Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

(Stock Exchange Code: 5714) June 9, 2020

To Shareholders:

DOWA HOLDINGS CO., LTD. 14-1, Sotokanda 4-chome, Chiyoda-ku, Tokyo 101-0021, Japan

> Akira Sekiguchi President and Representative Director

# NOTICE OF THE 117TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to inform you that the 117th Annual General Meeting of Shareholders of DOWA HOLDINGS CO., LTD. (the "Company") to be held as described below.

If you are unable to attend on the day of the meeting, you may exercise your voting rights through one of the following methods. Please review the attached "Reference Documents for the General Meeting of Shareholders" (page 3 to page 10) and exercise your voting rights by 5:35 p.m. (Japan time) on June 23 (Tuesday), 2020.

#### **Method of Exercising Voting Rights by Paper Form:**

Please indicate your vote of approval or disapproval on the enclosed Voting Card and return the card so that it arrives before the deadline specified above.

# Method of Exercising Voting Rights Electronically (Internet, etc.):

Please exercise your voting rights according to the Guide to Exercising Voting Rights Electronically (Internet, etc.) on page 11.

If you exercise your voting rights both by Voting Card and electronic methods (Internet, etc.), the Company will deem the last exercise to be the valid exercise.

Sincerely yours,

# **Details**

**1. Date and Time:** 10:00 a.m. June 24, 2020 (Wednesday)

**2. Place:** Ball Room, Hotel 1F

Hotel Chinzanso Tokyo

2-10-8 Sekiguchi, Bunkyo-ku, Tokyo, Japan

3. Meeting Agenda:

Matters to be reported: (1) Reports on the Business Report, Consolidated Financial Statements for the Company's

117th Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements

(2) Reports on Financial Statements for the Company's 117th Fiscal Year

(April 1, 2019 - March 31, 2020)

Maters to be resolved:

**First Item:** Election of Eight (8) Directors

**Second Item:** Election of One (1) Audit & Supervisory Board Member

**Third Item:** Election of One (1) Substitute Outside Audit & Supervisory Board Member

# 4. Matters Concerning Exercise of Voting Rights

Please submit the enclosed Voting Card at the reception desk on the day of the meeting.

## 5. Items Posted on the Company's Website

(1) Notes on the Consolidated Financial Statements and Notes on the Financial Statements are posted on the Company's website shown below (<a href="https://www.dowa.co.jp">https://www.dowa.co.jp</a>) in accordance with laws, regulations and the Articles of Incorporation of the Company. They are not included in the attached documents.

The Audit & Supervisory Board Members and the Accounting Auditors have audited, as the Consolidated Financial Statements and the Financial Statements, not only the respective documents which are stated in the attached documents but also Notes on the Consolidated Financial Statements and Notes on the Financial Statements, which are posted on the Company's website.

(2) If any amendment to the Business Reports, Consolidated Financial Statements, Financial Statements, or to the Reference Documents for the General Meeting of Shareholders is required, the Company will give such notice by posting it on the Company's website below:

https://www.dowa.co.jp

(Japanese language only)

# **Reference Documents for the General Meeting of Shareholders**

# Matters to Be Resolved and References:

First Item: Election of Eight (8) Directors

The term of office of all eight (8) Directors will expire at the close of this General Meeting of Shareholders. It is hereby proposed that eight (8) Directors, including two (2) Outside Directors be elected.

The candidates for Directors are as follows:

| No. | Name  | Position/role in the Company          | Attendance at the meetings of the Board of Directors (percentage) |
|-----|---|---------------------------------------|---|
| 1   | YAMADA Masao<br>Reappointed                     | Chairman and Representative Director  | 15/15 (100%)  |
| 2   | SEKIGUCHI Akira Reappointed                     | President and Representative Director | 15/15 (100%)  |
| 3   | MITSUNE Yutaka Reappointed                      | Director                              | 15/15 (100%)  |
| 4   | MATSUSHITA Katsuji Reappointed                  | Director                              | 15/15 (100%)  |
| 5   | KAGAYA Susumu Reappointed                       | Director                              | 15/15 (100%)  |
| 6   | KAWAGUCHI Jun Reappointed                       | Director                              | 13/15 (87%)   |
| 7   | HOSODA Eiji Reappointed Outside Independent     | Outside Director                      | 14/15 (93%)   |
| 8   | KOIZUMI Yoshiko Reappointed Outside Independent | Outside Director                      | 15/15 (100%)  |

<sup>\*</sup> The notations in the tables are as follows.

