

The following is an English translation of the Notice of Convocation of the 101st 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 101st Ordinary General Meeting of Shareholders

1. Date and Time: June 25, 2026 (Thursday) at 10:00am (Japan Time)
(Reception starts at 9:00am)
2. Place: The Okura Tokyo, Orchard (Okura Prestige Tower 2F)
2-10-4 Toranomon, 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 24, 2026

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 3, 2026

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 101st Ordinary General Meeting of Shareholders

Sumitomo Metal Mining Co., Ltd. (the “Company”) hereby gives notice of the 101st 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 24, 2026 in accordance with Guide to Exercising Voting Rights on page 3.

1. Date and Time: June 25, 2026 (Thursday) at 10:00am (Japan Time)
2. Place: The Okura Tokyo, Orchard (Okura Prestige Tower 2F)
2-10-4 Toranomom, 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 101st business year (April 1, 2025– March 31, 2026) and the results of audits of the Consolidated Financial Statements for the 101st 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 One (1) Audit & Supervisory Board Member
Proposal No.4: Election of One (1) substitute Audit & Supervisory Board Member
Proposal No.5: Payment of Bonuses 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 25, 2026 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 affixing a stamp.

Deadline for the exercise via postal mail:

To be received by 5:00pm (Japan Time), Wednesday, June 24, 2026

* 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 24, 2026.

(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 25, 2026

* 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 16, 2026

How to view the livestream and submit questions in advance

1. Access the dedicated website: <https://links-v.pdcp.jp/5713/2026/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 25, 2026)

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 fewer brief questions.
- (2) Among the questions received, those reflecting greater 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.

As a matter of policy, the dividend of surplus is set at a consolidated dividend payout ratio of 35% or more in principle, and while the consolidated equity ratio (ratio of equity attributable to owners of parent to total assets) exceeds the Company-defined appropriate level of 55%, the minimum indicator is set at a DOE (dividend on equity ratio) of 3.5%.

Based on the policy described above, and in comprehensive consideration of factors such as future business development and the outlook of future financial performance, the Company proposes to pay a year-end dividend of 163 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

163 yen per share of common stock of the Company

The total amount: 44,099,606,479 yen

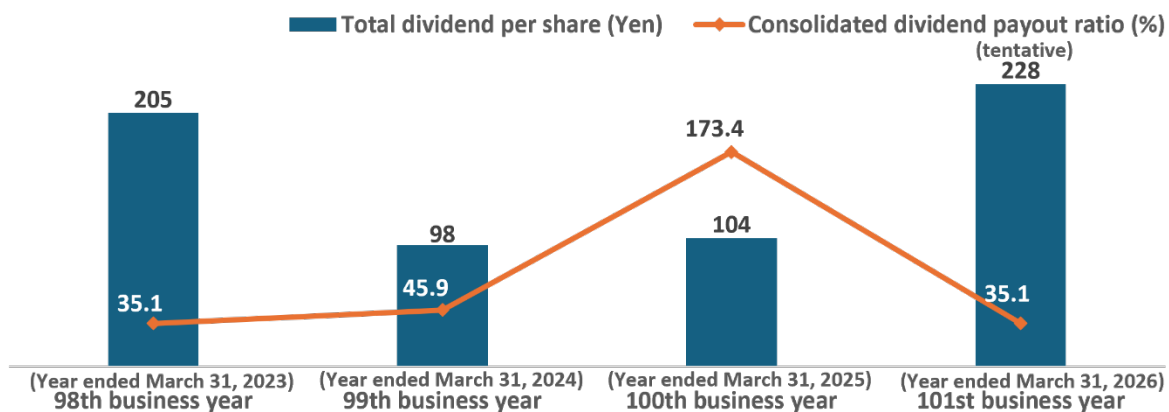
(3) The day on which the distribution of dividend of surplus will take effect

June 26, 2026

(Notes)

1. $DOE = \text{Annual total dividends} / \text{Shareholders' equity}$ (The Company will use the finalized shareholders' equity figure as of the end of the previous fiscal year when performing calculations, and it will exclude other components of equity from consolidated net assets attributable to owners of parent.)
2. If Proposal No.1 is approved and adopted as proposed, the DOE of 101st business year, calculated based on the formula in 1. above, will be 4.3%.

<Reference> Changes in the Company's dividend, etc.



