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(Securities Code 8078)
June 4, 2026

To Those Shareholders with Voting Rights:

Yoichi Nakagawa
Representative Director and President
Hanwa Co., Ltd.
4-3-9 Fushimi-machi,
Chuo-ku, Osaka, Japan

**NOTICE OF
THE 79TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially notified of the 79th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

Measures for electronic provision are applied for this General Shareholders Meeting for information (electronic provision measures matters) which is reference materials for general shareholders meetings, etc. The information is posted on the following websites, so please access them to confirm the information.

The Company’s website

<https://www.hanwa.co.jp/en/ir/stock/meeting.html>

Listed Company Search (Tokyo Stock Exchange’s website)

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

Please enter the issue name (company name) “Hanwa” or securities code “8078” to search and select Basic information and Documents for public inspection/PR information.

The Portal of Shareholders’ Meeting (Sumitomo Mitsui Trust Bank, Limited)

<https://www.soukai-portal.net> (only in Japanese)

Please scan QR code on the enclosed voting form or enter your ID/initial password to access.

* “QR Code” is a registered trademark of DENSO WAVE INCORPORATED.

In place of attending the meeting in person, you may exercise your voting rights either via Internet or by mail. Please review the Reference Materials for the General Shareholders Meeting, which include the details of each proposal, and cast your vote in accordance with the “Guide to Exercising Voting Rights” on pages 3 and 4 of this document by 5:00 p.m. on Thursday, June 25, 2026 (Japan time).

- 1. Date and Time:** Friday, June 26, 2026 at 10:00 a.m. Japan time (reception starts at 9:00 a.m.)
- 2. Place:** Seventh Floor Conference Room
Hanwa Co., Ltd.
HK Yodoyabashi Garden Avenue Bldg., 4-3-9 Fushimi-machi, Chuo-ku, Osaka
- 3. Meeting Agenda:**
Matters to be reported: (1) The Business Report, Consolidated Financial Statements for the Company's 79th Fiscal Year (April 1, 2025 - March 31, 2026) and results of audits by the Accounting Auditor and the Audit and Supervisory Committee of the Consolidated Financial Statements
(2) Non-Consolidated Financial Statements for the Company's 79th Fiscal Year (April 1, 2025 - March 31, 2026)
- Proposals to be resolved:**
Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Nine (9) Directors (Excluding Directors who are Audit and Supervisory Committee Members)
Proposal No. 3: Election of One (1) Director who is an Audit and Supervisory Committee Member

Other matters concerning convocation of the General Shareholders Meeting

1. In accordance with laws and regulations as well as Article 18 of the Company's Articles of Incorporation, the following items of matters which should be described on a document of electronic provision measures matters are posted on the Internet and therefore not included in this Notice. The Corporate Auditors and the Accounting Auditor have audited the relevant documents to be audited, including the items below.
 - 1) Business Report: Major Offices, the status of Employees, Matters Concerning Accounting Auditor, system to ensure the appropriateness of business activities (internal control system) and outline of the operating status of the system
 - 2) Consolidated Financial Statements : Consolidated Statements of Changes in Net Assets and Notes to Consolidated Financial Statements
 - 3) Non-Consolidated Financial Statements: Non-Consolidated Balance Sheet, Non-Consolidated Statement of Income, Non-Consolidated Statements of Changes in Net Assets and Notes to Non-Consolidated Financial Statements
 - 4) Audit Report: Independent Auditor's Report (Non- Consolidated Financial Statements)
2. Revisions to electronic provision measures matters, if any, will be posted on each website by providing original and amended items.