Reappointed: candidate for Director (reappointed)

Outside: candidate for Outside Director

Independent: candidate for Independent Director for notification to the Financial Instruments Exchange

|   |                     |               |  | Number of |
|---|---------------------|---------------|--|-----------|
|   | Name                |               | Profile, Title, Positions and Important Positions              | Company's |
|   | (Date of birth)     |               | Held Concurrently at Other Organizations                       | Shares    |
|   |                     |               |  | Held      |
|   |                     | April 1978    | Joined the Company   |           |
|   |                     | April 2003    | Vice President of Environmental Management & Recycling         |           |
|   |                     |               | Company  |           |
|   |                     | June 2003     | Officer, Vice President of Environmental Management &          |           |
|   |                     |               | Recycling Company  |           |
|   |                     | April 2005    | Officer, President of Environmental Management & Recycling     |           |
|   |                     |               | Company  |           |
|   | YAMADA Masao        | October 2006  | Officer, President and Representative Director of Dowa         |           |
|   | (November 15, 1953) |               | Eco-System Co., Ltd.   |           |
|   | (November 13, 1933) | April 2008    | President and Representative Director of Kosaka Smelting &     | 4,721     |
|   | Reappointed         |               | Refining Co., Ltd., Director of Dowa Metals & Mining Co., Ltd. |           |
|   | Reappointed         | February 2009 | Senior Officer   |           |
|   |                     | April 2009    | Executive Vice President and Senior Officer                    |           |
| 1 |                     | June 2009     | President and Representative Director                          |           |
| 1 |                     | April 2012    | Chairman of Japan Mining Industry Association (until March     |           |
|   |                     |               | 2013)  |           |
|   |                     | June 2018     | Chairman and Representative Director (current position)        |           |
|   |                     | March 2019    | Outside Director of Fujita Kanko Inc. (current position)       |           |
|   |                     | June 2019     | Outside Director of CK San-Etsu Co., Ltd. (current position)   |           |

Reasons for his candidacy as Director:

Mr. YAMADA Masao has a wealth of work experience, mainly in personnel and general affairs. Having served in such roles as President of Dowa Eco-System Co., Ltd. and President of Kosaka Smelting & Refining Co., Ltd., he has promoted business expansion and foundation strengthening environmental and recycling business which are at the Group's core.

He was appointed as President and Representative Director in 2009 and Chairman and Representative Director in 2018. He has worked to develop numerous overseas businesses and strengthen our business base in Japan and has a track record of driving the Group forward with his strong leadership. In the current fiscal year, which is the year in which a new medium-term management plan is being formulated, we judge that it is necessary to make use of his abundant knowledge of the Group's business in the management of the Company and request his election as a Director of the Company.

Joined the Company **April** 1983 August 2004 General Manager of Resource Development & Raw Materials Dept., Metals Company April 2006 General Manager of Strategic Planning Dept., Metals Company October 2006 Director and General Manager of Strategic Planning Dept., SEKIGUCHI Akira Dowa Metals & Mining Co., Ltd. (October 18, 1960) President and Representative Director of Kosaka Smelting & April 2011 2,100 Refining Co., Ltd. Reappointed April 2013 Officer, President and Representative Director of Dowa Metals & Mining Co., Ltd. Executive Vice President and Senior Officer April 2018 April 2018 Chairman of Japan Mining Industry Association (until March 2 June 2018 President and Representative Director (current position)

Reasons for his candidacy as Director:

Mr. SEKIGUCHI Akira has acquired wide range of work experience centered on labor, raw materials procurement for smelting, and business planning. Especially in the field of resource development and smelting, he has served in various roles such as President of Kosaka Smelting & Refining Co., Ltd., and President of Dowa Metals & Mining Co., Ltd., and has promoted the development of new overseas mines, strengthened the profit structure of domestic smelters and strengthened and stabilized the business base and reinforced our governance system.