Total dividend amount (Millions of yen)	56,327	26,927	28,589	61,686 (tentative)
Equity attributable to owners of parent ratio (%)	60.3	59.0	60.1	58.3

<Reference> Basic policy on financial strategy and shareholder return policy

From the perspective of optimizing capital structure, improving capital efficiency, and providing more appropriate shareholder returns, the Company revised its “basic policy of financial strategy” and “shareholder return policy” in February 2026. The revised policies are as stated below.

Basic policy of financial strategy

From the perspective of financial soundness, the Company sets a consolidated equity ratio of 50% or more. Furthermore, to promote management that is conscious of cost of capital, it positions 55% as the appropriate level of the consolidated equity ratio and aims to adjust it to 58% by the fiscal year ending March 31, 2028 through enhanced shareholder returns and other initiatives.

Shareholder return policy

1. In principle, dividends from surplus shall be paid out with a consolidated payout ratio to be 35% or more, and while the consolidated equity ratio exceeds the Company-defined appropriate level of 55%, the minimum indicator is set at a DOE of 3.5%.

* DOE = Annual total dividends / Shareholders' equity (The Company will use the finalized shareholders' equity figure as of the end of the previous fiscal year when performing calculations, and it will exclude other components of equity from consolidated net assets attributable to owners of parent.)

2. Shareholder returns will consist primarily of dividends from surplus. The Company will

flexibly implement measures, including repurchase of own shares, based on its business results and financial status after comprehensively considering investment opportunities and equity standards.

These policies have been applied from the fiscal year ended March 31, 2026.


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, 2026	Number of years in office of the Company as Director
1	Akira Nozaki	Male	Representative Director Officer Chairman	Reappointment	16 out of 16 (100%)	12 years
2	Nobuhiro Matsumoto	Male	Representative Director Officer President	Reappointment	16 out of 16 (100%)	7 years
3	Masaru Takebayashi	Male	Director Managing Executive Officer	Reappointment	16 out of 16 (100%)	3 years
4	Yasuhiro Miyake	Male	Executive Officer	New	—	—
5	Taeko Ishii	Female	Independent Outside Director	Reappointment Outside Director Independent	16 out of 16 (100%)	8 years
6	Manabu Kinoshita	Male	Independent Outside Director	Reappointment Outside Director Independent	16 out of 16 (100%)	6 years
7	Koji Takeuchi	Male	Independent Outside Director	Reappointment Outside Director Independent	16 out of 16 (100%)	2 years
8	Sawaki Nicola Michele	Female	Independent Outside Director	Reappointment Outside Director Independent	11 out of 11 (100%)	1 year


No.		Akira Nozaki	Reappointment
1		Date of Birth (Age)	Jun. 20, 1960 (65)
		Gender	Male
		Number of shares of the Company owned	28,100 Shares
		Number of years in office of the Company as Director	12 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (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.		Nobuhiro Matsumoto	<u>Reappointment</u>	
2			Date of Birth (Age)	Feb. 24, 1963 (63)
			Gender	Male
			Number of shares of the Company owned	12,000 Shares
			Number of years in office of the Company as Director	7 years
			Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (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 him for any expenses incurred in responding to an action seeking to hold him liable, 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 (60)
		Gender	Male
		Number of shares of the Company owned	6,900 Shares
		Number of years in office of the Company as Director	3 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (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			
<p>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.</p>			

No.		Yasuhiro Miyake	New
4		Date of Birth (Age)	Dec. 19, 1968 (57)
		Gender	Male
		Number of shares of the Company owned	7,500 Shares
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1992	Joined the Company		
Jun. 2018	Finance & Accounting Dept.		
Jul. 2023	Corporate Planning Dept.		
Jun. 2025	Executive Officer (Present Position) General Manager of Finance & Accounting Dept. (Present Position)		
Reasons for his candidacy as Director			
Mr. Yasuhiro Miyake serves as General Manager of Finance & Accounting Dept. and has abundant knowledge and experience in finance, financing, and accounting, etc. within the Group, as well as expertise in areas such as corporate planning. He has been presented as a candidate for Director so that he may 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 (70)
			Gender	Female
			Number of shares of the Company owned	900 Shares
Number of years in office of the Company as Outside Director	8 years			
Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (100%)			
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations				
Apr. 1986	Registered as a lawyer			
	Joined Ryoichi Wada Law Firm			
Mar. 1992	Established Ohta & Ishii Law Firm			
Jun. 2018	Director of the Company (Present Position)			
[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				
<p>Ms. Taeko Ishii has specialist knowledge and abundant experience as a lawyer, especially in the field of labor law.</p> <p>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</p>				


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 28.
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 Contract with her.

