We cordially request that you examine the attached Reference Documents for Shareholders Meeting and exercise your voting rights no later than 5:00pm (Japan Time) on Wednesday, June 25, 2025 in accordance with Guide to Exercising Voting Rights on page 3.

1. Date and Time: June 26, 2025 (Thursday) at 10:00am (Japan Time)
2. Place: The Okura Tokyo, Orchard (Okura Prestige Tower 2F)
2-10-4 Toranomon, Minato-ku, Tokyo, Japan
3. Agenda:
- | | |
|------------------------|---|
| Matters for Reporting | Report on the contents of the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements for the 100 th business year (April 1, 2024– March 31, 2025) and the results of audits of the Consolidated Financial Statements for the 100 th business year by the Accounting Auditor and the Audit & Supervisory Board |
| Matters for Resolution | Proposal No.1: Appropriation of Surplus
Proposal No.2: Election of eight (8) Directors
Proposal No.3: Election of two (2) Audit & Supervisory Board Members
Proposal No.4: Election of one (1) substitute Audit & Supervisory Board Member
Proposal No.5: Determination of Compensation for Granting Restricted Shares to Directors |

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- * Along with this document, we deliver the document of matters subject to measures for electronic provision to shareholders who have requested paper-based delivery. However, some of the matters subject to measures for electronic provision are omitted, pursuant to the provisions of laws and regulations and Article 16, Paragraph 2 of the Articles of Incorporation of the Company. The omitted matters are posted on the Company's website and TSE website described on the previous page.
- * If any amendments to the matters subject to measures for electronic provision are made, the notification of the revisions, the original versions, and the revised versions will be posted on the Company's website and TSE website described on the previous page.
- * When you attend the meeting, submit the enclosed voting form at the reception of the venue. If you want to exercise your voting right by proxy, you can designate a single shareholder who has a voting right. In this case, please submit a document evidencing the power of representation.

Guide to Exercising Voting Rights

1. Exercise of voting rights by attending the meeting

Submit the enclosed voting form at the reception of the venue.

Date and time of the meeting:

Thursday, June 26, 2025 at 10:00am (Japan Time) (Reception starts at 9:00am)

2. Exercise of voting rights via postal mail

Indicate your vote for or against the proposals on the enclosed voting form and send the form back to us by postal mail without putting a stamp.

Deadline for the exercise via postal mail:

To arrive at us by 5:00pm (Japan Time), Wednesday, June 25, 2025

* If you attend the meeting in person, you do not need to send the voting form.

* If neither approval nor disapproval of a proposal is indicated on the voting form you sent, it shall be deemed a vote of approval.

3. Exercise of voting rights via the Internet

(1) You may access the voting rights exercise site (<https://www.web54.net>), enter your voting rights exercise code and password appearing on the enclosed voting form or scan the 2d barcode on the enclosed voting form and follow the instructions to register your vote either for or against the proposals.

(2) The deadline for the exercise of voting rights via the Internet is 5:00pm (Japan Time), Wednesday, June 25, 2025.

(3) Any connection fees to providers or telephone charges, etc. for accessing the voting rights exercise site shall be borne by the shareholders.

Please contact the direct number below if you have any inquiries concerning the exercise of voting rights via the Internet. Administrator of Shareholder Registry:

Securities Agent Web Support

Sumitomo Mitsui Trust Bank, Limited

0120-652-031 (toll-free within Japan only; open from 9:00am to 9:00pm (Japan Time))

4. Voting rights exercise platform for institutional investors

Institutional investors may use voting rights exercise platform operated by ICJ (Investor Communications Japan Inc.) for institutional investors if having made an application for its use in advance.

5. Matters concerning the exercise of voting rights

(1) In the event of having voted multiple times electronically (via the Internet, etc.) or both by PC and by cell phone and the content of the vote, whether for or against, with respect to one proposal differs, the last vote exercised shall prevail.

(2) In the event of having voted both in writing and electronically (via the Internet, etc.) and the content of the vote, whether for or against, with respect to one proposal differs, the vote exercised electronically shall prevail.

Guide to Viewing the Livestream and Questions in Advance

The Ordinary General Meeting of Shareholders will be livestreamed on the Internet so that you can view the meeting at home or elsewhere. In addition, questions about the agenda of the Meeting may be submitted via the Internet.

The Livestream

Date and time of the livestream

From 10:00am (Japan Time) to the end of the meeting on Thursday, June 26, 2025

* The livestream page will be accessible at about 9:30am on the day.

Questions in advance

Deadline for receiving questions: 5:00pm (Japan Time), Tuesday, June 17, 2025

How to view the livestream and submit questions in advance

1. Access the dedicated website: <https://links-v.pdcp.jp/5713/2025/smm/>
2. Log in to the website.

Enter the following login ID and password, review the terms of use of the website, select the check box to agree on the terms, and then click the login button.

Login ID: Your shareholder number described on the voting form (a 9-digit number)

Password: Your postcode described on the voting form (a 7-digit number without hyphens)

Once you are logged in, follow the instructions on the screen to go to the livestream page.

Contact for inquiries about login ID and password

Virtual Shareholder Meeting Support Dial provided by Sumitomo Mitsui Trust Bank, Limited

0120-782-041 (toll free within Japan only)

(Open from 9:00am to 5:00pm Japan Time excluding Saturday, Sunday and holidays)

Contact for inquiries about how to view the livestream, etc.

Livestream Call Center provided by PRONEXUS Inc.

0120-970-835 (toll free within Japan only)

(Open from 9:00am Japan Time to the end of the meeting on Thursday, June 26, 2025)

Notes on viewing the livestream

- (1) You cannot exercise your voting rights through the livestream.
- (2) On the livestream website, you can preliminarily check your viewing environment.
- (3) Communication charges to view the livestream will be at the shareholder's expense.
- (4) Viewing the livestream is limited to shareholders. It is prohibited to share your login ID and

password with any third party and record or disclose images or sounds of the meeting.

- (5) Livestreamed video or sound might be interrupted temporarily due to system failures, communication conditions, or other reasons.
- (6) Changes to the delivery of the livestream will be noticed on the Company's website (<https://www.smm.co.jp/>).

Notes on questions in advance

- (1) Enter 3 or less brief questions.
- (2) Among the questions received, those reflecting higher interests of our shareholders will be answered at the Meeting. Please understand that we will be unable to promise to answer all questions received.

Reference Documents for Shareholders Meeting

Proposals and Reference Matters

Proposal No.1: Appropriation of Surplus

The Company proposes that the appropriation of surplus be made in the following manner.

Matters regarding the year-end dividend

The appropriate return of profits to shareholders is one of the most important management issues of the Company.

Based on the Company's policy of aiming to achieve a consolidated dividend payout ratio of 35% or more in principle with a DOE (dividend on equity ratio) of 1.5% as a minimum indicator, and in comprehensive consideration of factors such as future business development, financial soundness and financial performance in the 100th business year, the Company proposes to pay a year-end dividend of 55 yen per share as described below.

(1) The kind of the Dividend Property

Cash

(2) The matters regarding the allotment of the Dividend Property to shareholders and the total amount thereof

55 yen per share of common stock of the Company

The total amount: 15,126,118,645 yen

(3) The day on which the distribution of dividend of surplus will take effect

June 27, 2025

<Reference> The financial policy of the company and the changes in the dividend

As our financial strategy in the 2021 3-Year Business Plan, we have the policy of maintaining a consolidated equity ratio greater than 50%. The Company determined that “dividends from surplus shall be paid out with a consolidated payout ratio to be 35% or more and a minimum indicator to be DOE of 1.5% in principle” as the financial policy for the 100th business year.

