Corporate Governance

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Key Takeaways from This Section

Nippon Steel Group is engaged in business activities based on its Corporate Philosophy — that we will pursue world-leading technologies and manufacturing capabilities, and contribute to society by providing excellent products and services.
Heeding that Philosophy, the Nippon Steel Group has established a corporate governance system suited to the business of the Nippon Steel Group in order to achieve sound and sustainable growth of the Nippon Steel Group and increase its corporate value over the medium- to long-term, in response to the delegation of responsibilities by and trust of all stakeholders, including its shareholders and business partners.



Special Feature

Roundtable Discussion of Outside Directors



Supporting Nippon Steel's Challenges and Corporate Value Enhancement







How do you view the challenge to become the world's number one steelmaker?

—— A bold vision and the management's commitment to making it a reality

Hiramatsu After joining this Board of Directors, I realized that Nippon Steel is a company that takes on significant challenges and makes bold decisions. Nippon Steel is not merely outlining large figures like the "100 Million Tons, 1 Trillion Yen" target in the 2030 Medium- to Long-term Management Plan. Given the organization's size, the Company must set clear, inspiring goals so every employee can move in the same direction. In this sense, I believe this vision is highly significant. Furthermore, I find it particularly meaningful that even amid growing global uncertainty, the Company continues to take on new challenges without losing sight of the long-term perspective. Given geopolitical risks and shifts in the international competitive landscape, maintaining the status quo poses the greatest risk of all. That is precisely why I believe setting ambitious goals and clearly demonstrating a commitment to growth is so valuable.

Sawada I agree with Mr. Hiramatsu. I believe that management begins with envisioning "what we want to achieve in the future." To move closer to that vision, we must create systems, inspire people, and make investments. Through my experience managing large corporations for many years, I have found that organizations, if left alone, tend to settle into the status quo. We always hear employees say, "Since things are going well right now, there is no need to change anything." However, management has a responsibility to make decisions with the next five or ten years in mind. I have always said, "If we do not change now, we will face hardship in the future." I perceive that same forward-looking spirit in Nippon Steel's challenges. What impresses me most is that the Company is not only strengthening its existing businesses but also pursuing future growth opportunities. I believe that the goal of becoming the world's number one steelmaker is not merely about expanding in scale, but is also a question of what kind of value it will create for the next generation.



Koezuka In my previous job in the retail industry, I repeatedly learned that for a company to keep growing, it must first have a system to generate profits. No matter how hard employees work, sustainable growth is impossible without a profit-generating system. In that sense, I have high expectations for Nippon Steel, as it aims to become "the world's number one" and is taking the necessary steps to make it happen. Furthermore, I believe one of the Company's strengths lies in its proactive approach to research and development and capital investment with an eye toward the future. Corporate value is not built overnight. It will grow by steadily building up assets such as technology, human resources, brands, and on-site capabilities. I believe that management sharing this long-term perspective is a major strength.

Sekine As an accountant, I have observed many companies, and Nippon Steel's decision-making stands out for its balance of boldness and meticulousness. The company's challenges seem huge from the outside, but it conducts astonishingly thorough analysis behind the scenes. That is precisely why outside directors need to raise questions from a different perspective. While my role involves analyzing numbers, I consider the context behind them even more important. For example, the 2030 Medium- to Long-term Management Plan does not simply set numerical targets, but carefully builds the specific measures and preconditions needed to achieve them. That is precisely why we are approaching our discussions with the question, "Are we sure we have not missed anything?"

Takeuchi I think so, too. Take GX Investment, for example: we cannot make decisions based solely on the company's technical feasibility. How will society accept that value? Will a market form where consumers are willing to pay for that value? Unless we include these perspectives in our discussions, we cannot truly enhance corporate value. In my role working on environmental and energy policy, I place great emphasis on balancing social and economic values. Nippon Steel's challenges are not merely initiatives aimed at corporate growth but are also deeply intertwined with the future of Japan's industries and society as a whole. That is precisely why I believe it is important to move forward while maintaining a balanced consideration of three perspectives: technology, business, and social acceptability.

What is the role of outside directors?