Guide to Exercising Voting Rights

Voting by attending the General Shareholders Meeting in person
<p>Please present the enclosed Voting Form to the receptionist when you arrive at the venue.</p> <ul style="list-style-type: none"> • Please bring with you this Notice to the venue on the day of the Meeting. • As the light clothing (Cool Biz) dress code will be followed at the Meeting, we would appreciate it if you could come to the Meeting wearing casual attire.
<p>Date and time of the Meeting: Friday, June 26, 2026 at 10:00 a.m. Japan time</p>

Voting without attending the General Shareholders Meeting in person	
Voting in writing	Voting via Internet
<p>Please indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.</p> <ul style="list-style-type: none"> • In case your approval or disapproval of each proposal is not specified on the enclosed Voting Form, it is to be treated as approval of proposals by the Company. 	<p>Please indicate your approval or disapproval of the proposals according to the guide on the following page.</p>
<p>Deadline for voting: By 5:00 p.m. on Thursday, June 25, 2026 Japan time (Arrival of Voting Forms)</p>	<p>Deadline for voting: By 5:00 p.m. on Thursday, June 25, 2026 Japan time (Acceptance of entries)</p>

< Treatment of voting rights exercised repeatedly >

- If a shareholder submits votes repeatedly, via Internet and in writing, the vote via Internet will be counted as effective ones.
- If a shareholder submits votes using Internet more than once, only the last votes received will be treated as valid.

< Information concerning use of Electronic Voting Platform > (To institutional investors)

Institutional investors can also use the Electronic Voting Platform operated by ICJ, Inc. to submit votes electronically for the Ordinary General Shareholders Meeting.

Guide to Exercising Voting Rights via Internet

Voting via Smart Phone, etc.

1. Scan the QR Code on the Voting Form.
2. Click “To Exercise Voting Rights” on the first screen of The Portal of Shareholders’ Meeting.
3. The first screen of “Smart Vote®” appears. Then, please indicate your approval or disapproval according to the instructions on the screen.

Voting via PC, etc.

Enter login ID/password written on the Voting Form on the URL below. After logged in, please indicate your approval or disapproval according to the instructions on the screen.

The Portal of Shareholders’ Meeting URL

▶<https://www.soukai-portal.net>

Website for exercising voting rights is continuously available.

▶<https://www.web54.net>

Notes:

- To change the content of your vote after submission, “voting rights code” and “password” written on the Voting Form should be entered
- The website is not available from 0:00 a.m. to 5:00 a.m. on the first Monday in January, April, July, and October due to system maintenance.

Inquiries

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

Reference Materials for the General Shareholders Meeting

Proposal No. 1: Appropriation of Surplus

The Company regards the sustainable return of earnings to shareholders as one of the most important management responsibilities. While giving its top priority to continuous payment of stable dividends to shareholders, the Company will make efforts for sustainable enhancement of corporate value and pursue increases in the amount of dividend payments in the medium to long term.

In addition, for the period of the “Medium-Term Business Plan 2025,” we adopt the dividend on equity ratio (DOE) that indicates the dividend level according to shareholders’ equity with the aim of paying stable and cumulative dividends that are less likely to be affected by performance in a single fiscal year. The lower limit of the dividend level is set as DOE of 2.5% against the shareholders’ equity (consolidated) at the beginning of the period.

Based on the aforementioned basic policy, regarding the distribution of surplus for the fiscal year under review, the Company proposes a year-end dividend of 165 yen per share, in consideration of the financial position and other factors comprehensively.

Regarding the dividend policy for FY2026 and beyond, as outlined in the “Medium-Term Business Plan 2028” announced on May 12, 2026, the Company has raised the minimum DOE from the previous 2.5% to 3.5%, and set a new target of approximately 40% for the total shareholder return ratio. Based on these policies, we will strive to enhance shareholder returns through dividends and share repurchases.

(1) Type of dividend	Cash
(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend	The Company proposes to pay a year-end dividend of 165 yen per common share. The aggregate dividend will be 6,419,116,440 yen. As the Company has already paid an interim dividend of 125 yen per share in December 2025, the annual dividend will be 290 yen per share for FY2025.
(3) Effective date of dividend payment	June 29, 2026

(Note) The Company conducted a 5-for-1 stock split of its common stock on April 1, 2026. However, as the record date for the year-end dividend mentioned above is March 31, 2026, the dividend will be paid based on the number of shares held before the stock split.