*DOE (dividend on equity ratio) = Annual total dividends / Consolidated net assets attributable to owners of parent

	97 th business year (Year ended March 31, 2022)	98 th business year (Year ended March 31, 2023)	99 th business year (Year ended March 31, 2024)	100 th business year (Year ended March 31, 2025)
Total dividend per share (Yen)	301	205	98	104 (tentative)
Total dividend amount (Millions of yen)	82,706	56,327	26,927	28,589 (tentative)
Consolidated dividend payout ratio (%)	29.4	35.1	45.9	173.4 (tentative)
Equity attributable to owners of parent ratio (%)	63.7	60.3	59.0	60.1

(Notes)

1. Total dividend per share, Total dividend amount and Consolidated dividend payout ratio of 100th business year shown in above table are calculated based on assumption that Proposal No.1 will be approved as proposed.
2. If Proposal No.1 is approved and adopted as proposed, the DOE (dividend on equity ratio) of 100th business year will be 1.6%.
3. Errors were found in the Equity attributable to owners of parent ratio of the 99th business year after the 99th Ordinary General Meeting of Shareholders was held, and such errors were corrected and the corrected figures are shown.

Proposal No.2: Election of eight (8) Directors

The terms of all Directors (eight (8) Directors) will expire at the close of the Meeting, therefore, the Company proposes the election of eight (8) Directors. When nominating the candidates for Directors, the Company received advice from the Governance Committee, which is comprised of the Chairman who is not an Executive Officer, and the Independent Outside Directors.


The candidates for Directors are as follows.


No.	Name	Gender	Current Position	Attribute of the Candidate	Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	Number of years in office of the Company as Director
1	Akira Nozaki	Male	Representative Director Officer Chairman	Reappointment	20 out of 20 (100%)	11 years
2	Nobuhiro Matsumoto	Male	Representative Director Officer President	Reappointment	20 out of 20 (100%)	6 years
3	Masaru Takebayashi	Male	Director Managing Executive Officer	Reappointment	20 out of 20 (100%)	2 years
4	Hiroshi Yoshida	Male	Director Managing Executive Officer	Reappointment	14 out of 14 (100%)	1 year
5	Taeko Ishii	Female	Independent Outside Director	Reappointment Outside Director Independent	19 out of 20 (95%)	7 years
6	Manabu Kinoshita	Male	Independent Outside Director	Reappointment Outside Director Independent	18 out of 20 (90%)	5 years
7	Koji Takeuchi	Male	Independent Outside Director	Reappointment Outside Director Independent	14 out of 14 (100%)	1 year
8	Sawaki Nicola Michele	Female	—	New Outside Director Independent	—	—


No.		Akira Nozaki	Reappointment
1		Date of Birth (Age)	Jun. 20, 1960 (64)
		Gender	Male
		Number of shares of the Company owned	26,000 Shares
		Number of years in office of the Company as Director	11 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	20 out of 20 (100%)
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1984	Joined the Company		
Jun. 2013	Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.		
Jun. 2014	Director General Manager of Corporate Planning Dept.		
Jun. 2015	General Manager of Non-Ferrous Metals Div.		
Jun. 2016	Managing Executive Officer		
Jun. 2018	Representative Director (Present Position) President and Director		
Jun. 2024	Chairman and Director (Present Position)		
Reasons for his candidacy as Director			
Mr. Akira Nozaki served as President and Director for six years, and since June 2024, he has served as Chairman and Director. He has been presented as a candidate for Director so that he may continue to utilize his knowledge and experience regarding the Company's entire business in strengthening the function of the Board of Directors.			

No.			
2		Nobuhiro Matsumoto	Reappointment
		Date of Birth (Age)	Feb. 24, 1963 (62)
		Gender	Male
		Number of shares of the Company owned	9,600 Shares
		Number of years in office of the Company as Director	6 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	20 out of 20 (100%)
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1987	Joined the Company		
Apr. 2008	General Manager of Niihama Nickel Refinery, Non-Ferrous Metals Div.		
Jun. 2014	General Manager of Administration Dept., Non-Ferrous Metals Div.		
Jun. 2016	Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.		
Jun. 2018	General Manager of Non-Ferrous Metals Div.		
Jun. 2019	Director		
Jun. 2020	Managing Executive Officer		
Jun. 2022	Senior Managing Executive Officer		
Jun. 2024	President and Representative Director (Present Position)		
Reasons for his candidacy as Director			
Since June 2024, Mr. Nobuhiro Matsumoto has served as President and Director. He has been presented as a candidate for Director so that he may continue to utilize his knowledge and experience regarding the Company’s entire business in strengthening the function of the Board of Directors.			
Conclusion of indemnity agreement			
The Company has concluded an indemnity agreement with Mr. Nobuhiro Matsumoto regarding the performance of his duties as a company officer of an overseas listed company, which he performed as part of the Company’s business. Under the agreement, the Company shall			

indemnify for any expenses to deal with an action to pursue his liabilities, etc. or any loss for compensation of damages (including settlement payments) in the event that he is held liable for any such damages to the extent provided by laws and regulations, when he may incur them in connection with the performance of his said duties. It has been also established that the Company shall not assume obligation to compensate expenses, etc. for dealing with pursuing his liabilities incurred from any position other than his position as a company officer of the said overseas listed company (including his position as Director of the Company).

No.		Masaru Takebayashi	Reappointment
3		Date of Birth (Age)	Jan. 5, 1966 (59)
		Gender	Male
		Number of shares of the Company owned	5,300 Shares
		Number of years in office of the Company as Director	2 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	20 out of 20 (100%)
		Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations	
Apr. 1990	Joined the Company		
Jun. 2016	General Manager of Harima Refinery, Non-Ferrous Metals Div.		
Jul. 2017	General Manager of Toyo Smelter & Refinery, Non-Ferrous Metals Div.		
Jun. 2020	Executive Officer		
Jan. 2021	Senior Deputy General Manager of Non-Ferrous Metals Div.		
Jun. 2023	Director (Present Position) Managing Executive Officer (Present Position) General Manager of Non-Ferrous Metals Div. (Present Position)		
Reasons for his candidacy as Director			
Mr. Masaru Takebayashi served as General Manager of Toyo Smelter & Refinery and has abundant experience in Smelting & Refining Business. He is thoroughly familiar with manufacturing sites and has extensive knowledge and experience regarding technology of Smelting & Refining Business. He has been presented as a candidate for Director so that he may continue to utilize his experience and knowledge in strengthening the function of the Board of Directors.			

No.		Hiroshi Yoshida	Reappointment
4		Date of Birth (Age)	Jul. 25, 1964 (60)
		Gender	Male
		Number of shares of the Company owned	4,600 Shares
		Number of years in office of the Company as Director	1 year
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	14 out of 14 (100%)
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1987	Joined the Company		
Jun. 2016	General Manager of Corporate Planning Dept.		
Jun. 2018	Executive Officer Senior Deputy General Manager of Non-Ferrous Metals Div.		
Jun. 2021	Senior Deputy General Manager of Advanced Materials Div.		
Jun. 2022	Managing Executive Officer (Present Position) General Manager of Advanced Materials Div.		
Jun. 2023	General Manager of Corporate Planning Dept. (Present Position)		
Jun. 2024	Director (Present Position)		
Reasons for his candidacy as Director			
Mr. Hiroshi Yoshida has experience of successively holding General Manager of Corporate Planning Dept., Senior Deputy General Manager of Non-Ferrous Metals Div., and General Manager of Advanced Materials Div. as well as extensive knowledge and experience regarding corporate management in the Group. He has been presented as a candidate for Director so that he may continue to utilize his experience and knowledge in strengthening the function of the Board of Directors.			

