Appendix

Reference Documents for the General Meeting of Shareholders

Proposals and References

Item 1 Election of six (6) directors

The terms of office of all nine (9) directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. The Company proposes to newly elect six (6) directors.

The six candidates are described below.

No.	Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant positions in other organizations	Number of the Company's shares owned
1	Takafumi Morichi (October 15, 1958)	April 1981 Joined Kobe Steel, Ltd. April 2011 (Kobe Steel, Ltd.) Executive Officer April 2013 Managing Executive Officer April 2015 Senior Managing Executive Officer June 2017 (The Company) President and CEO (incumbent)	8,800 shares
(Reasons for nomination) Takafumi Morichi has served Kobe Steel, Ltd., in a number of roles; he became an executive officer in April 2011, a managing executive officer in April 2013, a senior managing executive officer in April 2015, and since June 2017, he has served as President and CEO of the Company. Morichi has abundant experience and formidable insight in Kobe Steel Group's operations in general, coupled with wide-ranging managerial experience. As President and CEO, he has demonstrated effective leadership and has played no small part in expanding Shinsho Group and strengthening corporate governance. For these reasons, the Company believes that he can contribute toward the sustainable enhancement of corporate value; therefore, it proposes his reelection as a director.			
2	Hiroshi Kato (August 30, 1957)	April 1980 Joined Kobe Steel, Ltd. June 2009 (The Company) Officer June 2012 Executive Officer April 2013 (Kobe Steel, Ltd.) Managing Executive Officer June 2017 (The Company) Director, Senior Executive Officer June 2018 Representative Director / Senior Executive Officer / General Manager of the Nonferrous Metals Division / Responsible for the Nagoya Branch Office (incumbent)	6,400 shares
(Reasons for nomination) After joining Kobe Steel, Ltd., Hiroshi Kato joined the Company in January 2009 and served as an officer in June 2009 and an executive officer in June 2012. In April 2013, he became a managing executive officer of Kobe Steel, Ltd. In June 2017, he became a director and senior executive officer of the Company, as well as general manager of the Company's Nonferrous Metals Division. In June 2018, he became a representative director of the Company. Kato has contributed significantly to Shinsho Group's operations by managing nonferrous metal operations in Kobe Steel Group. His expertise and abundant experience remain invaluable to the Company's future development. For these reasons, the Company believes that he can contribute toward the sustainable enhancement of corporate value; therefore, it proposes his reelection as a director.			

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibilities in the Company, and significant positions in other organizations</th><th>Number of the Company’s shares owned</th></tr>
<tr><td>3</td><td>Kyoya Mukai
(July 29, 1958)</td><td>April 1981
June 2013
June 2015
June 2018
March 2019

June 2020</td><td>Joined the Company
President and CEO of Shinsho American Corp.
Officer
Director, Executive Officer
Director / Executive Officer / Deputy General Manager of the Iron & Steel Division / Responsible for North America and Europe region
Director / Senior Executive Officer / General Manager of the Iron & Steel Division</td><td>6,400 shares</td></tr>
<tr><td colspan="5">(Reasons for nomination)
After joining the Company, Kyoya Mukai became president and CEO of Shinsho American Corp. in June 2013, in which capacity he contributed to the Company’s global business development. He has served in senior roles as director (since June 2015), then executive officer and deputy general manager of the Iron & Steel Division (since June 2018), and senior executive director (since June 2020). Over many years, he has helped Shinsho Group expand its global operations. His extensive international experience and formidable insight remain invaluable to the Company’s future development. For these reasons, the Company believes that he can contribute toward the sustainable enhancement of corporate value; therefore, it proposes his reelection as a director.</td></tr>
<tr><td>4</td><td>Yasuyuki Watanabe
(November 14, 1963)</td><td>April 1987
July 2011

June 2016
June 2018

June 2019

July 2020</td><td>Joined the Company
Senior Manager of the Corporate Planning Department
Head of the Corporate Planning Department
Officer / Head of the Corporate Planning Department
Officer / Head of the Corporate Planning Department / Responsible for the Finance Department
Officer / Responsible for the Corporate Planning Department, the Business & Risk Management Department, the Personnel Department, and the Finance Department
(incumbent)</td><td>5,200 shares</td></tr>
<tr><td colspan="5">(Reasons for nomination)
After joining the Company, Yasuyuki Watanabe spent some years in overseas posts, in the US and China. He became senior manager of accounting in July 2011 and head of the Corporate Planning Department in June 2016. Watanabe became an officer in June 2018 and he now serves as an officer with responsibilities for corporate planning, business and risk management, personnel, and finance. He has abundant experience and formidable insight in accounting, finance, and a wide range of sectors of administrative headquarters, and has engaged in senior management. For these reasons, the Company believes that he can contribute toward the sustainable enhancement of corporate value; therefore, it proposes his election as a director.</td></tr>
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<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibilities in the Company, and significant positions in other organizations</th><th>Number of the Company’s shares owned</th></tr>
<tr><td>5</td><td>Tsukasa Komiyama
(February 12, 1962)</td><td>August 1989 Registered as a certified public accountant
Joined Kyobashi & Co.
September 1990 Registered as a tax accountant
February 1991 Established Komiyama Tsukasa Tax Accountant Office (now GMA TAX Corporation Komiyama Office; incumbent)
July 2005 (Kyobashi & Co.) Representative Partner (incumbent)
June 2014 (The Company) Director (incumbent)
June 2016 (KT Group Co., Ltd) Auditor (incumbent)