No.		Manabu Kinoshita	Reappointment
6			Outside Director
			Independent
		Date of Birth (Age)	May 17, 1954 (72)
		Gender	Male
		Number of shares of the Company owned	300 Shares
		Number of years in office of the Company as Outside Director	6 years
Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (100%)		
Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations			
Apr. 1978 Apr. 2006 Apr. 2008 Apr. 2010 Jun. 2010 Apr. 2016 Apr. 2018 Jun. 2020 Jun. 2021	Joined NEC Corporation Executive General Manager, Distribution and Service Industries Solutions Operations Unit of NEC Corporation Associate Senior Vice President of NEC Corporation Senior Vice President of NEC Corporation Director of NEC Corporation Senior Executive Vice President of NEC Corporation Senior Officer of NEC Corporation Director of the Company (Present Position) 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

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

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 101st business year (year ended March 31, 2026), the Company made no sales 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 241 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 28.
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 Contract with him.

No.		Koji Takeuchi	Reappointment	
7			Outside Director	
			Independent	
			Date of Birth (Age)	Feb. 22, 1946 (80)
			Gender	Male
			Number of shares of the Company owned	400 Shares
			Number of years in office of the Company as Outside Director	2 years
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	16 out of 16 (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 28.
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 Contract with him.

No.			Reappointment
8		Sawaki Nicola Michele	Outside Director
		Date of Birth (Age)	Independent
		Gender	
		Number of shares of the Company owned	Dec. 31, 1962 (63)
		Number of years in office of the Company as Outside Director	Female
		Attendance of the Board of Directors meetings for the fiscal year ended March 31, 2026	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		
Mar. 2017	Representative in Japan of Ernst & Young Global Limited IFRS Policy Committee		
Jun. 2025	Retired from Ernst & Young ShinNihon LLC		
	Retired as Representative in Japan of Ernst & Young Global Limited IFRS Policy Committee		
	Director of the Company (Present Position)		

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 plays the roles shown above as an Outside Director and member of the Governance Committee. She has not participated in corporate management other than as an outside director; 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. The Company has appointed Ms. Sawaki Nicola Michele 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 28.
3. The Company has entered 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. The Company intends to extend the Contract with her.

Matters regarding candidates for directors

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 as insureds. 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 bears 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.

(Notes)

1. Information of the candidates such as age or career shown above in this proposal is as of Jun. 1, 2026.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2026.
3. Figures stated in units of million yen in this proposal have been rounded to the nearest million yen.

Proposal No.3: Election of One (1) Audit & Supervisory Board Member

As Audit & Supervisory Board Member Mr. Tsuyoshi Nozawa will resign at the close of the Meeting, the Company proposes the election of one (1) Audit & Supervisory Board Member. The Company has obtained consent for this proposal from the Audit & Supervisory Board. The candidate for Audit & Supervisory Board Member is as follows.

	<p>Kazuhito Sasaki</p>	<p>New</p>
	<p>Date of Birth (Age)</p>	<p>Feb. 7, 1968 (58)</p>
	<p>Gender</p>	<p>Male</p>
	<p>Number of shares of the Company owned</p>	<p>6,300 Shares</p>
<p>Career summary, position and area of responsibility at the Company, and significant concurrent occupations or positions at other organizations</p>		
<p>Apr. 1991</p>	<p>Joined the Company</p>	
<p>Jun. 2011</p>	<p>Corporate Planning Dept.</p>	
<p>Jul. 2015</p>	<p>Finance & Accounting Dept.</p>	
<p>Jun. 2017</p>	<p>Seconded to Japan Mining Industry Association</p>	
<p>Jun. 2019</p>	<p>Finance & Accounting Dept. (Present Position)</p>	
<p>Reasons for his candidacy as Audit & Supervisory Board Member</p>		
<p>Mr. Kazuhito Sasaki has been engaged in tax accounting and financial accounting operations for many years and possesses expertise in accounting practices and accounting matters. He also has knowledge and experience regarding business management 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.</p>		
<p>Directors and Officers liability insurance contract related to the candidate for Audit & Supervisory Board Member</p>		
<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 as insureds. 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</p>		

their action or failure to act based on their position such as Directors or Officers of the Company. The Company bears 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.

(Notes)

1. Information of the candidates such as age or career shown above in this proposal is as of Jun. 1, 2026.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2026.

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.