No.		Taeko Ishii	Reappointment
5			Outside Director
		Independent	
		Date of Birth (Age)	May 7, 1956 (69)
		Gender	Female
		Number of shares of the Company owned	400 Shares
Number of years in office of the Company as Outside Director		7 years	
Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	19 out of 20 (95%)		
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
<div>Apr. 1986Registered as a lawyer</div> <div>Joined Ryoichi Wada Law Firm</div> <div>Mar. 1992Established Ohta & Ishii Law Firm</div> <div>Jun. 2018Director of the Company (Present Position)</div>			
[Significant concurrent occupations or positions at other organizations]			
Lawyer of Ohta & Ishii Law Firm			
Outside Director, Audit & Supervisory Committee Member of DTS CORPORATION			
Outside Audit & Supervisory Board Member of Dai Nippon Printing Co., Ltd.			
Outside Audit & Supervisory Board Member of Furusato Service Co., Ltd.			
Reasons for her candidacy as Outside Director / Overview of expected roles as Outside Director			
Ms. Taeko Ishii has specialist knowledge and abundant experience as a lawyer, especially in the field of labor law.			
Ms. Taeko Ishii is expected to participate in the Board decision-making, providing her advice regarding compliance and personnel/labor related fields, which is aimed toward the sustainable growth and mid- to long-term enhancement of the corporate value of the Company and its groups by utilizing her knowledge and experience. She is also expected to perform a check function on management by participating in decision-making at the Board of Directors from an independent and objective standpoint, and to oversee the management on behalf of shareholders and other stakeholders by being involved in decision-making regarding nominations and remunerations of directors and executive officers as a member of the			


Governance Committee.

Accordingly, the Company expects that she will realize the further improvement of quality of the decision-making by the Board of Directors and the enhancement of the monitoring function.

Ms. Taeko Ishii is currently an Outside Director of the Company and the Chairman of the Governance Committee, and has been presented as a candidate for Outside Director because she is playing the roles shown above. She has not participated in corporate management in any form other than as Outside Director or Outside Audit & Supervisory Board Member; however, for the above reasons, the Company determined that she is able to serve as Outside Director appropriately.

Independence/ Contract for Limitation of Liability

1. Ms. Taeko Ishii is a candidate for Outside Director as set out in Article 2(3)(vii) of the Enforcement Regulations of the Companies Act of Japan.
2. The Company has appointed Ms. Taeko Ishii as Independent Director as specified by the Tokyo Stock Exchange and submitted notice of her appointment to the Exchange. She complies with the Company's criteria for independence set out on page 29.
3. The Company has entered into a Contract for Limitation of Liability with Ms. Taeko Ishii limiting her maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher. The Company intends to extend the Contracts with her.

No.		Manabu Kinoshita	Reappointment	
6			Outside Director	
			Independent	
			Date of Birth (Age)	May 17, 1954 (71)
			Gender	Male
			Number of shares of the Company owned	100 Shares
			Number of years in office of the Company as Outside Director	5 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	18 out of 20 (90%)	
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations				
Apr. 1978		Joined NEC Corporation		
Apr. 2006		Executive General Manager, Distribution and Service Industries Solutions Operations Unit of NEC Corporation		
Apr. 2008		Associate Senior Vice President of NEC Corporation		
Apr. 2010		Senior Vice President of NEC Corporation		
Jun. 2010		Director of NEC Corporation		
Apr. 2016		Senior Executive Vice President of NEC Corporation		
Apr. 2018		Senior Officer of NEC Corporation		
Jun. 2020		Director of the Company (Present Position)		
Jun. 2021		Retired as Senior Officer of NEC Corporation		
[Significant concurrent occupations or positions at other organizations]				
Outside Director of Alfresa Holdings Corporation				
Outside Director of MEIDENSHA CORPORATION				

Reasons for his candidacy as Outside Director / Overview of expected roles as Outside Director
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Mr. Manabu Kinoshita had served as Senior Executive Vice President of NEC Corporation and has abundant knowledge and experience in managing a company and regarding digital business.

Mr. Manabu Kinoshita is expected to participate in the Board decision-making, providing his advice regarding material business and digital fields where the business environment is changing significantly, which is aimed toward the sustainable growth and mid- to long-term enhancement of the corporate value of the Company and its groups by utilizing his knowledge and experience. He is also expected to perform a check function on management by participating in decision-making at the Board of Directors from an independent and objective standpoint, and to oversee the management on behalf of shareholders and other stakeholders by being involved in decision-making regarding nominations and remunerations of directors and executive officers as a member of the Governance Committee.

Accordingly, the Company expects that he will realize the further improvement of quality of the decision-making by the Board of Directors and the enhancement of the monitoring function.

Mr. Manabu Kinoshita is currently an Outside Director of the Company and a member of the Governance Committee, and has been presented as a candidate for Outside Director because he is playing the roles shown above.

Independence/ Contract for Limitation of Liability
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1. Mr. Manabu Kinoshita is a candidate for Outside Director as set out in Article 2(3)(vii) of the Enforcement Regulations of the Companies Act of Japan.
2. During 100th business year (year ended March 31, 2025), there is no sales of the Company to NEC Corporation. The Company engaged in business with NEC Corporation regarding the purchase of the NEC Corporation's equipment and software, and in such areas as maintenance and lease fees, etc. The amount paid to NEC Corporation by the Company amounted to 245 million yen, which accounted for 0.0% of the non-consolidated net sales of NEC Corporation.
3. The Company has appointed Mr. Manabu Kinoshita as Independent Director as specified by the Tokyo Stock Exchange and submitted notice of his appointment to the Exchange. He complies with the Company's criteria for independence set out on page 29.
4. The Company has entered into a Contract for Limitation of Liability with Mr. Manabu Kinoshita limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher. The Company intends to extend the Contracts with him.

No.		Koji Takeuchi	Reappointment	
7			Outside Director	
			Independent	
			Date of Birth (Age)	Feb. 22, 1946 (79)
			Gender	Male
			Number of shares of the Company owned	0 Shares
			Number of years in office of the Company as Outside Director	1 year
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	14 out of 14 (100%)	
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations				
Apr. 1970	Joined Ajinomoto Co., Inc.			
Jul. 1988	Head of Central Research Center of Ajinomoto Co., Inc.			
Jul. 1993	Head of Development Planning Dept. of Ajinomoto Co., Inc.			
Oct. 1993	Member of the Board; General Manager, Electronic Materials Division of Ajinomoto Fine-Techno Co., Inc.			
Jun. 2002	Member of the Board and Senior Managing Director; General Manager, Electronic Materials Division of Ajinomoto Fine-Techno Co., Inc.			
Jun. 2004	Member of the Board and Vice President of Ajinomoto Fine-Techno Co., Inc.			
Jul. 2008	Chief Director of Ajinomoto Co., Inc.			
Jun. 2009	Retired as Chief Director of Ajinomoto Co., Inc.			
Jun. 2012	Advisor of Ajinomoto Fine-Techno Co., Inc.			
Jun. 2014	Retired as Advisor of Ajinomoto Fine-Techno Co., Inc.			
Jun. 2024	Director of the Company (Present Position)			

Reasons for his candidacy as Outside Director / Overview of expected roles as Outside Director

Mr. Koji Takeuchi has abundant experience in the research and development of substrate materials for semiconductor packaging as well as in the electronic materials business at Ajinomoto Co., Inc. He also had served as Member of the Board and Vice President of its major subsidiary and has abundant knowledge and experience in corporate management and regarding advanced materials.