—— The Board of Directors does not exist for rubber-stamping

Sawada As an outside director, what I value most is a clear definition of my role. The executive team has its own roles to play. On the other hand, outside directors have a supervisory role. If the boundary between the two sides blurs, it can lead to negative consequences for the Company.



That said, it does not make sense to rubber-stamp whatever the executive team says. To maximize corporate value, outside directors sometimes need to support the executive side, hit the brakes, or deliver tough messages. I think that the balance is important.

Koezuka I think so, too. Because they are not employees, outside directors do not fully understand day-to-day on-site operations. For this reason, I need to digest the information provided, think it through myself, and express my opinions.

I always keep in mind whether the Company can continue to grow in the future. We are no longer in an era where growth is possible only in the Japanese market. We need M&As and global expansion depending on the situation. Outside directors should consistently assess whether any particular action will increase corporate value.

Sekine As an accountant, people tend to see me as someone who looks at numbers. But in reality, we cannot understand a company by looking at the numbers alone. The flow of money results from people's activities.

For this reason, I ask simple questions as much as possible during the Board of Directors. For example, even when discussing a given contract, I check "what will happen as a result of entering into this contract" and "how that outcome relates to other initiatives." I am sure people on the company side know the answers, but it does not make sense if I am not convinced. And I believe that bringing in these different perspectives is what makes outside directors valuable.

I also believe that the role of outside directors on the Board of Directors is not limited to assessing the executive team's decisions later. The management team engages with day-to-day businesses and makes decisions based on a wealth of information. On the other hand, because the management team has been in long, ongoing discussions, the team may have developed unauthorized assumptions or treated certain points as inter-company common knowledge. In such situations, asking questions like "Why do you think that way in the first place?" or "Isn't there another way to look at this?" can sometimes bring a new perspective to the discussion.

I am aware that questions and answers during the Board of Directors not only deepen my understanding but also make the discussion more multifaceted.

Nippon Steel always makes decisions after thorough deliberation. For this reason, I believe the Company expects outside directors to examine matters from multiple perspectives and ask questions as needed, drawing on their expertise and experience. This cumulative effort ultimately improves decision-making quality and increases corporate value.

How did the outside directors view the acquisition of U. S. Steel?

—— What did the outside directors check, and what questions did they keep asking?

Hiramatsu I believed from the beginning that acquiring U. S. Steel was an extremely sound strategic decision. If Nippon Steel is to establish a foothold in the U.S. market, it must establish a local manufacturing system. As protectionist trends gain momentum, the mindset of "Make in America to Sell in America" will become increasingly important. In that sense, I believed the acquisition of U. S. Steel was highly significant. That said, this project requires a huge investment and bears significant political implications. Based on my experience in diplomacy, I viewed this situation through the perspectives of U.S. domestic politics, U.S.-Japan relations, and geopolitical risk.

Sekine I strongly supported the acquisition's overall direction, too. However, as an outside director, I always asked myself, "Will this ultimately lead to an increase in corporate value?" Each time the acquisition conditions changed, the market wondered, "Is Nippon Steel making concessions?" or "Will profitability deteriorate?" As an accountant, I was naturally concerned about the outlook for investment recovery and the risk of future impairment. From time to time, I checked how profitability would be affected if the preconditions changed and whether this increased burden fell within the expected range.

Takeuchi I viewed the situation from a slightly different perspective. Negotiation is a clash between our reasoning and the other party's reasoning. Even if it makes sense from our perspective, the other party's perception is a different matter. I was wondering about "How does the other party see us?" At the Board of Directors, I asked questions like, "How do we appear from the other party's perspective?" and "Why are they reacting that way?" Because this project was closely tied to U.S. domestic politics, many aspects could not be explained solely by economic rationality. That was exactly why I needed to be mindful of the other party's perspective and how we appear to them.



During my involvement in this project, I was reminded once again that a large-scale M&A is not merely a transaction between companies but is built on relationships with a wide range of stakeholders, including society, local communities, and employees. Even if a decision seems reasonable from the company's perspective, the recipient may interpret it differently. Notably, because U. S. Steel symbolizes American industrial history, the U.S. side may have emotions, expectations, and anxieties that hard numbers alone cannot explain. Under these circumstances, Nippon Steel made a careful effort to understand the other party's perspective and background, which I believe helped keep the negotiations rolling.