Since 2018, he has been exerting strong leadership as the President and Representative Director of the Company to lead the Group's management, and to continuously improve the corporate value of the Company, and so we judge that it is necessary to continue to utilize his abundant experience, achievements, and leadership in the management of the Company and request his election as a Director of the Company.

|   |                  |              |  | Number of |
|---|------------------|--------------|--|-----------|
|   | Name             |              | Profile, Title, Positions and Important Positions              | Company's |
|   | (Date of birth)  |              | Held Concurrently at Other Organizations                       | Shares    |
|   |                  |              |  | Held      |
|   |                  | April 1980   | Joined the Company   |           |
|   |                  | April 2000   | Director of DOWA Cleantex Co., Ltd. (currently Eco-System      |           |
|   |                  |              | Akita Co., Ltd.)   |           |
|   |                  | April 2003   | Managing Director of DOWA Cleantex Co., Ltd. (currently        |           |
|   |                  |              | Eco-System Akita Co., Ltd.), Chief of Environmental Protection |           |
|   |                  |              | Laboratory, Environmental Management & Recycling Company       |           |
|   |                  | June 2003    | Chief of Environmental Protection Laboratory, Environmental    |           |
|   | MITCHINE V.4-1   |              | Management & Recycling Company                                 |           |
|   | MITSUNE Yutaka   | October 2004 | General Manager of Smelting & Refining Dept. II, Kosaka        |           |
|   | (March 18, 1956) |              | • • • • • •  | 2,235     |
|   | Reappointed      | April 2006   | Director of Kosaka Smelting & Refining Co., Ltd.               |           |
|   | Reappointed      | April 2010   | Managing Director of Kosaka Smelting & Refining Co., Ltd.      |           |
|   |                  | April 2013   | President and Representative Director of Kosaka Smelting &     |           |
| 3 |                  |              | Refining Co., Ltd., Director of Dowa Metals & Mining Co., Ltd. |           |
|   |                  | April 2016   | Officer, responsible for Technology, Environment, and Safety   |           |
|   |                  | April 2016   | Director of Dowa Metals & Mining Co., Ltd., Director of Dowa   |           |
|   |                  | _            | Technology Co., Ltd. (current positions)                       |           |
|   |                  | June 2016    | Director (current position)                                    |           |
|   |                  | June 2016    | Director of Dowa Metaltech Co., Ltd. (current position)        |           |

Reasons for his candidacy as Director:

Since joining the company, Mr. MITSUNE Yutaka has acquired extensive work experience centered on the smelting business and the environment and recycling business. After assuming positions such as Chief of Environmental Protection Laboratory and President of Kosaka Smelting & Refining Co., Ltd., he became a Director of the Company in 2016.

We request his election as a director of the Company, judging that his insights on technology, environment, and safety gained through experience at research laboratories and operating sites are extremely valuable in terms of strengthening the technical

capabilities and strengthening the safety systems of the entire Group.

|   |               | April 1980    | Joined the Company  |       |
|---|---------------|---------------|---|-------|
|   |               | April 2003    | General Manager of Strategic Planning Dept., Metals Company   |       |
|   |               | April 2006    | Director of Akita Zinc Co., Ltd.                              |       |
|   |               | February 2009 | Director and CFO of MODERN ASIA ENVIRONMENTAL                 |       |
|   |               |               | HOLDINGS INC.   |       |
|   |               | June 2011     | President and Representative Director of MODERN ASIA          |       |
|   | MATSUSHITA    |               | ENVIRONMENTAL HOLDINGS INC.                                   |       |
|   | Katsuji       | April 2013    | Officer, responsible for Accounting, Finance and Labor        |       |
|   | (May 7, 1956) |               | Relations, President and Representative Director of Dowa      | 1,000 |
|   |               |               | Management Service Co., Ltd.                                  |       |
|   | Reappointed   | April 2013    | Director of Dowa Eco-System Co., Ltd.                         |       |
| 4 |               | June 2013     | Director (current position)                                   |       |
| - |               | June 2013     | President and Representative Director of Dowa Management      |       |
|   |               |               | Service Co., Ltd. (current position)                          |       |
|   |               | July 2013     | Audit & Supervisory Board Member of Konoshima Chemical        |       |
|   |               |               | Co., Ltd. (current position)                                  |       |
|   |               | April 2016    | Director of Dowa Metals & Mining Co., Ltd. (current position) |       |

Reasons for his candidacy as Director:

Mr. MATSUSHITA Katsuji has a wealth of work experience centered on the corporate planning and accounting of the Group, and he became a Director of the Company in 2013 after gaining experience as president of an overseas subsidiary and President of Dowa Management Service Co., Ltd.