Mr. Koji Takeuchi is expected to participate in the Board decision-making, providing his advice particularly on research and development as well as materials business, which is aimed toward the sustainable growth and mid- to long-term enhancement of the corporate value of the Company and its groups by utilizing his knowledge and experience. He is also expected to perform a check function on management by participating in decision-making at the Board of Directors from an independent and objective standpoint, and to oversee the management on behalf of shareholders and other stakeholders by being involved in decision-making regarding nominations and remunerations of directors and executive officers as a member of the Governance Committee.

Accordingly, the Company expects that Mr. Koji Takeuchi will realize the further improvement of quality of the decision-making by the Board of Directors and the enhancement of the monitoring function.

Mr. Koji Takeuchi is currently an Outside Director of the Company and a member of the Governance Committee, and has been presented as a candidate for Outside Director because he is playing the roles shown above.

Independence/ Contract for Limitation of Liability

1. Mr. Koji Takeuchi is a candidate for Outside Director as set out in Article 2(3)(vii) of the Enforcement Regulations of the Companies Act of Japan.
2. The Company has appointed Mr. Koji Takeuchi as an Independent Director as specified by the Tokyo Stock Exchange and submitted notice of his appointment to the Exchange. He complies with the Company's criteria for independence set out on page 29.
3. The Company has entered into a Contract for Limitation of Liability with Mr. Koji Takeuchi limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher. The Company intends to extend the Contracts with him.

No.		Sawaki Nicola Michele	New
8			
			Independent
		Date of Birth (Age)	Dec. 31, 1962 (62)
		Gender	Female
		Number of shares of the Company owned	0 Shares
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1987	Joined Orr Shotliff Accounting Firm		
Feb. 1991	Joined Ernst & Young London Office		
May 1991	Registered as an ICAEW-qualified chartered accountant (UK)		
Jul. 2002	Joined ShinNihon Audit Firm (current Ernst & Young ShinNihon LLC)		
Jul. 2003	Partner of ShinNihon Audit Firm (Present Position)		
Mar. 2017	Representative in Japan of Ernst & Young Global Limited IFRS Policy Committee (Present Position)		
[Significant concurrent occupations or positions at other organizations]			
Partner of Ernst & Young ShinNihon LLC			
Representative in Japan of Ernst & Young Global Limited IFRS Policy Committee			

Reasons for her candidacy as Outside Director / Overview of expected roles as Outside Director

Ms. Sawaki Nicola Michele has many years of auditing experience at audit firms in Japan and abroad, and a wealth of knowledge about accounting.

Ms. Sawaki Nicola Michele is expected to participate in the Board decision-making, providing her advice regarding finance and accounting-related fields, which is aimed toward the sustainable growth and mid- to long-term enhancement of the corporate value of the Company and its groups by utilizing her knowledge and experience. She is also expected to perform a check function on management by participating in decision-making at the Board of Directors from an independent and objective standpoint, and to oversee the management on behalf of shareholders and other stakeholders by being involved in decision-making regarding nominations and remunerations of directors and executive officers as a member of the Governance Committee.

Accordingly, the Company expects that she will realize the further improvement of quality of the decision-making by the Board of Directors and the enhancement of the monitoring function.

Ms. Sawaki Nicola Michele has been presented as a candidate for Outside Director because she is expected to play the roles shown above as an Outside Director and member of the Governance Committee. She has not participated in corporate management; however, for the above reasons, the Company determined that she is able to serve as Outside Director appropriately.

Independence/ Contract for Limitation of Liability

1. Ms. Sawaki Nicola Michele is a candidate for Outside Director as set out in Article 2(3)(vii) of the Enforcement Regulations of the Companies Act of Japan.
2. During 100th business year (year ended March 31, 2025), there is no sales of the Company to Ernst & Young ShinNihon LLC. The Company engaged in business with Ernst & Young ShinNihon LLC regarding non-audit services. The amount paid to Ernst & Young ShinNihon LLC by the Company amounted to 11 million yen, which accounted for 0.0% of the revenue of Ernst & Young ShinNihon LLC.
3. The Company plans to appoint Ms. Sawaki Nicola Michele as Independent Director as specified by the Tokyo Stock Exchange and submit notice of her appointment to the Exchange. She complies with the Company's criteria for independence set out on page 29.
4. The Company plans to enter into a Contract for Limitation of Liability with Ms. Sawaki Nicola Michele limiting her maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher.

Matters regarding candidates for directors
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<p>The Company has entered into a Directors and Officers liability insurance contract stipulated in the laws and regulations with an insurance company, under which directors, the Audit & Supervisory Board Members and executive officers of the Company are included in the insured. In the insurance contract, damages and legal costs will be compensated in a case where any of the insured becomes subject to a claim with regard to damages caused by their action or failure to act based on their position such as Directors or Officers of the Company. The Company bear all insurance premiums for the insured. If the appointment of the candidates for directors is approved and adopted, they will be included as an insured in the contract. The Company plans to renew the insurance contract with the same content during the term of office.</p>


(Notes)


1. Information of the candidates such as age or career shown above in this proposal is as of Jun. 1, 2025.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2025.
3. Descriptions in units of million yen in this proposal have been rounded to the nearest million yen.

Proposal No.3: Election of two (2) Audit & Supervisory Board Members

With respect to Audit & Supervisory Board Members Messrs. Koji Imai and Shoji Wakamatsu will have resigned at the close of the Meeting. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members. The Company has obtained consent for this proposal from the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Member are as follows.

No.		Hirohiko Matsushita	New
1		Date of Birth (Age)	Feb. 8, 1964 (61)
		Gender	Male
		Number of shares of the Company owned	3,000 Shares
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1988	Joined the Company		
Jul. 2019	General Manager of Legal Dept.		
Jun. 2023	Executive Officer (Present Position) General Manager of Besshi-Niihama District Div. (Present Position)		
Reasons for his candidacy as Audit & Supervisory Board Member			
Mr. Hirohiko Matsushita has experience of successively holding the position of General Manager of Legal Dept. and General Manager of Besshi-Niihama District Div., as well as extensive knowledge regarding compliance, corporate governance, and general affairs in the Group. He has been presented as a candidate for Audit & Supervisory Board Member so that he may utilize his experience and knowledge in conducting appropriate audits as Audit & Supervisory Board Member.			

No.		Shoji Wakamatsu	Reappointment	
2			Outside Audit &	
			Supervisory	
			Board Member	
			Independent	
			Date of Birth (Age)	Oct. 5, 1953 (71)
			Gender	Male
		Number of shares of the Company owned	0 Shares	
Number of years in office of the Company as Audit & Supervisory Board Member	4 years			
Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2025	20 out of 20 (100%)			
Attendance of the Audit & Supervisory Board meetings for the fiscal year ended March 31, 2025	17 out of 17 (100%)			
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations				
Sep. 1983	Joined Ota Tetsuzo Audit Firm (current Ernst & Young ShinNihon LLC)			
Mar. 1987	Registered as a certified public accountant			
Jul. 2003	Partner of ShinNihon Audit Firm (current Ernst & Young ShinNihon LLC)			
May 2006	Board Member of ShinNihon Audit Firm			
Aug. 2008	Managing Partner of ShinNihon LLC (current Ernst & Young ShinNihon LLC)			
Aug. 2010	Senior Partner of ShinNihon LLC			
Jun. 2016	Retired from ShinNihon LLC Established Wakamatsu Certified Public Accountant Firm			
Sep. 2019	Registered as a certified public tax accountant			
Jun. 2021	Audit & Supervisory Board Member of the Company (Present Position)			

[Significant concurrent occupations or positions at other organizations]

Wakamatsu Certified Public Accountant Firm, Certified Public Accountant and Certified Public Tax Accountant

Reasons for his candidacy as Outside Audit & Supervisory Board Member / Overview of expected roles as Outside Audit & Supervisory Board Member

Since June 2021, Mr. Shoji Wakamatsu has served as Audit & Supervisory Board Member. He has many years of auditing experience at the audit corporation and a wealth of knowledge about accounting.