Hiramatsu What I ultimately considered most important was whether Nippon Steel's intentions would be reflected in U. S. Steel's structure after the acquisition. Our objective was not the acquisition itself but value creation after the acquisition. How will we leverage Nippon Steel's management philosophy, technology, and manufacturing culture? This is the point I checked very carefully.

Sekine An acquisition does not end once the process is completed. The post-acquisition activities are more important. Communication with on-site staff and governance are crucial to acquiring overseas companies. In this sense, I appreciate the Company's important initiative to immediately deploy many human resources after the acquisition and move forward with post-merger integration (PMI), including the 100-Day Plan. We need to instill the head office's perspective in the American company while understanding the on-site situation. If we achieve both, it will produce significant results.

Takeuchi Through this project, I sensed a kind of obsession on Nippon Steel's part. Despite some very difficult moments during the negotiations, the management team never wavered. I had the impression that the more cornered the management team became, the more they thought about "what to do next." I was impressed by their attitude, even though they still had many challenges ahead.

What kind of human resources does a global company need?

—— The central theme is “people”

Takeuchi As with U. S. Steel and India operations, people make a business successful. Nippon Steel boasts world-leading manufacturing capabilities. Expanding strength globally hinges on developing our human resources. While there is no universal answer for human resources development, it is important to create an environment that inspires people to take on challenges and make them feel a sense of fulfillment.

Sekine I believe that human resources are key to success, too. However, we must be careful not to let the term “global talent” take on a life of its own. What I consider important is not linguistic ability but expertise. Even if you are fluent in English, it is meaningless if you have no substance. Conversely, if you have the necessary technical skills and expertise, you can acquire the linguistic ability later. I have extensive experience with overseas audits, and I was ultimately evaluated based on my expertise. I think the same applies to Nippon Steel. It is important to determine how to develop engineers and business professionals who can compete globally.



Like U. S. Steel and India operations, Nippon Steel is entering a stage where we operate locally and create value through collaboration with local talent and customers, rather than simply exporting products. The human resources we need at this point are not those who only understand the technology, but those who can communicate that technology and the ideas behind it to others, drive the organization forward, and build relationships of trust across different cultures and values. I believe systematically developing these human resources may directly drive Nippon Steel’s future competitiveness.

Hiramatsu To put it more bluntly, we are currently short of human resources. Our human resources are insufficient quantitatively and qualitatively. If Nippon Steel is to become a company that generates half its profits from overseas operations in the future, we must increase its human resources to meet this challenging goal. As early as the hiring stage, we must recruit new employees, assuming they will play a key role on the global battlefield. I also think our human resources should gain experience abroad while they are still young. Diplomats are trained to gain on-the-field experience. They cannot learn from reading manuals. They negotiate, make mistakes, and learn on the field. Repeating this cycle eventually grows them as diplomatic experts.

From my long experience in diplomacy, I believe human resources are more likely to experience dramatic growth when they face unexpected challenges and difficulties in the field than in classrooms or training sessions. Because of this, it is important to send our employees overseas to work in the field while they are still young, so they can gain experience thinking on their own, making decisions, and taking action. Especially in growing markets like India, our employees will face a sense of urgency and a set of values very different from those in Japan.
I believe that increasing our human resources through this experience will become a major driver of the company’s global management in the future.

Another important issue is how to accept foreign talent. As Nippon Steel continues to grow and expand its operations worldwide, it cannot achieve everything by relying solely on Japanese employees.

As our overseas operations expand, it becomes increasingly important to determine how to hire, develop, and promote local talent into key management positions. I want to see human resources from all over the world actively and naturally working at our head office and plants in the future. When it becomes a reality, Nippon Steel will become a truly global enterprise.



Takeuchi I totally agree with Mr. Hiramatsu. When it comes to human resources development, we often talk about a personnel management system and the like, but nothing beats experience. Based on my experience across industries, people who have been through tough situations are the strongest. This is especially true for global operations.