We request his election as a Director of the Company, judging that he can be expected to continue contributing to the enhancement of the corporate value of the Group by utilizing his wealth of knowledge in the fields of accounting and finance and experience in business operations from a global perspective.

|                      |               |   | Number of |
|----------------------|---------------|---|-----------|
| Name                 |               | Profile, Title, Positions and Important Positions             | Company's |
| (Date of birth)      |               | Held Concurrently at Other Organizations                      | Shares    |
|                      |               |   | Held      |
|                      | December 1985 | Joined the Company  |           |
|                      | June 1997     | Director of DOWA Semiconductor Co., Ltd. (currently Dowa      |           |
|                      |               | Semiconductor Akita Co., Ltd.)                                |           |
|                      | April 2001    | Managing Director and Representative Director of DOWA         |           |
|                      |               | Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita   |           |
|                      |               | Co., Ltd.)  |           |
|                      | April 2002    | Senior Managing Director and Representative Director of       |           |
|                      |               | DOWA Semiconductor Co., Ltd. (currently Dowa                  |           |
|                      |               | Semiconductor Akita Co., Ltd.)                                |           |
|                      | April 2003    | President and Representative Director of DOWA                 |           |
|                      |               | Semiconductor Co., Ltd. (currently Dowa Semiconductor Akita   |           |
| KAGAYA Susumu        |               | Co., Ltd.)  |           |
| (September 18, 1955) | October 2006  | Director of Dowa Electronics Materials Co., Ltd.              | 1,203     |
|                      | October 2008  | President and Representative Director of Dowa Semiconductor   | 1,203     |
| Reappointed          |               | Akita Co., Ltd.   |           |
|                      | April 2009    | President and Representative Director of Dowa Semiconductor   |           |
| 5                    |               | Akita Co., Ltd., Chief of Semiconductor Materials Laboratory, |           |
|                      |               | Semiconductor Business Unit, Dowa Electronics Materials Co.,  |           |
|                      |               | Ltd.  |           |
|                      | April 2013    | President and Representative Director of Dowa Electronics     |           |
|                      |               | Materials Okayama Co., Ltd.                                   |           |
|                      | April 2016    | Officer, responsible for Business Development and Research    |           |
|                      |               | and Development of the Company                                |           |
|                      | April 2016    | Director of Dowa Electronics Materials Co., Ltd., Director of |           |
|                      |               | Dowa Thermotech Co., Ltd. (current positions)                 |           |
|                      | June 2016     | Director (current position)                                   |           |

Reasons for his candidacy as Director:

Since joining the Company, Mr. KAGAYA Susumu has acquired abundant work experience mainly in the field of electronics materials, and has held various positions such as President of Dowa Semiconductor Akita Co., Ltd., Chief of Semiconductor Materials Laboratory, and President of Dowa Electronics Materials Okayama Co., Ltd.

Since assuming the post of Director in 2016, he has demonstrated his ability as a driving force for business development and R&D of the entire Group, and we consider that he will continue to be well qualified for improving the corporate value of the Group, and request his election as a Director of the Company.

|   | 1               |               | F   |       |
|---|-----------------|---------------|---|-------|
|   |                 | April 1980    | Joined the Company  |       |
|   |                 | February 2004 | General Manager of Environmental & Safety Dept., Kosaka           |       |
|   |                 |               | Smelting & Refining Co., Ltd.                                     |       |
|   |                 | April 2006    | General Manager of Rare Metal Business Unit, Metals               |       |
|   |                 |               | Company   |       |
|   |                 | October 2006  | General Manager of Rare Metal Business Unit, Dowa Metals &        |       |
|   | KAWACHCHI I     |               | Mining Co., Ltd.  |       |
|   | KAWAGUCHI Jun   | April 2010    | President and Representative Director of PT. PRASADHA             |       |
|   | (June 21, 1956) |               | PAMUNAH LIMBAH INDUSTRI   | 1,713 |
|   | Reappointed     | April 2013    | Director and General Manager of Rare Metal Business Unit,         |       |
|   | Reappointed     |               | Dowa Metals & Mining Co., Ltd.                                    |       |
|   |                 | April 2016    | President and Representative Director of Kosaka Smelting &        |       |
| 6 |                 |               | Refining Co., Ltd.  |       |
| U |                 | April 2018    | Officer, responsible for Strategic Planning and Public Relations, |       |
|   |                 |               | General and Legal Affairs   |       |
|   |                 | April 2018    | Director of Dowa Eco-System Co., Ltd. (current position)          |       |
|   |                 | June 2018     | Director (current position)                                       |       |
|   | D C 1 . 1       | 1 D'          |   |       |