Mr. Shoji Wakamatsu is expected to carry out effective audits especially accounting based on his knowledge and experience, while fully coordinating with full-time Audit & Supervisory Board Members, which is aimed toward the ensuring of the soundness of the Group's management and mid- to long-term enhancement of the corporate value of the Company and its groups. In addition, as part of the audit process he is expected to participate in important meetings, including Board of Directors meetings, and during the decision-making process to actively express his frank opinions from an independent and objective standpoint, including not only the legality but also the appropriateness of proposals.

Mr. Shoji Wakamatsu is currently Outside Audit & Supervisory Board Member of the Company, and has been presented as a candidate for Outside Audit & Supervisory Board Member because he is playing the roles shown above. Mr. Shoji Wakamatsu has never been involved in the management of the company other than becoming an Outside Audit & Supervisory Board Member, but he has been involved in the management of an audit firm and the Board of Directors has determined that he can properly perform his roles above.

Independence/ Contract for Limitation of Liability

1. Mr. Shoji Wakamatsu is a candidate for Outside Audit & Supervisory Board Member as set out in Article 2(3)(viii) of the Enforcement Regulations of the Companies Act of Japan.
2. During 100th business year (year ended March 31, 2025), there is no sales of the Company to Ernst & Young ShinNihon LLC. The Company engaged in business with Ernst & Young ShinNihon LLC regarding non-audit services. The amount paid to Ernst & Young ShinNihon LLC by the Company amounted to 11 million yen, which accounted for 0.0% of the revenue of Ernst & Young ShinNihon LLC.
3. The Company has appointed Mr. Shoji Wakamatsu as Independent Director as specified by the Tokyo Stock Exchange and submitted notice of his appointment to the Exchange. He complies with the Company's criteria for independence set out on page 29.
4. The Company has entered into a Contract for Limitation of Liability with Mr. Shoji Wakamatsu limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher. The Company intends to extend the Contracts with him.

Matters regarding the candidate for Audit & Supervisory Board Member
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<p>The Company has entered into a Directors and Officers liability insurance contract stipulated in the laws and regulations with an insurance company, under which directors, the Audit & Supervisory Board Members and executive officers of the Company are included in the insured. In the insurance contract, damages and legal costs will be compensated in a case where any of the insured becomes subject to a claim with regard to damages caused by their action or failure to act based on their position such as Directors or Officers of the Company. The Company bear all insurance premiums for the insured. If the appointment of the candidate for Audit & Supervisory Board Member is approved and adopted, the candidate will be included as an insured in the contract. The Company plans to renew the insurance contract with the same content during the term of office.</p>
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(Notes)

1. Information of the candidates such as age or career shown above in this proposal is as of Jun. 1, 2025.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2025.
3. Descriptions in units of million yen in this proposal have been rounded to the nearest million yen.

Proposal No.4: Election of one (1) substitute Audit & Supervisory Board Member

In case the number of Audit & Supervisory Board Members falls below the number specified by laws and regulations or the Articles of Incorporation, the Company proposes the election of one (1) substitute Audit & Supervisory Board Member. The Company has obtained consent for this proposal from the Audit & Supervisory Board.

The candidate for substitute Audit & Supervisory Board Member is as follows.

	Kazuhiro Mishina	Outside Audit & Supervisory Board Member Independent
	Date of Birth (Age)	Sep. 23, 1959 (65)
	Gender	Male
	Number of shares of the Company owned	0 Shares
Career summary, position and significant concurrent occupations or positions at other organizations		
Sep. 1989	Assistant Professor of Harvard Business School	
Oct. 1995	Assistant Professor of the Center for Research and Investigation of Advanced Science and Technology of Japan Advanced Institute of Science and Technology	
Apr. 1997	Assistant Professor of the School of Knowledge Science of Japan Advanced Institute of Science and Technology	
Oct. 2002	Assistant Professor of the Graduate School of Business Administration of Kobe University	
Oct. 2004	Professor of the Graduate School of Business Administration of Kobe University	
Mar. 2025	Retired as Professor of the Graduate School of Business Administration of Kobe University	
Apr. 2025	Professor Emeritus of Kobe University (Present Position)	
Reasons for his candidacy as substitute for Outside Audit & Supervisory Board Member / Overview of expected roles as Outside Audit & Supervisory Board Member		
Mr. Kazuhiro Mishina has specialized knowledge as a researcher in the field of corporate strategy and business strategy.		
Mr. Kazuhiro Mishina is, if he assumes the office, expected to carry out effective audits based on his own knowledge and experience, especially utilizing his background as a business		

administration scholar, while fully coordinating with full-time Audit & Supervisory Board Members, which is aimed toward the ensuring of the soundness of the Group's management and mid- to long-term enhancement of the corporate value of the Company and its groups. In addition, as part of the audit process he is expected to participate in important meetings, including Board of Directors meetings, and during the decision-making process to actively express his frank opinions from an independent and objective standpoint, including not only the legality but also the appropriateness of proposals.

Mr. Kazuhiro Mishina has not participated in corporate management in any form other than as Outside Director; however, for the above reasons, the Company determined that he is able to serve as Outside Audit & Supervisory Board Member appropriately.

Independence/ Contract for Limitation of Liability

1. Mr. Kazuhiro Mishina is a candidate for Outside Audit & Supervisory Board Member as set out in Article 2(3)(viii) of the Enforcement Regulations of the Companies Act of Japan.
2. If Mr. Kazuhiro Mishina assumes the office of Outside Audit & Supervisory Board Member, the Company plans to appoint him as Independent Director as specified by the Tokyo Stock Exchange and submit notice of his appointment to the Exchange. He complies with the Company's criteria for independence set out on page 29.
3. If Mr. Kazuhiro Mishina assumes the office of Outside Audit & Supervisory Board Member, the Company plans to enter into a Contract for Limitation of Liability with him limiting his maximum liability to 10 million yen or the minimum liability amount prescribed by applicable laws and regulations, whichever is higher.
4. The Company has entered into a Directors and Officers liability insurance contract stipulated in the laws and regulations with an insurance company, under which directors, the Audit & Supervisory Board Members and executive officers of the Company are included in the insured. In the insurance contract, damages and litigation expenses will be compensated in a case where any of the insured becomes subject to a claim with regard to damages caused by their action or failure to act based on their position such as Directors or Officers of the Company. The Company bear all insurance premiums for the insured. If Mr. Kazuhiro Mishina assumes the office of Outside Audit & Supervisory Board Member, he will be included as an insured in the contract.

(Notes)

1. Information of the candidates such as age or career shown above in this proposal is as of Jun. 1, 2025.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2025.