Sekine Collaborating with international human resources is not merely a way to offset labor shortages. It also brings perspectives and values that Japanese people alone might not see into the organization. In that sense, globalization is the same as our human resources strategy.

To further enhance the effectiveness of the Board of Directors

—— toward higher-quality discussions. Evolving Board of Directors

Hiramatsu To enhance the effectiveness of the Board of Directors, I want to have more opportunities for exchanging opinions. In my experience as a diplomat, new insights often arise from opinions that differ from my own. In that sense, it is important to discuss several broader themes from multiple perspectives among outside directors and the executive team. These themes include future corporate value enhancement, medium- to long-term strategies, content centered on the themes of the future, particularly what kind of growth the Company envisions beyond the "100 Million Tons, 1 Trillion Yen" milestone, and themes such as what role Nippon Steel should play as the global industrial structure changes.

Sekine I feel the same way. The Company meticulously prepares meeting materials and runs the Board of Directors professionally, clearly laying out the background and key points for each agenda item. That is why the Board of Directors can focus on substantive discussions. On the other hand, creating more opportunities for discussion earlier on themes involving broad strategic directions for the future could lead to new perspectives and options. Of course, I do not mean we should now change the way we are doing things. By broadening our discussions while building on our current strengths, I think we can further enhance the value of the Board of Directors.

Takeuchi During the Board of Directors, I am particularly impressed by the executive team's high-quality preparation. I feel that preparations are carried out with great sincerity, not only for the agenda items brought before the Board of Directors but also during the preceding consultations and information-sharing. Some time ago, I had a chance to exchange views with the person responsible for GX. The meeting date was rescheduled because the person said, "I would like to do it a little later, after refining my presentation." At that time, I did not mind if it was just a free-form discussion. In hindsight, the organization's attitude of explaining matters clearly to others and taking responsibility for those explanations is deeply rooted.

I sometimes want a more casual conversation as an outside director. On the flip side, however, the Company has a culture of high-level discussion. I regard this attention to detail and dedication as one of Nippon Steel's strengths. Because of this, it is important for us outside directors to bring different perspectives to those earnest discussions and help drive better decision-making.

Hiramatsu I earlier said we need more opportunities for broader discussions. It does not mean that the current Board of Directors is lacking something. On the contrary, thanks to professionally crafted agendas and meticulous planning and preparation, we can further increase the value we create. In fact, only a few companies review proposals as thoroughly as we do before submitting them to the Board of Directors. Building on these strengths, I hope we can further deepen our discussions about the future.

Sekine I agree with Mr. Hiramatsu. As an outside director, I feel that the management team takes the agenda items very seriously. This is why we want to offer new perspectives drawn from our diverse expertise and experience, rather than simply weighing the pros and cons. I believe the Board of Directors does not aim for a completed form but for a place that continues to evolve, like a company.