Proposal No. 2: Election of Nine (9) Directors (Excluding Directors who are Audit and Supervisory Committee Members)


The terms of office of all ten (10) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this General Shareholders Meeting. Consequently, the Company proposes the election of nine (9) Directors.


Taking into account the discussions held by the Nomination Advisory Committee, the Audit and Supervisory Committee reviewed this proposal in accordance with the Audit and Supervisory Committee Audit Standards and concluded that there were no particular issues to point out.


The candidates are as follows:


No.	Name		Present positions	Attendance at Board of Directors Meetings (FY2025)
1	Yoichi Nakagawa *	Male Reelection	Representative Director and President	16 out of 16 held (100%)
2	Yoshifumi Miyano	Male New candidate	Senior Managing Executive Officer	—
3	Hisashi Honda	Male Reelection	Director and Senior Managing Executive Officer	16 out of 16 held (100%)
4	Kenji Naito	Male New candidate	Managing Executive Officer	—
5	Yasuhiko Watanabe	Male New candidate	Managing Executive Officer	—
6	Daigo Matsumoto	Male New candidate	Executive Officer	—
7	Kamezo Nakai	Male Reelection Outside Independent	Director	16 out of 16 held (100%)
8	Reiko Furukawa	Female Reelection Outside Independent	Director	16 out of 16 held (100%)
9	Chika Sato	Female Reelection Outside Independent	Director	15 out of 16 held (93%)


(Note) If the election of the candidate marked with * is approved, he will be elected as Representative Director at the Board of Directors meeting following the conclusion of this General Shareholders Meeting.


1	Yoichi Nakagawa (August 14, 1961)	<p>■ Number of shares owned: 98,638</p> <p>■ Years served as Director: 11 (at the conclusion of this General Shareholders Meeting)</p>
 Male Reelection	Job history, positions and responsibilities at the Company	
	Apr. 1986 Joined the Company Apr. 2014 Executive Officer Jun. 2015 Director and Executive Officer Apr. 2016 Director and Managing Executive Officer Apr. 2017 Director and Senior Managing Executive Officer Apr. 2022 Representative Director and President (present position)	
Reason for the election of a candidate for the position of Director		
<p>Mr. Yoichi Nakagawa has been mainly involved in the Accounting and Finance Divisions since joining the Company. He has cultivated high-level expertise and broad global insights through the many years of his assignment in the U.S. He has participated in the Company's management as a Director since 2015 and has demonstrated strong leadership as Representative Director and President since 2022.</p> <p>He has been nominated as a candidate for Director based on the Company's judgment that, under its corporate philosophy and management policies, he possesses a clear vision and strategy, and that he will continue to contribute to raising corporate value and strengthening the management foundation of the Group.</p>		


2	Yoshifumi Miyano (October 11, 1963)	<p>■ Number of shares owned: 60,083</p> <p>■ Years served as Director: -</p>
 Male New candidate	Job history, positions and responsibilities at the Company	
	Mar. 1988 Joined the Company Apr. 2016 Executive Officer Apr. 2022 Managing Executive Officer Apr. 2026 Senior Managing Executive Officer (present position)	
Present responsibilities		
In charge of Energy Division, Food Division, Life Living Materials Division and New Business Development Office		
Reason for the election of a candidate for the position of Director		
<p>Mr. Yoshifumi Miyano has been mainly involved in strategic planning and business operations both Japan and overseas in the Food, Energy and Life Living Materials Businesses since joining the Company, and has driven the sustainable growth of these businesses.</p> <p>He has been nominated as a candidate for Director based on the Company's judgment that he will contribute to raising the Group's corporate value by utilizing his global perspective and high-level expertise cultivated through his assignment in the U.S.</p>		