<Reference>

1. Criteria for Independence

The Company will follow the requirements for externality prescribed in the Companies Act of Japan and the criteria for independence prescribed by the Tokyo Stock Exchange in judging the independence of Outside Directors and Outside Audit & Supervisory Board Members (collectively, "Outside Officers"). However, even if an Outside Officer belongs to a business partner of the Company or in other such situations, the Outside Officer will, in principle, be judged to be independent when falling under the following immateriality standards prescribed by the Company.

Business Partners and Banks	<ul style="list-style-type: none"> • In the most recent business year, sales of the Company (non-consolidated) to the business partner (non-consolidated) were less than 2% of the sales of the Company (non-consolidated). • In the most recent business year, sales of the business partner (non-consolidated) to the Company (non-consolidated) were less than 2% of the sales of the business partner (non-consolidated). • In the most recent business year, the outstanding balance of loans from the business partner to the Company (non-consolidated) was less than 2% of the total assets of the Company (non-consolidated).
Consultants, Experts, etc.	<ul style="list-style-type: none"> • Consultants, accounting experts, legal experts, or other such experts who received money or other such assets (if the recipient of such assets is a corporation, partnership, or other such organization, then any person belonging to an organization in which the amount of assets received from the Company is less than 2% of annual revenue of the organization), other than officer remunerations, of less than an annual amount of 10 million yen in the most recent business year from the Company (non-consolidated).
Contributions, etc.	<ul style="list-style-type: none"> • If the recipient is an individual Director or Audit & Supervisory Board Member: The amount of money or other such assets received from the Company (non-consolidated) in the most recent business year is less than an annual amount of 1 million yen. • If the recipient is a corporation, etc. to which a Director or Audit & Supervisory Board Member belongs (in case of national university corporations, incorporated educational institutions, or the like, the department or post-graduate course to which the Director or Audit & Supervisory Board Member belongs will be deemed to a recipient): The amount of money or other such assets received from the Company (non-consolidated) in the most recent business year is less than an annual amount of 10 million yen.

2. Skills Matrix for Board of Directors

If Proposal No.2 (Election of eight (8) Directors) and Proposal No.3 (Election of two (2) Audit & Supervisory Board Members) are approved and adopted as proposed, the skills matrix for the Board of Directors will be as follows.

Category	Name	Knowledge, experience, ability, etc. possessed by Directors and Audit & Supervisory Board Members that they believe they can contribute significantly to the effectiveness of the Board of Directors.								
		Corporate Management	International Experience	Business strategy/ Marketing	Engineering/ IT/DX	R&D/ Manufacturing	Finance/ Accounting	HR/HR Development	Sustainability/ESG	Legal/ Compliance/ Internal Control
Director	Akira Nozaki	○	○	○			○			
	Nobuhiro Matsumoto	○	○	○	○	○			○	
	Masaru Takebayashi	○	○	○	○	○			○	
	Hiroshi Yoshida	○	○	○			○	○		○
	Taeko Ishii							○		○
	Manabu Kinoshita	○		○	○			○		
	Koji Takeuchi			○		○				
	Sawaki Nicola Michele		○				○	○		
Audit & Supervisory Board Member	Tsuyoshi Nozawa						○		○	
	Hirohiko Matsushita							○	○	○
	Shoji Wakamatsu						○			○
	Tsuguya Ieda		○	○			○	○		

(Notes)

1. The Company has created the skills matrix for Directors and Audit & Supervisory Board Members, taking account of the “Reasons for adoption of present corporate governance system” set out on page 36. Each skill item has been selected by the Board of Directors, focusing mainly on those required to attain the Company’s long-term vision “Becoming the World Leader in the Non-ferrous Metals Industry.” As the knowledge, experience, ability, insight, and other attributes required of the Company’s Board of Directors may change in response to changes in management strategies and the external environment, the Board of Directors will continue to discuss the necessary knowledge, experience, ability, insight, and other attributes, and update the skills matrix as necessary.
2. Fields in which Directors and Audit & Supervisory Board Members believes that they can make a particular contribution to the effectiveness of the Board of Directors are indicated with a “○.” Furthermore, the Company has established the guidelines for fulfillment. For the details, please refer to the Corporate Governance Report.

Proposal No.5: Determination of Compensation for Granting Restricted Shares to Directors

The amount of compensation, etc. of the Company's Directors is up to 40 million yen per month (not including the portion of employee's salary for Directors who concurrently serve as employees) approved at the 81st Ordinary General Meeting of Shareholders held on June 29, 2006. Furthermore, the payments of bonus to Directors, based on the achievement of performance in each fiscal year, were approved upon approval at each Ordinary General Meeting of Shareholders for the relevant fiscal year. With the objectives of providing incentives for the Directors of the Company (excluding a Chairman and Director who is not a representative Director, and Outside Directors; hereinafter the "Eligible Directors") to sustainably enhance the Company's corporate value and promoting further value-sharing with our shareholders, the Company requests shareholders' approval for newly introducing a restricted share-based compensation plan (hereinafter the "Plan") for the Eligible Directors, separate from the above compensation limit, and determining compensation for granting restricted shares.

The number of Eligible Directors in the Plan will be four if Proposal 2 is approved as originally proposed.

In accordance with the Plan, the total amount of monetary compensation for the Eligible Directors for granting restricted shares shall be up to 30 million yen per year, an amount deemed reasonable in light of the objectives of the Plan. The specific allocation of such compensation to the respective Eligible Directors and the timing shall be determined based on the resolution of the Board of Directors.

In accordance with a resolution of the Board of Directors of the Company, Eligible Directors shall receive the Company's common stocks that shall be issued or disposed of by the Company, either (i) without payment of money or provision of in-kind contribution assets as compensation for Directors, etc., or (ii) by providing all of monetary compensation claims paid to the Eligible Directors in accordance with the Plan as in-kind contributions.

The total number of the Company's common stocks to be issued or disposed of thereby shall be up to 15,000 shares* per year.

* If, on or after the date that this proposal is approved, either a share split (including the allotment of the Company's common stocks without contribution) or a share consolidation of the Company's common stocks is carried out, or if any other event where the total number of the Company's common stocks to be issued or disposed of as restricted shares needs to be adjusted, the total number of shares shall be adjusted within a reasonable range.

1. Outline of the Plan

Under the Plan, the Company shall grant the transfer of restricted shares to the Eligible

Directors as part of their compensation package previously paid in cash as bonuses for Directors by considering the performance of the Company and reflecting the job performance of each Director based on the Policy on determining the details of remunerations for each Director, in case the indicators representing the status of profit of the Company are above a certain level. The purpose of the Plan is to provide incentives for the Eligible Directors to contribute to the sustainable enhancement of the Company's corporate value and promote their sharing of value with the Company's shareholders. With each fiscal year of the Company being a target period (hereinafter, the "Target Period"), the performance indicators and the target values for them shall be determined for each Target Period, and the number of common stocks of the Company equivalent to a certain percentage of the compensation calculated in accordance with the achievement rate for such target values shall be granted to the Eligible Directors. Accordingly, whether the compensation, etc. in accordance with the Plan will be provided to each Eligible Director and the number of common stocks of the Company to be granted have yet to be determined.

The common stocks of the Company granted to Eligible Directors under the Plan shall be subject to a certain transfer restriction, and the performance indicators to be adopted in the Plan shall be those representing the status of profit, those representing safety record (number of occupational accidents), or other indicators determined based on the Company's management policies.

In granting shares in accordance with the Plan upon expiration of the Target Period, the Company shall grant common stocks of the Company to the Eligible Directors if they comply with the following criteria.