	<p>Kazuhiro Mishina</p>	<p>Outside Audit & Supervisory Board Member Independent</p>
	<p>Date of Birth (Age)</p>	<p>Sep. 23, 1959 (66)</p>
	<p>Gender</p>	<p>Male</p>
	<p>Number of shares of the Company owned</p>	<p>0 Shares</p>
<p>Career summary, position and significant concurrent occupations or positions at other organizations</p>		
<p>Sep. 1989</p>	<p>Assistant Professor of Harvard Business School</p>	
<p>Oct. 1995</p>	<p>Assistant Professor of the Center for Research and Investigation of Advanced Science and Technology of Japan Advanced Institute of Science and Technology</p>	
<p>Apr. 1997</p>	<p>Assistant Professor of the School of Knowledge Science of Japan Advanced Institute of Science and Technology</p>	
<p>Oct. 2002</p>	<p>Assistant Professor of the Graduate School of Business Administration of Kobe University</p>	
<p>Oct. 2004</p>	<p>Professor of the Graduate School of Business Administration of Kobe University</p>	
<p>Mar. 2025</p>	<p>Retired as Professor of the Graduate School of Business Administration of Kobe University</p>	
<p>Apr. 2025</p>	<p>Professor Emeritus of Kobe University (Present Position)</p>	
<p>Apr. 2026</p>	<p>Professor of the Institute for Business and Finance, Faculty of Commerce, Waseda University (Present Position)</p>	
<p>[Significant concurrent occupations or positions at other organizations]</p>		
<p>Professor of the Institute for Business and Finance, Faculty of Commerce, Waseda University</p>		
<p>Reasons for his candidacy as substitute for Outside Audit & Supervisory Board Member / Overview of expected roles as Outside Audit & Supervisory Board Member</p>		

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 at ensuring 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 28.
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 as insureds. 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 bears 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, 2026.
2. The number of shares of the Company owned by each candidate shown above in this proposal is as of Mar. 31, 2026.

<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 be the 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 One (1) Audit & Supervisory Board Member) 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	○	○	○	○	○			○	
	Yasuhiro Miyake	○	○	○			○			
	Taeko Ishii							○		○
	Manabu Kinoshita	○		○	○			○		
	Koji Takeuchi			○		○				
	Sawaki Nicola Michele		○				○	○		
	Audit & Supervisory Board Member	Hirohiko Matsushita							○	○
Kazuhito Sasaki							○			
Shoji Wakamatsu							○			○
Tsuguya Ieda			○	○			○	○		

(Notes)

- 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 32. 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.
- Fields in which Directors and Audit & Supervisory Board Members believe 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: Payment of Bonuses to Directors

The Company proposes the payment of a total of 183 million yen as bonuses to four (4) Directors, excluding Outside Directors among the eight (8) Directors who were in office as of the end of the 101st business year (year ended March 31, 2026) in order to reward their distinctive merits. The Directors' bonuses of the Company are calculated 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. The summary of the policy is set out on page 21 of the Document of Matters Subject to Measures for Electronic Provision.

This proposal has been determined by the Board of Directors after receiving advice from the Governance Committee regarding the above total amount, and the Company judges it to be appropriate.

<Reference>

Subject to the approval of this proposal, the Company plans to grant restricted share-based compensation to four (4) Directors, excluding Outside Directors, in accordance with the Policy on determining the details of remunerations for each Director, within the limit of the compensation framework (up to 30 million yen per year, with a total of up to 15,000 shares of common stock per year) that was approved at the 100th Ordinary General Meeting of Shareholders held on June 26, 2025.

<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 2025, 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 2026, 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. These opinions have become more specific through the annual effectiveness evaluations conducted each year.

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 regarding the need to enhance the Board of Directors’ monitoring function and to expedite decision-making. In response, it was confirmed that in fiscal 2026, discussions initiated in fiscal 2025 on reviewing “what the Board of Directors should ideally be” will be further deepened.

b) There were opinions that discussions on the analysis of evaluations and opinions from the investors and shareholders shared with the Board of Directors, and how to address them, should be further enhanced, and that the Company’s approach to sharing information should also be discussed. It was confirmed that, going forward, the Board of Directors will deliberate on the responses required to enhance the Company’s evaluation in the capital market, including the approach to information sharing.

c) Among other items, further improvements to Board of Directors operations (such as enhancing the substance of discussion items, effective use of advance briefings, providing materials earlier, etc.), and strengthening the Board of Directors secretariat in light of the review of the desired state of the Board of Directors 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 2025, 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 concluded 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.
- Continuing from fiscal 2024, initiatives for improvement to the extent possible have been taken in order to enhance the Audit & Supervisory Board effectiveness, such as holding auditors’ meetings apart from the Audit & Supervisory Board meetings, the schedule and main agenda items communicated in advance beginning in fiscal 2025, and free and open exchange of opinions has been encouraged.