3	Hisashi Honda (November 30, 1968)	<p>■ Number of shares owned: 29,045</p> <p>■ Years served as Director: 3 (at the conclusion of this General Shareholders Meeting)</p>
 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Reelection</div>	Job history, positions and responsibilities at the Company	
	Mar. 1991	Joined the Company
	Apr. 2022	Executive Officer
	Jun. 2023	Director and Executive Officer
Apr. 2024	Director and Managing Executive Officer	
Apr. 2026	Director and Senior Managing Executive Officer (present position)	
Present responsibilities		In charge of administrative divisions
Reason for the election of a candidate for the position of Director		
<p>Mr. Hisashi Honda has been involved in Steel Business since joining the Company. He has also gained management experience in multiple administrative divisions, and has participated in the Company's management as a Director since 2023.</p> <p>He has been nominated as a candidate for Director based on the Company's judgment that he will continue to contribute to raising corporate value and strengthening the management foundation of the Group by utilizing not only his extensive business experience in operating divisions but also the broad perspective and experience he has cultivated across both operating and administrative divisions.</p>		


4	Kenji Naito (July 9, 1968)	<p>■ Number of shares owned: 22,701</p> <p>■ Years served as Director: –</p>
 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div>	Job history, positions and responsibilities at the Company	
	Mar. 1991	Joined the Company
	Apr. 2021	Executive Officer
	Apr. 2026	Managing Executive Officer (present position)
Present responsibilities		In charge of Tokyo HQ Steel Plates Division, Machinery Division, Wire Products & Special Steel Division of all offices and East Asia
Reason for the election of a candidate for the position of Director		
<p>Mr. Kenji Naito has been involved in the Steel business since joining the Company and has accumulated extensive practical experience. Through his assignments in China as General Representative for East Asia, he has been broadly engaged in the business and organizational management of the Group.</p> <p>He has been nominated as a candidate for Director based on the Company's judgment that he will contribute to raising the Group's corporate value by utilizing his broad global and multifaced insights.</p>		

5	Yasuhiko Watanabe (May 27, 1969)	■ Number of shares owned: 17,401 ■ Years served as Director: –
 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div>	Job history, positions and responsibilities at the Company	
	Apr. 1992	Joined the Company
	Apr. 2023	Executive Officer
	Apr. 2026	Managing Executive Officer (present position)
Present responsibilities		
In charge of Head of Americas, Corporate Planning Dept., Sustainability Promotion Office and Corporate Strategy for The Americas and Europe		
Reason for the election of a candidate for the position of Director		
<p>Mr. Yasuhiko Watanabe has been involved in the Steel and Machinery Businesses since joining the Company. He has also gained management experience in multiple corporate divisions. He has been nominated as a candidate for Director based on the Company's judgment that he will contribute to raising the Group's corporate value, including through the creation of new businesses and the supervision of investments and financing, by utilizing his global perspective cultivated through his assignment in the U.S. and his high-level expertise in sustainability and risk management.</p>		

6	Daigo Matsumoto (February 14, 1972)	■ Number of shares owned: 30,217 ■ Years served as Director: –
 <div style="border: 1px solid black; padding: 2px; display: inline-block;">Male</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">New candidate</div>	Job history, positions and responsibilities at the Company	
	Apr. 1996	Joined the Company
	Apr. 2025	Executive Officer (present position)
	Present responsibilities	
In charge of Tokyo HQ Steel Plates Division, Steel Sheet Sales Dept., Pipe and Tube Sales Dept. and Niigata Branch Office		
Reason for the election of a candidate for the position of Director		
<p>Mr. Daigo Matsumoto has been involved in the Steel Business since joining the Company, primarily responsible for strategic planning and business operations in the domestic steel business. He also made significant contributions to the establishment of a major domestic Group company. He has been nominated as a candidate for Director based on the Company's judgment that he will contribute to raising the Group's corporate value by utilizing his extensive expertise in the Steel Business and experience gained as President of a Group company.</p>		