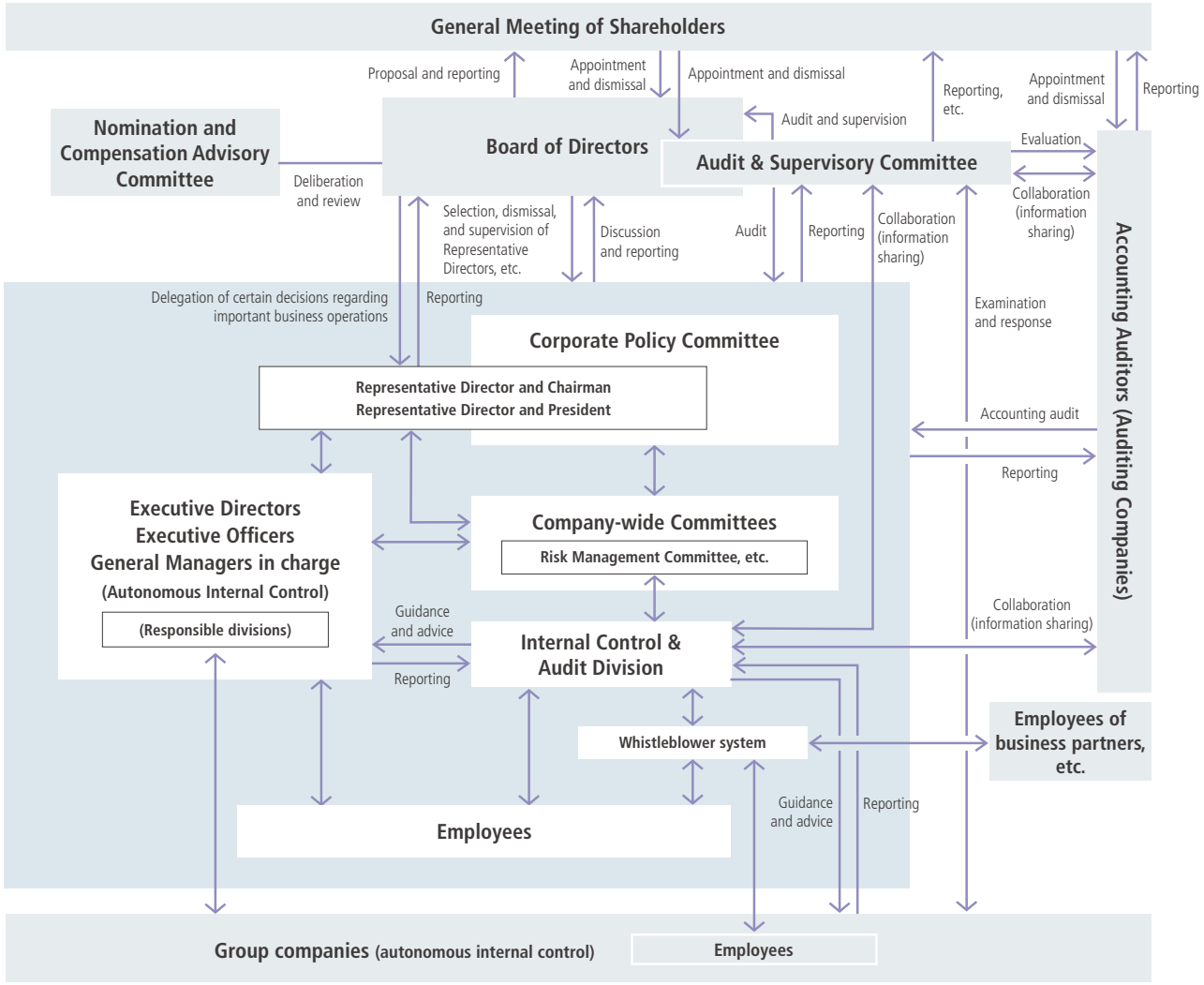
Takeuchi An outside director's role is not to criticize management but to bring diverse perspectives to the table in pursuit of the shared goal of enhancing corporate value. If discussions generate new ideas and options and lead to higher-quality management decisions, that is precisely why outside directors exist. Nippon Steel is currently in the process of a major challenge to become the world's number one steelmaker. To help Nippon Steel achieve the goal, we, as members of the Board of Directors, will continue to hold more productive discussions.



Corporate Governance

Basic views of corporate governance

Nippon Steel adopts a Company with Audit & Supervisory Committee structure to enhance deliberations on formulating corporate policies and strategies by expediting management-related decision-making, prioritizing deliberation matters at the Board of Directors, and strengthening the supervisory function of the Board of Directors over management.



Corporate governance structure

Board of Directors

The Board of Directors is comprised of 15 members, of whom ten are Directors (excluding those who are members of the Audit & Supervisory Committee) and five Directors who are members of the Audit & Supervisory Committee. The Representative Director and President chairs the Board of Directors. Independent Outside Directors account for one-third of the members of the Board of Directors (five, including three women). By all Directors appropriately fulfilling their respective roles and responsibilities, prompt decision-making is achieved corresponding to changes in the management environment, and multifaceted deliberations and objective and transparent decision-making are secured. In addition, Directors who are members of the Audit & Supervisory Committee hold voting rights for the resolution on the appointment and dismissal of Directors, the selection and dismissal of Representative Directors, and all other business execution-related decisions (except for those delegated to Directors). Furthermore, the Audit & Supervisory Committee has the authority to give its opinions at the General Meeting of Shareholders concerning the appointment and compensation of Directors (excluding Directors who are members of the Audit & Supervisory Committee). The voting rights and authority of the Audit & Supervisory Committee described above are intended to strengthen the supervisory function of the Board of Directors over management.