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 audit activities and information sharing and cooperation among Audit & Supervisory Board members

In conducting audit activities, to facilitate Outside Audit & Supervisory Board members' understanding of on-site audit locations, considerations will be made to thoroughly enhance pre-audit information sharing, such as by selecting and sharing of relevant past on-site audit materials, and standardizing the timing and method for encouraging advance review of such materials.

- b. Issues concerning the response framework in the event of misconduct or scandal

Even under current practice, when misconduct or scandal occurs, the Audit & Supervisory Board discusses the matters it should request to the executive side and provides opinions to the executive side as necessary. Considerations will be made to hold discussions among Audit & Supervisory Board members in advance to prepare for potential misconduct or scandal and determine response priorities.

- c. Issues concerning the formulation of audit plans and individual priority audit items

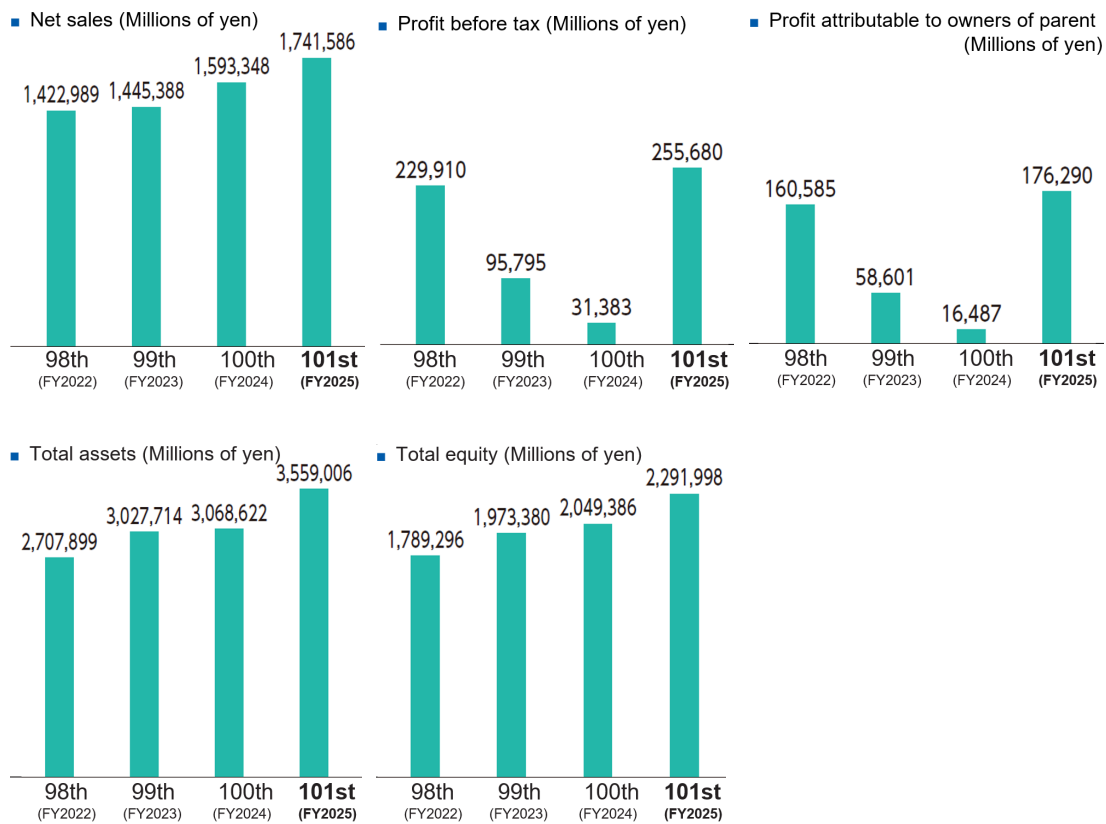
To further enhance on-site audits, the audit time allocated to each location will be increased. In addition, after Audit & Supervisory Board members exchange views on the importance of and risks at each location, considerations will be made to formulate focused on-site audit plans according to level of risk, and changing audit destinations in response to changes in circumstances.

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)



(Figures stated in Consolidated Financial Results Highlights are rounded to the nearest unit.)