7	Kamezo Nakai (July 30, 1950)	<p>■ Number of shares owned: 19,863</p> <p>■ Years served as Director: 7 (at the conclusion of this General Shareholders Meeting)</p>
 <p>Male Reelection Outside Independent</p>	Job history, positions and responsibilities at the Company	
	Apr. 1974	Joined Nomura Securities Co., Ltd. (currently Nomura Holdings, Inc.)
	Jun. 1995	Director of Nomura Securities Co., Ltd.
	Apr. 1999	Managing Director of Nomura Securities Co., Ltd.
	Apr. 2003	Director and Senior Managing Executive Officer of Nomura Asset Management Co., Ltd.
	Jun. 2003	Executive Managing Director of Nomura Holdings, Inc. (Retired from the position in Mar. 2006)
	Apr. 2008	Advisor of Nomura Asset Management Co., Ltd. (Retired from the position in Mar. 2009)
	Jun. 2009	Director and President (Representative Director) of Nomura Land and Building Co., Ltd. (currently Nomura Properties, Inc.) (Retired from the position in Mar. 2012)
	Jun. 2011	Director and President (Representative Director) of Nomura Real Estate Holdings, Inc.
	Apr. 2012	Director and President (Representative Director), Chief Executive Officer of Nomura Real Estate Development Co., Ltd.
Apr. 2015	Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Development Co., Ltd.	
Jun. 2015	Chairman of the Board of Directors (Representative Director) of Nomura Real Estate Holdings, Inc. (Retired from the position in Jun. 2017)	
Jun. 2017	Senior Advisor of Nomura Real Estate Development Co., Ltd. (Retired from the position in Sept. 2020)	
Nov. 2018	Outside Director of DSB Co., Ltd. (Retired from the position in Mar. 2021)	
Nov. 2018	Outside Director of BIC CAMERA INC. (Retired from the position in Nov. 2020)	
Jun. 2019	Director of the Company (present position)	
Dec. 2020	Representative Director of Kinmiraisekkei Co., Ltd. (Retired from the position in May 2023)	
Jun. 2022	Outside Director of TAIHEI Engineering Co., Ltd. (present position)	
Significant concurrent positions		
Outside Director of TAIHEI Engineering Co., Ltd.		
Reason for the election of a candidate for the position of Outside Director and overview of expected roles		
<p>Mr. Kamezo Nakai has extensive knowledge and experience cultivated through his many years of corporate management in the securities and real estate industries.</p> <p>He has been nominated as a candidate for Outside Director based on the Company's judgment that, particularly in finance and investment, he will continue to provide advice on the Company's management decisions and supervise the execution of its business from a practical and multilateral perspective.</p>		
Matters concerning Independence		
<p>Mr. Kamezo Nakai is a candidate for the position of Outside Director who satisfies the "Independence Standards for Outside Directors" (stated on page 16) stipulated by the Company, and the Company has registered him as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p>		

8	Reiko Furukawa (February 12, 1959)	■ Number of shares owned: 2,396 ■ Years served as Director: 4 (at the conclusion of this General Shareholders Meeting)
 <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Female</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Reelection</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block; text-align: center;">Independent</div>	Job history, positions and responsibilities at the Company	
	Apr. 1981	Joined Nippon Univac Kaisha, Ltd. (currently BIPROGY Inc.)
	Apr. 2007	General Manager of Industries Development Department of Nihon Unisys Excelutions, Ltd. (currently UEL Corporation)
	Apr. 2009	Executive Officer of Nihon Unisys Excelutions, Ltd.
	Apr. 2011	General Manager of Outsourcing Planning Department of UNIADEX, Ltd.
Apr. 2014	General Manager of Quality Assurance Department of UNIADEX, Ltd.	
Jul. 2017	Full-time Auditor of UNIADEX, Ltd. (Retired from the position in Jun. 2021)	
Jun. 2022	Director of the Company (present position) External Audit & Supervisory Board Member of NHK Spring Co., Ltd. (Retired from the position in Jun. 2024)	
Jun. 2024	External Member of the Board of NHK Spring Co., Ltd. (present position)	
Significant concurrent positions		
External Member of the Board of NHK Spring Co., Ltd.		
Reason for the election of a candidate for the position of Outside Director and overview of expected roles		
<p>Ms. Reiko Furukawa has profound insights supported by her many years of varied experience in business, management, audits, etc., at a major IT company.</p> <p>She has been nominated as a candidate for Outside Director based on the Company's judgment that, particularly in the areas of information systems and internal control, she will continue to provide advice on the Company's management decisions and supervise the execution of its business from a practical and objective perspective.</p>		
Matters concerning Independence		
<p>Ms. Reiko Furukawa is a candidate for the position of Outside Director who satisfies the "Independence Standards for Outside Directors" (stated on page 16) stipulated by the Company, and the Company has registered her as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p>		