Reasons for his candidacy as Director:

Since joining the Company, Mr. KAWAGUCHI Jun has acquired extensive work experience centered on the resource development and smelting fields. After serving as president of an overseas subsidiary, Director and General Manager of Rare Metal Business Unit, and President of Kosaka Smelting & Refining Co., Ltd., he assumed the post of Director in 2018.

Based on his wealth of knowledge in business management and business planning, and a global perspective gained from overseas management experience, he has demonstrated leadership in a wide range of fields including business planning, public relations, CSR, general affairs, and legal affairs, and will continue to do so. We believe that he can be expected to contribute to the further strengthening of the functions of the Board of Directors and request his election as a Director of the Company.

|   | Name                                  |                                    | Puella Tida Pecitions and Immentant Pecitions                   | Number of |
|---|---------------------------------------|------------------------------------|---|-----------|
|   | (Date of birth)                       |                                    | Profile, Title, Positions and Important Positions               | Company's |
|   | (Date of birtii)                      |                                    | Held Concurrently at Other Organizations                        | Shares    |
|   |                                       |                                    |   | Held      |
|   |                                       | April 1980                         | Assistant at Faculty of Economics, Keio University              |           |
|   |                                       | April 1987                         | Assistant Professor at Faculty of Economics, Keio University    |           |
|   |                                       | April 1994                         | Professor at Faculty of Economics, Keio University (until       |           |
|   |                                       |                                    | March 2019)   |           |
|   |                                       | July 2001                          | Dean of Faculty of Economics, Keio University (until            |           |
|   |                                       |                                    | September 2005)   |           |
|   | HOSODA Eiji                           | January 2009                       | Special Council member of Central Environment Council,          |           |
|   | (May 21, 1953) Reappointed April 2009 |                                    | Ministry of the Environment (until January 2011)                |           |
|   |                                       | April 2009                         | Expert Council member of the Regulatory Reform Council,         |           |
|   |                                       | 1                                  | Cabinet Office (until March 2010)                               | 0         |
|   |                                       | December 2009                      | Special Council member of Industrial Structure Council,         |           |
|   |                                       |                                    | Ministry of Economy, Trade and Industry (until January 2016)    |           |
|   |                                       | June 2010                          | Director (current position)                                     |           |
|   |                                       | January 2011                       | Council member of Central Environmental Council, Ministry of    |           |
|   | •                                     | the Environment (current position) |   |           |
| 7 |                                       | March 2017                         | Representative Director of Japan Foundation for Advanced Auto   |           |
|   |                                       |                                    | Recycling (current position)                                    |           |
|   |                                       | April 2019                         | Professor at Faculty of Business Administration and Information |           |
|   |                                       |                                    | Science, Chubu University (current position)                    |           |
|   |                                       | April 2020                         | Dean of Faculty of Business Administration and Information      |           |
|   |                                       | 71pm 2020                          | Science, Chubu University (current position)                    |           |

Reasons for his candidacy as Outside Director:

Mr. HOSODA Eiji has been involved in research for environmental economics at Keio University for many years. He has been recognized for his professional knowledge and has been selected and has been active as a member of Central Environmental Council (Ministry of the Environment) and the Industrial Structure Council (Ministry of Economy, Trade and Industry).

We believe that his opinions and judgments based on his knowledge and experience cultivated through these activities can be expected to make a significant contribution to the promotion of our business, including the environmental business, and we request that he be elected as an Outside Director of the Company. Since taking office in June 2010, he has been an Outside Director of the Company for 10 years.