[Significant concurrent positions]
Kyobashi & Co.: Representative Partner
GMA TAX Corporation Komiyama Office: President
KT Group Co., Ltd.: Auditor</td><td>5,600 shares</td></tr>
<tr><td colspan="4">(Reasons for nomination, expectation)
As a certified public accountant, Tsukasa Komiyama has abundant experience and wide-ranging knowledge about finance and accounting. He has accrued many years of work at an auditing firm and has been closely involved in corporate management as a tax accountant. For these reasons, the Company expects that he will use his professional knowledge and experience to benefit the management of the Company; therefore, it proposes his reelection as an outside director. As chair of the Advisory Committee on Appointments and of the Advisory Committee on Remuneration, Komiyama is expected to contribute to objective and impartial decisions on appointments and remuneration. Tsukasa Komiyama was appointed as an outside director of the Company in June 2014. He will have served as an outside director for seven years at the conclusion of this Ordinary General Meeting of Shareholders.</td></tr>
<tr><td>6</td><td>Kiyoshi Sakamoto
(March 17, 1949)</td><td>April 1974 Completed Judicial Training Courses, registered as an attorney-at-law (Daiichi Tokyo Bar Association; incumbent)
June 2002 (The Asahi Shinkin Bank) Non-standing Auditor (incumbent)
June 2008 (ZEN-NOH BUSINESS SUPPORT CO., LTD.) Auditor (incumbent)
June 2014 (Kyodo Housing Loan Co., Ltd.) Auditor
June 2016 (The Company) Director (incumbent)

[Significant concurrent positions]
The Asahi Shinkin Bank: Non-standing Auditor
ZEN-NOH BUSINESS SUPPORT CO., LTD.: Auditor</td><td>2,200 shares</td></tr>
<tr><td colspan="4">(Reasons for nomination, expectation)
As an attorney-at-law, Kiyoshi Sakamoto has abundant experience and insight, and is well-suited to the task of objectively supervising management while considering the broader corporate and social contexts, including laws and regulations. For these reasons, the Company expects that he can help enhance the transparency of the Board of Directors and strengthen its supervisory function; therefore, it proposes his reelection as an outside director. As a member of the Advisory Committee on Appointments and of the Advisory Committee on Remuneration, Sakamoto is expected to contribute to objective and impartial decisions on appointments and remuneration. While Kiyoshi Sakamoto has never been involved in corporate management other than in the capacity of an outside director and outside auditor, the Company nevertheless believes that he will continue to duly perform his duties as an outside director for the above reasons. Kiyoshi Sakamoto was appointed as an outside director of the Company in June 2016. He will have served as an outside director for five years at the conclusion of this Ordinary General Meeting of Shareholders.</td></tr>
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(Notes) 1. The Company does not have any special relationship with the candidates.

2. Tsukasa Komiyama and Kiyoshi Sakamoto are candidates for the position of outside director as provided for in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has designated them as independent officers pursuant to Article 436, Paragraph 2 of the TSE Securities Listing Regulations.

3. Liability limitation agreements with outside directors
If Tsukasa Komiyama and Kiyoshi Sakamoto's nominations are approved, the Company will, pursuant to Article 28, Paragraph 2 of the Articles of Incorporation, enter into agreements with them limiting their liability under Article 423, Paragraph 1 of the Companies Act to the total amount prescribed by Article 425, Paragraph 1 of the said Act, provided that they acted in good faith and without gross negligence.

4. We have taken out insurance specified in Article 430-3 Paragraph 1 of the Companies Act. The insurance covers the costs (including the legal costs) of damages claims awarded, during the coverage period, against any director, member of the Audit & Supervisory Board, or executive officer of our Company or of our subsidiaries, who is found liable for wrongful acts in the performance of his or her duties. If elected, the above candidates will be covered.

Item 2 Election of one (1) substitute Audit & Supervisory Board member

Hisayuki Shimomura was elected as substitute Audit & Supervisory Board member at the 102nd Ordinary General Meeting of Shareholders held on June 25, 2020. However, the effectiveness of his election is due to expire. Accordingly, the Company proposes to reelect one (1) substitute Audit & Supervisory Board member.

The Audit & Supervisory Board has already consented to the submission of this agenda item.

The candidate is described below.