9	Chika Sato (January 23, 1962)	<p>■ Number of shares owned: 550</p> <p>■ Years served as Director: 2 (at the conclusion of this General Shareholders Meeting)</p>
 <p style="text-align: center;">Female Reelection Outside Independent</p>	Job history, positions and responsibilities at the Company	
	Apr. 1982	Joined Sumitomo Electric Industries, Ltd.
	Jul. 1996	Joined GE Inc. (currently GE Japan Inc.)
	Sept. 2011	Executive Officer, General Manager of Human Resources Division of Microsoft Japan Co., Ltd.
	Sept. 2016	In charge of Human Resources of Japan and North Asia of Nokia Solutions and Networks Japan G.K.
	Apr. 2018	Executive Officer and Head of Culture Transformation Division of NEC corporation
	Apr. 2019	Senior Executive, Head of People & Organization Development Division of NEC Corporation
	Apr. 2022	Inclusion and Diversity Promotion Leader (Corporate Executive), Human Resources and General Affairs Division of NEC Corporation
	Apr. 2023	Chief Diversity Officer of People & Culture Division of NEC Corporation (retired in Mar. 2024)
	Mar. 2024	Outside Director of Asahi Group Holdings, Ltd. (present position)
Jun. 2024	Director of the Company (present position)	
Jan. 2026	Outside Director of SHOKO CO., LTD. (present position)	
Significant concurrent positions		
Outside Director of Asahi Group Holdings, Ltd.		
Outside Director of SHOKO CO., LTD.		
Reason for the election of a candidate for the position of Outside Director and overview of expected roles		
<p>Ms. Chika Sato has served as head of human resources divisions at Japanese companies and foreign-affiliated companies for many years, and has profound insights and extensive experience in human resources measures. She has been nominated as a candidate for Outside Director based on the Company's judgment that, particularly in the areas of global human resources strategy and the promotion of diversity, she will continue to provide advice on the Company's management decisions and supervise the execution of its business from a practical and objective perspective.</p>		
Matters concerning Independence		
<p>Ms. Chika Sato is a candidate for the position of Outside Director who satisfies the "Independence Standards for Outside Directors" (stated on page 16) stipulated by the Company, and the Company has registered her as Independent Officer pursuant to the provisions of the Tokyo Stock Exchange, Inc.</p>		

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Kamezo Nakai, Ms. Reiko Furukawa and Ms. Chika Sato have entered into an agreement with the Company limiting their liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of laws and regulations. The Company plans to continue the above agreement with them if they are reelected.
 3. The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages arising from liability borne by the insured in the course of execution of their duties or claims pertaining to the pursuit of such liability, as well as expenses incurred in dealing with suspected violations of laws and regulations, or claims pertaining to the pursuit of such liability. The candidates will be included as the insured in said insurance agreement. The Company plans to renew the insurance agreement with the same terms during the term of office.
 4. The number of shares owned includes the number of shares held through the Hanwa Directors Stock Ownership Plan. In addition, the Company conducted a 5-for-1 stock split of its common stock on April 1, 2026. The number of shares owned by each candidate reflects the number of shares after the stock split.

Proposal No. 3: Election of One (1) Director who is an Audit and Supervisory Committee Member

Director who is an Audit and Supervisory Committee Member Mr. Hideo Kawanishi will resign at the conclusion of this General Shareholders Meeting. Consequently, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member. The Audit and Supervisory Committee has given its approval for the submission of this proposal to this General Shareholders Meeting.