|   |                      | April 1972     | Registered as an attorney                                     |   |
|---|----------------------|----------------|---|---|
|   |                      | April 1972     | Joined Kikuchi Patent Law Office                              |   |
|   |                      | January 1980   | Partner of Masuda and Ejiri Law Office (currently Nishimura & |   |
|   |                      |                | Asahi)  |   |
|   |                      | May 2000       | Chair of Women Business Lawyers Committee, Inter-Pacific      |   |
|   |                      |                | Bar Association (until May 2002)                              |   |
|   |                      | August 2003    | Expert Member of Planning Committee, Food Safety              |   |
|   |                      |                | Commission of Japan (until September 2013)                    |   |
|   |                      | March 2007     | Outside Audit & Supervisory Board Member of Bosch             |   |
|   | KOIZUMI Yoshiko      |                | Corporation (until March 2009)                                |   |
|   | (September 25, 1943) | January 2008   | Counsel of Nishimura & Asahi                                  |   |
|   |                      | May 2008       | Councilor of International Civil and Commercial Law Center    | 0 |
|   | Reappointed          |                | (until June 2017)   | U |
|   | Outside              | April 2009     | Partner of City-Yuwa Partners (current position)              |   |
|   | Independent          | October 2012   | Deputy Chair of Government Procurement Review Board (until    |   |
| 8 |                      |                | October 2014)   |   |
| 8 |                      | April 2013     | Director of Japan Bar Association (current position)          |   |
|   |                      | June 2015      | Director (current position)                                   |   |
|   |                      | June 2015      | Outside Director of Taiheiyo Cement Corporation (current      |   |
|   |                      |                | position)   |   |
|   |                      | June 2016      | Outside Audit & Supervisory Board Member of Sumitomo          |   |
|   |                      |                | Bakelite Co., Ltd. (until June 2019)                          |   |
|   |                      | September 2017 | Outside Audit & Supervisory Board Member of Nippon Koei       |   |
|   |                      |                | Co., Ltd. (current position)                                  |   |

Reasons for her candidacy as Outside Director:

As a lawyer, Ms. KOIZUMI Yoshiko has been deeply involved in corporate legal matters and overseas transactions for many years and has also been active as an executive officer and Chair of Women Business Lawyers Committee of the Inter-Pacific Bar Association.

We believe that her knowledge and experience cultivated through such a wide range of activities can be expected to make a significant contribution to the promotion of our business, including compliance, and we request her election as an Outside Director of the Company. She has served as an Outside Director of the Company for 5 years since she assumed office in June 2015.

## (Notes)

- 1. There are no special interests between any of the candidates and the Company.
- 2. CFO stands for Chief Financial Officer.
- 3. Mr. HOSODA Eiji and Ms. KOIZUMI Yoshiko are candidates for Outside Directors.
- 4. Mr. HOSODA Eiji and Ms. KOIZUMI Yoshiko have been notified as Independent Directors/Auditors to the Financial Instruments Exchange on which the Company is listed.
- 5. The Company has entered into agreements with Mr. HOSODA Eiji and Ms. KOIZUMI Yoshiko to limit their liabilities as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liabilities set forth by the agreement shall be the amount stipulated by laws and regulations. If they are elected as Outside Directors, the Company will continue the agreements with each of them.

# Second Item: Election of One (1) Audit & Supervisory Board Member

At the close of this General Meeting of Shareholders, Audit & Supervisory Board member YUKITAKE Katsuya will retire due to expiration of his term of office. It is hereby proposed that One (1) Audit & Supervisory Board member be elected.

The Audit & Supervisory Board's approval of this proposal has already been obtained.

The candidates for Audit & Supervisory Board members are as follows:

| Name<br>(Date of birth)                    |  | Past experience, positions, and significant concurrent positions  | Number of<br>Company's<br>Shares Held |
|--|--|---|---------------------------------------|
| KINOSHITA Hiroshi<br>(July 3, 1958)<br>New | April 1983<br>April 2011<br>October 2016 | Joined the Company Director of Kosaka Smelting & Refining Co., Ltd. Vancouver Office Director of Resource Development & Raw Materials Dept., of Dowa Metals & Mining Co., Ltd. (current position) | 0                                     |

Reasons for his candidacy as Audit & Supervisory Board member:

For many years since joining the Company, Mr. KINOSHITA Hiroshi has been mainly working in the field of resource development, and he has held important positions such as director of Kosaka Smelting & Refining Co., Ltd. in 2011 and Vancouver Office Director of Dowa Metals & Mining Co., Ltd in 2016.

Judging from his international experience cultivated in mining project management operations and related work, he can be expected to greatly contribute to ensuring the rationality of management decisions, and the transparency and soundness of management in the future global expansion of the Company. We request that he be newly elected as an Audit & Supervisory Board member of the Company.