Name (Date of birth)	Career summary, position and responsibilities in the Company, and significant positions in other organizations		Number of the Company's shares owned
Hisayuki Shimomura (May 5, 1957)	August 1989 September 1989 July 2014 November 2018	Registered as a certified public accountant Established Certified Public Accountants Shimomura Office (incumbent) (Kyobashi & Co.) Representative Partner (incumbent) (GMA TAX Accountant Corporation) Representative Partner (incumbent) [Significant concurrent positions] GMA TAX Accountant Corporation Representative Partner Kyobashi & Co.: Representative Partner	0 shares
(Reasons for nomination) As a certified public accountant, Hisayuki Shimomura has abundant experience and wide-ranging knowledge about finance and accounting. He has accrued many years of work at an auditing firm and has been closely involved in corporate management as a tax accountant. The Company has nominated him as a substitute outside Audit & Supervisory Board member believing that his expertise will enable him to both audit and supervise effectively and offer valuable advice from an objective and impartial perspective.			

(Notes) 1. The Company does not have any special relationship with the candidate.

2. Hisayuki Shimomura is a candidate for the office of substitute outside Audit & Supervisory Board member as provided for under Article 2, Paragraph 3, item 8, of the Ordinance for the Enforcement of the Companies Act.

3. Independence from the Company, liability limitation:
Hisayuki Shimomura satisfies Tokyo Stock Exchange's requirements of an independent officer. If Hisayuki Shimomura's nomination is approved, the Company will, pursuant to Article 36, Paragraph 2 of the Articles of Incorporation, enter into an agreement with him limiting his liability under Article 423, Paragraph 1 of the Companies Act to the total amount prescribed by Article 425, Paragraph 1 of the said Act, provided that he acted in good faith and without gross negligence.

4. We have taken out insurance specified in Article 430-3 Paragraph 1 of the Companies Act. The insurance covers the costs (including the legal costs) of damages claims awarded, during the coverage period, against any director, member of the Audit & Supervisory Board, or executive officer of our Company or of our subsidiaries, who is found liable for wrongful acts in the performance of his or her duties. Hisayuki Shimomura will be covered if this proposal is approved and if he becomes an outside Audit & Supervisory Board member following a vacancy on the board.

(Reference)

1. Process for Appointing Directors and Audit & Supervisory Board Members

All candidates for the office of director are nominated with one-year terms of office by resolution of the Board of Directors, and then appointed by resolution of the Ordinary General Meeting of Shareholders. Candidates for the position of Audit & Supervisory Board member or supplementary Audit & Supervisory Board member are nominated by the Board of Directors upon the approval of the Audit & Supervisory Board, and then appointed by resolution of the Ordinary General Meeting of Shareholders. To ensure that the Board of Directors' decision-making process for nominations is transparent and fair, the Board of Directors first seeks the opinion of the Advisory Committee on Appointments, in which Outside Officers (persons who hold the position of outside director or outside Audit & Supervisory Board member) make up the majority.

2. Independence Standards for Outside Officers

The Company will deem an Outside Officer (person who holds the position of outside director or outside Audit & Supervisory Board member) to be independent if they do not fall under any of the following items.

	Item	Standards	Requirements concerning past years Requirements concerning relatives
1	A major business partner of the Group or an executor of business thereof	A business partner whose amount of transactions accounted for more than **2%** of the Group's consolidated net sales in the immediately previous fiscal year	• A person to whom any of the items on the left applied **in the past three (3) years** • A relative within **second degree of kinship** of a person to whom any of the items on the left apply
2	A person whose major business partner is the Group or an executor of business thereof	A person whose amount of transactions to the Group accounted for more than **2%** of the person's consolidated net sales or total revenue in the previous fiscal year	
3	A principal shareholder of the Company or an executor of business thereof in the case that such shareholder is a corporation	A person who, directly or indirectly, owns **10%** or more of all the voting rights of the Company	
4	A consultant, accounting professional such as a certified public accountant or legal professional such as an attorney-at-law who receives money or other financial benefit from the Group excluding remuneration for director/audit & supervisory board member. (If a corporation or an association, etc. receives such financial benefit, a person who is affiliated with such organization)	A person who received financial benefit amounting to more than **10 million** yen from the Group, excluding remuneration for director/audit & supervisory board member in the previous fiscal year	

	Item	Standards	Requirements concerning past years Requirements concerning relatives
5	A person who receives a large amount of donations from the Group or an executor of business thereof	A person who received financial benefit amounting to more than **10 million yen** from the Group in the previous fiscal year	
6	An executor of business of a company of which the Group is a principal shareholder	A person of which **10%** or more of all the voting rights is owned by the Group	
7	A financial institution that is a principal lender to the Group or an executor of business of the parent or a subsidiary of such financial institution	A financial institution from which borrowings at the end of the previous fiscal year accounted for more than **2%** of the Company's consolidated total assets	
8	Other	A person with special reasons that prevent him/her from fulfilling duties as an Independent Outside Officer, such as those that cause conflict of interests with the Company	–