The candidate is as follows:

Ryuichi Takaba (July 25, 1964)	■ Number of shares owned: 27,995 ■ Years served as Director: –
 Male New candidate	Job history, positions and responsibilities at the Company Mar. 1987 Joined the Company Apr. 2016 Executive Officer Apr. 2019 Managing Executive Officer (present position)
Reason for the election of a candidate for the position of Director who is an Audit and Supervisory Committee Member	
Mr. Ryuichi Takaba has been mainly involved in the Steel Business since joining the Company. Through assignments in the U.S. as General Representative for the Americas and in Europe as General Representative for Europe, the Middle East, and Africa, he has been engaged in the business and organizational management of the Group. He has been nominated as a candidate for Director (Audit and Supervisory Committee Member) based on the Company's judgment that he will contribute to strengthening the monitoring function of the Board of Directors and enhancing the Company's corporate governance system by utilizing his broad expertise and knowledge of general management.	

- Notes:
1. There are no special interests between the candidate and the Company.
 2. As the candidate is to be elected as a substitute for Mr. Hideo Kawanishi, Director (Audit and Supervisory Committee Member), his term of office shall expire at the conclusion of the 80th Ordinary General Shareholders Meeting scheduled to be held in June 2027, in accordance with the Company's Articles of Incorporation.
 3. If the election of the candidate is approved, the Company plans to enter into an agreement with him to limit liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of laws and regulations.
 4. The Company has concluded a Directors and Officers liability insurance agreement with an insurance company, as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance agreement covers damages arising from liability borne by the insured in the course of execution of their duties or claims pertaining to the pursuit of such liability, as well as expenses incurred in dealing with suspected violations of laws and regulations, or claims pertaining to the pursuit of such liability. The candidate will be included as the insured in said insurance agreement. The Company plans to renew the insurance agreement with the same terms during the term of office.
 5. The number of shares owned includes the number of shares held through the Hanwa Directors Stock Ownership Plan. In addition, the Company conducted a 5-for-1 stock split of its common stock on April 1, 2026. The number of shares owned by the candidate reflects the number of shares after the stock split.

[Reference (1)] Directors skill matrix

If Proposal No. 2 and No. 3 are approved as originally proposed, skills of the Directors will be as follows. Representative Directors will be decided at the Board of Directors meeting following the conclusion of this General Shareholders Meeting.

Name	Position	Gender	Corporate management	Sales/ Business strategy	Overseas experience	Finance/ Accounting	Legal affairs /RM	HR/ Labor affairs	IT/ Digital
Yoichi Nakagawa	Representative Director and President	Male	●		●	●	●	●	
Yoshifumi Miyano	Director and Senior Managing Executive Officer	Male	●	●	●				
Hisashi Honda	Director and Senior Managing Executive Officer	Male	●	●		●		●	●
Kenji Naito	Director and Managing Executive Officer	Male	●	●	●				
Yasuhiko Watanabe	Director and Managing Executive Officer	Male	●	●	●	●	●		
Daigo Matsumoto	Director and Executive Officer	Male	●	●					
Kamezo Nakai	Outside Director	Male	●	●		●	●	●	●
Reiko Furukawa	Outside Director	Female	●				●		●
Chika Sato	Outside Director	Female	●		●			●	
Ryuichi Takaba	Director, Audit and Supervisory Committee Member (Full-time)	Male	●	●	●				
Hideyuki Takahashi	Outside Director, Audit and Supervisory Committee Member	Male	●			●	●		●
Naoya Sakurai	Outside Director, Audit and Supervisory Committee Member	Male	●				●		
Hisanori Kokuga	Outside Director, Audit and Supervisory Committee Member	Male	●	●	●	●		●	

Note: “Sales/Business strategy” means the skills or experiences related to the Company’s business.

[Reference (2)] Independence standards for Outside Directors

In accordance with Principle 4.9 of the Corporate Governance Code, stating that the Company should establish independence standards aimed at securing effective independence of outside directors, the Company established the Independence Standards for Outside Directors as follows.

Independence Standards for Outside Directors

When an outside director of the Company does not fall under any of the following cases, he or she is judged independent from the Company.

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

Note:

1. An executing person refers to an executive director, executive officer, corporate officer, or staff executing business of an entity.
2. A close relative means a relative within the second degree of kinship.

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