- (i) No certain acts of misconduct, etc., as determined by the Board of Directors of the Company.
- (ii) Satisfying other requirements determined by the Board of Directors of the Company as necessary to achieve the purpose of the Plan.

In addition, for granting restricted shares in accordance with the Plan, the Company and the Eligible Directors shall enter into an agreement on the allotment of restricted shares containing the following details (hereinafter, the "Allotment Agreement") (however, after the expiration of the Target period, if an Eligible Director resigns or retires from the position of Director of the Company or any other positions specified by the Board of Directors of the Company before the granting of the shares, the Company shall grant common stocks of the Company without transfer restrictions based on the Allotment Agreement).

- (1) During the period from the date of allotment to the date of resignation or retirement from the position of Director of the Company or any other positions specified by the

Board of Directors of the Company (hereinafter, the “Transfer Restriction Period”), the Eligible Director who has received an allotment of the restricted shares under the Allotment Agreement (hereinafter, the “Allotted Shares”) may not transfer, grant a security interest in, or otherwise dispose of the Allotted Shares (hereinafter, the “Transfer Restriction”).

- (2) The Company shall lift the Transfer Restrictions on all of the Allotted Shares as of the expiration of the Transfer Restriction Period.
- (3) The Company shall automatically acquire without consideration the Allotted Shares If an Eligible Director, during the Transfer Restriction Period, has violated laws and regulations, the Allotment Agreement, or otherwise falls under any of the reasons that the Board of the Directors of the Company determines as reasonable for the Company to acquire without consideration the Allotted Shares.
- (4) Notwithstanding the provision of (1) above, if, during the Transfer Restriction Period, matters relating to a merger agreement whereby the Company becomes the disappearing company, a share exchange agreement or share transfer plan whereby the Company becomes a wholly-owned subsidiary, or other reorganization, etc. are approved by the General Meeting of Shareholders of the Company (or by the Board of Directors of the Company where the reorganization, etc. are not subject to approval by the General Meeting of Shareholders of the Company), the Company shall lift the Transfer Restrictions on all of the Allotted Shares by means of a resolution of the Board of Directors of the Company, prior to the effective date of the reorganization, etc.

2. Rationale for granting Restricted Shares

In this proposal, the Company proposes to introduce the Plan for the Eligible Directors for the purpose of providing them with incentives to sustainably enhance the Company's corporate value and to promote further value sharing with our shareholders.

The Company, at the meeting of the Board of Directors held on June 17, 2022, resolved the Policy on determining the details of remunerations for each Director and the overview is shown on page 18 of the Document of Matters Subject to Measures for Electronic Provision. If this proposal is approved, the Company plans to revise such policies at a meeting of the Board of Directors so that they are consistent with the contents of the Plan. In addition, given that the ratio of the maximum number of shares issued or disposed for one year in accordance with this proposal to the total number of shares outstanding (as of March 31, 2025) is approximately 0.005%, the dilution ratio is minimal. The Company therefore has determined that the content of this proposal is reasonable.

<Reference>

The Company plans to grant restricted shares to its Executive Officers and any

equivalent officers and employees in accordance with a plan similar to the Plan.

<Reference> Corporate Governance of the Company

(1) Basic Approach to Corporate Governance

The Company views corporate governance as a disciplinary framework both for maximizing the corporate value of the Company Group and for ensuring sound management practices. As such, it is one of the most important management issues.

The Company has instituted the SMM Group Corporate Philosophy based on the Sumitomo's Basic Business Philosophy. Through striving to enhance our corporate governance, the Company will conduct efficient and sound business activities, make positive contributions to society, and fulfill our responsibilities to our shareholders and all other stakeholders in order to realize the SMM Group Corporate Philosophy.

Sumitomo's Basic Business Philosophy

Article 1

Sumitomo shall achieve strength and prosperity by placing prime importance on integrity and sound management in the conduct of its business.

Article 2

Sumitomo shall manage its activities with foresight and flexibility in order to cope effectively with the changing times. Under no circumstances, however, shall it pursue easy gains or act imprudently.

SMM Group Corporate Philosophy

- The Company, in accordance with the Sumitomo Business Spirit, shall, through the performance of sound corporate activities and the promotion of sustainable co-existence with society and the global environment, seek to make positive contributions to society and to fulfill its responsibilities to its stakeholders, in order to win ever greater trust.
- The Company shall, based on respect for all individuals and recognizing each person's dignity and value, seek to be a forward-minded and vibrant company.

* Details of Basic Approach to Corporate Governance of the Company are available on the website below.

https://www.smm.co.jp/en/ir/management/governance_policy/

(2) Governance Framework

① Organizational Structure

The Company has adopted Audit & Supervisory Board and Executive Officer systems to ensure effective execution, monitoring functions within management. The Company is managed by three organs, namely (i) the Board of Directors, in charge of major decisions and supervision, (ii) Representative Directors and Executive Officers, in charge of the execution of business, and (iii) the Audit & Supervisory Board Members and Accounting Auditor, in charge of auditing. In addition, the Company has established the Governance Committee to increase management transparency and strengthen corporate governance.

② Reasons for adoption of present corporate governance system

Positioning Mineral Resources, Smelting & Refining, and Materials as its three core businesses, the Company sets the Long-term Vision of “Becoming a World Leader in the Non-ferrous Metals Industry.” Since all three businesses are related to non-ferrous metals, they have a mutual organic relationship and their business contents and scale are such that the Board of Directors can make decisions itself regarding diverse management issues. Furthermore, from the viewpoint of the stronger coordination currently being promoted among the three businesses, it will further stimulate the Company’s growth if the Board of Directors itself comprehensively makes decisions rather than giving strong independence to each business segment and permitting them to make their own decisions. To this end, we consider that in principle a management model would be appropriate for the Company’s governance, rather than a monitoring model that oversees overall business execution after the fact.

Furthermore, in view of the distinctive characteristics of the Sumitomo Metal Mining Group’s business operations, it is important to strengthen the management infrastructure (particularly regarding compliance, safety, and the environment) and therefore necessary to establish a system whereby auditors can point out issues to directors and executive officers without hesitation. From this viewpoint, we have adopted an organizational structure of a company with an Audit & Supervisory Board in which auditors with guaranteed independent authority can be expected to exercise their auditing functions stably over a period of four years. At present auditors do not have the right of convocation regarding decisions of the Board of Directors or the right to vote on the Board of Directors. The resulting inability of auditors to propose the removal of a director to the Board of Directors is an issue for companies with an Audit & Supervisory Board. We are striving to overcome this issue by appointing multiple outside directors (at least one third of members), have them become members of the Governance Committee, and deal with the appointment and dismissal of directors and executive officers in the Governance Committee.

(3) Policy on Reducing Cross-shareholdings

When advancing our business strategy, the Company may engage in strategic shareholdings with business partners or other companies if it is judged that doing so will contribute to strengthening our business base over the mid to long term. With regard to existing cross-shareholdings, the Board of Directors verifies aspects such as the objectives of holdings and whether the benefits therefrom cover the Company's cost of capital every year. As a result of this verification, with regard to shares whose holding is judged to have little significance, including shares considered no longer worth the cost of capital and shares judged to have become less relevant due to recent business changes, we will proceed with concrete consideration based on the premise of reduction. Furthermore, in cases where a company cross-holding the Company's shares expresses a desire to sell, we will not prevent such a sale, etc. by suggesting a reduction in the size of the transaction, or by other means.