## Third Item: Election of One (1) Substitute Outside Audit & Supervisory Board Member

At the beginning of this General Meeting of Shareholders, the resolution for election of Substitute Outside Audit & Supervisory Board member will no longer have effect. It is hereby proposed that One (1) Substitute Outside Audit & Supervisory Board member be elected in case of a shortfall in the number of Audit & Supervisory Board Members required by laws and regulations.

This Substitute Outside Audit & Supervisory Board member is nominated as a substitute for Outside Audit & Supervisory Board members Hidefumi Kobayashi, Jin Takeda and Shigeru Egawa,

The Audit & Supervisory Board's approval of this proposal has already been obtained.

The candidate for Substitute Outside Audit & Supervisory Board member is as follows:

| Name<br>(Date of birth)                                       |  | Past experience, positions, and significant concurrent positions  |   |
|---|--|---|---|
| OBA Koichiro<br>(December 23, 1962)<br>Outside<br>Independent | April 1992<br>April 1992<br>January 2005<br>October 2014<br>March 2015<br>May 2018 | Registered as an attorney Joined Marunouchi Sogo Law Office Partner of Marunouchi Sogo Law Office (current position) Examination Committee Member, Bar Examination (Labor Law) (until October 2017) Outside Director of Racing Security Service Co., Ltd. (current position) Outside Director of Snow Brand Seed Co., Ltd. (current position) | 0 |

Reasons for his candidacy as Substitute Outside Audit & Supervisory Board member :

Mr. OBA Koichiro has been involved in corporate legal affairs for many years as a lawyer.

We request that he be elected as a Substitute Outside Audit & Supervisory Board member of the Company, judging that his deep knowledge and experience regarding compliance can be expected to contribute significantly to the promotion of our business.

#### (Notes)

- 1. There are no special interests between Mr. OBA Koichiro and the Company.
- 2. Mr. OBA Koichiro is a candidate for Substitute Outside Audit & Supervisory Board member.
- 3. If Mr. OBA Koichiro takes office as Outside Audit & Supervisory Board member, he will be notified as an Independent Director/Auditor to the Financial Instruments Exchange on which the Company is listed.
- 4. If Mr. OBA Koichiro takes office as Outside Audit & Supervisory Board member, the Company will enter into an agreement with him to limit his liability as specified in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Act and the Articles of Incorporation. The maximum amount of liability set forth by the agreement shall be the amount stipulated by laws and regulations.

-End-

#### Guide to Exercising Voting Rights Electronically (Internet, etc.)

We kindly ask you to read through the following guidance described below before you proceed to exercise your voting rights electronically (Internet, etc.).

#### 1. Website for the exercise of voting rights

You may exercise your voting rights electronically (Internet, etc.) over the Company's designated website as follows:

URL: https://www.web54.net

#### 2. Handling of exercise of voting rights

- (1) In case you exercise your voting rights electronically (Internet, etc.), please register your approval or disapproval for each agenda item, using "the code for the exercise of voting rights" and "password" indicated in the enclosed Voting Card and by following the directions on the screen.
- (2) You may exercise your voting rights until 5:35 p.m. (Japan time) on Tuesday, June 23, 2020. We kindly ask you to exercise your voting rights at your earliest convenience.
- (3) In case you exercise your voting rights multiple times, the Company will deem the final exercise of voting rights to be the valid one. If your Voting Card and the electronic (Internet, etc.) version arrive on the same day, the Company will deem the electronic (Internet, etc.) version to be the valid one.

#### 3. Handling the password and the code for the exercise of voting rights

- (1) The password is important information and is used to confirm that those voting are actually the shareholders with voting rights. Please be sure to keep your password secured.
- (2) If you enter your password incorrectly more than the specified number of times, your account will be locked and become unusable. If you wish to have another password issued, please follow the instructions on the screen.
- (3) The code for the exercise of the voting rights appearing on the Voting Card will be valid only for the 117th Annual General Meeting of Shareholders.

## 4. Questions regarding personal computer operation, etc.

If you have any questions regarding the use of the Website, please contact the following unit:

Sumitomo Mitsui Trust Bank Limited, Help Desk for Internet Voting

[Phone number] 0120-652-031

(Available from 9:00 a.m. to 9:00 p.m. (Japan Time))

#### To institutional investors

You may exercise your voting rights by using "the platform for the electronic exercise of votes" operated by ICJ, Inc.