With regard to the exercise of voting rights in cross-shareholdings, the Company determines whether to vote for or against each proposal after giving comprehensive consideration, based on the financial results and other aspects of the financial condition of each of the issuing companies, to matters such as whether each proposal will contribute to increasing the corporate value of, or enhancing shareholders' interests in, that company over the medium to long term, and what impact it will have on the Company's corporate value or shareholders' interests. In order to determine whether to approve or reject proposals, the Company will engage in dialogue with the issuing company regarding the contents of each proposal, etc., as necessary. Decisions on voting are made particularly cautiously in circumstances such as cases of companies affected by major scandals or by persistent losses.

(4) Analysis and evaluation of the effectiveness of the board, and the results

The Board of Directors analyzes and evaluates the effectiveness of the Board of Directors from the perspective of making appropriate business execution decisions and improving monitoring function. In fiscal 2024, the Board of Directors analyzed and evaluated the effectiveness of the Board of Directors, with the following results:

① Process of analysis and evaluation

The Board of Directors prepared a questionnaire and conducted a survey to Directors and Audit & Supervisory Board members, which includes the issues in the previous fiscal year and mutual evaluation within the categories of Inside Director, Outside Director, Inside Audit & Supervisory Board member, and Outside Audit & Supervisory Board member, with the cooperation of an outside evaluation organization (law firm). The aggregation and analysis of the responses to the survey were entrusted to the outside evaluation organization. The Board of Directors deliberated on the effectiveness of the Board of Directors at the ordinary meeting held in February 2025, based on the aggregated results of the questionnaire survey, the evaluation of the outside evaluation organization, and the "what the Board of Directors should

ideally be (aiming for a Board of Directors that emphasizes decision-making functions)” confirmed in fiscal 2016, and confirmed its evaluation and future actions.

② Overview of the analysis and evaluation results

a. Questionnaire responses and analysis and evaluation results by the outside evaluation organization

- a) Most of the items related to the effectiveness of the Board of Directors were rated highly, and we can rate that the Board of Directors generally functions effectively.
- b) In the questionnaire, each of the respondents (officers) were given opportunities to provide the reasons for the items which they did not rate highly. There were many remarks aiming for improvement, upon appreciating the existing system and operation and the initiatives in the past to a certain extent.

b. Deliberations at the Board of Directors meetings

Based on the responses to the questionnaire and the analysis and evaluation results by the external evaluator, the Board of Directors deliberated the following items at the meetings.

- a) There were opinions that the discussions should be conducted again on the agenda including whether “what the Board of Directors should ideally be” were required to be revised, for the purpose of further enhancement of its monitoring function. It was confirmed that future actions on this issue should be considered further with a view to taking it as a discussion theme in fiscal 2025.
- b) There were opinions that further discussions should be conducted at the Board of Directors meetings on the analysis of evaluations and opinions from the investors and shareholders and how to address them. It was confirmed that, with regard to the ways to address the evaluations and opinions from the investors and others, which ultimately leads to the ways required to enhance the Company’s evaluation in the capital market, further enhanced discussions should be conducted.
- c) Among other items, further enhancement of quantitative information contributing to the deliberations of agenda items and others were confirmed.

③ Future actions

The Board of Directors of the Company confirmed that it will further enhance the effectiveness of the Board of Directors by continuing to address the above issues.

(5) Analysis and evaluation of the effectiveness of the audits and the Audit & Supervisory Board, and the results

In order to confirm and improve the effectiveness of the audits performed by Audit & Supervisory Board members and the Audit & Supervisory Board, the Audit & Supervisory Board of the Company analyzed and evaluated the effectiveness in fiscal 2024, with the

following results:

① Evaluation process

We engaged an outside professional organization, Anderson Mori & Tomotsune, to conduct the analysis and evaluation from an independent and objective standpoint. We had discussions at Audit & Supervisory Board meetings based on (a) questionnaires for all Audit & Supervisory Board members, (b) individual interviews with all Audit & Supervisory Board members, and (c) results of the evaluation and findings by the outside professional organization.

② Overview of the analysis and evaluation results (overall rating)

The outside professional organization rated that “fruitful audit activities were carried out,” in consideration of the audits including the following points. On the basis of this, the Audit & Supervisory Board rated that the Audit & Supervisory Board was effectively functioning and the audits were effective.

- Audit & Supervisory Board members performed audits mainly through attendance at important meetings including Board of Directors meetings, interviews with executives including representative directors, and on-site inspections at sites and affiliated companies, and also made necessary representations of their opinions as well as remarks for the management personnel, heads of divisions, and organizations that received on-site inspections, etc. Notably, Outside Audit & Supervisory Board members participated in on-site inspections similarly to full-time Audit & Supervisory Board members. As a result, Outside Audit & Supervisory Board members bore greater burden in conducting audit activities compared to outside Audit & Supervisory Board members at other companies
- In auditing, Audit & Supervisory Board members including Outside Audit & Supervisory Board members place importance on observing sites and affiliated companies with their own eyes and communicating directly with local responsible personnel from the perspective of the independent decision-making system applicable to Audit & Supervisory Board members.
- On the basis of the Audit & Supervisory Board effectiveness evaluation results in fiscal 2023, the initiatives for improvement to the extent possible have been taken, such as holding auditors’ meetings apart from the Audit & Supervisory Board meetings, to enhance the Audit & Supervisory Board effectiveness.

③ Issues and future actions for them

Based on the above-mentioned overall rating and from the viewpoint of further enhancing audit activities, the outside professional organization pointed out issues. On the basis of those issues, the following are the major issues and actions that were confirmed to be addressed and taken by the Audit & Supervisory Board, respectively. The Audit & Supervisory Board will

also continue to examine other issues.

- a. Issues concerning information sharing and cooperation among Audit & Supervisory Board members

Outside Audit & Supervisory Board members are currently required to read through a large volume of internal materials, without fully obtaining the background information, etc., and understand them, and there is a room for improvement in terms of such burden. There is also a room for improvement in providing support for them, such as sharing key points of the issues in advance for their better understanding. It will be examined to deliver materials for internal decision-making in a more proactive manner as well as earlier, and have an opportunity for questions and answers or additional explanation at an appropriate timing before or after an important meeting such as the Board of Directors meetings.

- b. Issues concerning information sharing with Audit & Supervisory Board members of affiliated companies

From the perspective of group governance, it is important to identify and oversee risks of subsidiaries. The information obtained through the attendance of full-time Audit & Supervisory Board members at liaison meetings with Audit & Supervisory Board members of affiliated companies that are held every two months and other meetings will continue to be shared with Outside Audit & Supervisory Board members. Furthermore, it will be examined for the Audit & Supervisory Board members to further proactively obtain information on the affiliated companies' practical issues from the Internal Audit Dept., which is responsible for the audit of detailed specific duties and documents.

- c. Issues concerning support for newly appointed Audit & Supervisory Board members

It will be examined to take measures to enhance the understanding of the Company's businesses by newly appointed Audit & Supervisory Board members, especially Outside Audit & Supervisory Board members, when they take office.

The Audit & Supervisory Board and its Members will further improve the effectiveness of audit activities and strive to contribute to strengthening the management infrastructure and improving the corporate value of the Company's group.

END

Consolidated Financial Results Highlights

International Financial Reporting Standards (IFRS)



(Note) Accounting errors were found in the amounts of Total assets and Total equity of the 99th business year after the 99th Ordinary General Meeting of Shareholders was held, and such errors were corrected and the corrected amounts are shown.

(The units in Consolidated Financial Results Highlights are rounded to the nearest unit.)