Furthermore, the Board of Directors delegates part of the decisions regarding the execution of important operations (excluding matters listed in each item of Article 399-13, paragraph (5) of the Companies Act) to the Representative Director and Chairman and Representative Director and President, thereby expediting management decision-making, while enhancing discussions by the Board of Directors relating to matters, such as the formulation of management policies and strategies, important business strategic issues, safety, environment issues, disaster prevention, and quality assurance.

Nomination and Compensation Advisory Committee

The Nomination and Compensation Advisory Committee is positioned as a place where we broadly deliberate on and consider all matters related to the nomination and compensation of our Directors, such as the composition of the entire Board of Directors and the Audit & Supervisory Committee, and the schemes and levels of compensation for Directors. The Committee is comprised of five members: Eiji Hashimoto, Representative Director and Chairman, Tadashi Imai, Representative Director and President, and Jun Sawada, Miharu Koezuka, and Kenji Hiramatsu, who are Outside Directors. This committee is chaired by the President and held twice a year as a general rule (scheduled for May and December in FY2026).

Corporate Policy Committee

The Corporate Policy Committee is comprised of the Representative Director and Chairman, the Representative Director and President, the Representative Directors and Executive Vice Presidents, and other members to deliberate on essential matters related to the management of Nippon Steel and its Group companies. The execution of important matters concerning the management of Nippon Steel and the Nippon Steel Group is determined at the Board of Directors after deliberations in the Corporate Policy Committee. For reference, Nippon Steel incorporates an executive officer system to enhance management efficiency through expedited decision-making and to clarify the division of responsibilities.

Company-wide Committees

As deliberative bodies preceding the Corporate Policy Committee and the Board of Directors, we have established company-wide committees by purpose and field, which are chaired by respective Executive Vice Presidents. (As of April 1, 2026, we have a total of 18 company-wide committees, including the Ordinary Budget Committee, Equipment Budget Committee, Investment Review Committee, Risk Management Committee, Green Transformation Promotion Committee, and Overseas Business Strategy Committee.)

Initiatives implemented to date to enhance corporate governance

June 2006	• Reduction of the number of directors outlined in the Articles of Incorporation from 48 to 15* (* The number was increased to 20 when Nippon Steel & Sumitomo Metal was established in 2012) • Introduction of an executive officer system • Introduction of limited liability contracts with external auditors
June 2014	• Appointment of outside directors (two) • Introduction of limited liability contracts with outside directors
June 2015	• Introduction of limited liability contracts with full-time auditors
October 2015	• Establishment of the Nomination and Compensation Advisory Committee
June 2018	• The number of outside directors was increased to three (including a female director)
June 2020	• Transition to a company with an audit and supervisory committee

[Number of meetings held in FY2025]

Board of Directors	Audit & Supervisory Committee	Nomination and Compensation Advisory Committee
18 times	16 times	2 times

Audit & Supervisory Committee

The Audit & Supervisory Committee acts with the obligation of contributing to the establishment of a high-quality corporate governance system that enables sound and sustainable growth of Nippon Steel and its Group companies, by supervising the performance of responsibilities by Directors and acting as part of the Company's oversight function, as an independent organ fulfilling its roles and responsibilities that are recently expected, in response to the delegation of responsibilities by the shareholders, and social trust. Full-time members of the Audit & Supervisory Committee and Outside Directors, who are members of the Audit & Supervisory Committee and possess extensive experience and profound insight in their respective specialized fields, are systematically implementing audit activities while maintaining close coordination with the Internal Audit Division. The Audit & Supervisory Committee strives to enhance the effectiveness of its audit activities by reviewing the previous fiscal year's audit activities, reflecting points for improvement in the following fiscal year's audit plan for execution, and reassessing the current fiscal year's audit activities as needed.

The priority audit policies and matters for FY2026 are as follows.

[Priority audit policies and matters]

(1) Status of development and operation of internal control systems

Concerning the status of the development and operation of the internal control systems in the entire consolidated group (such as safety and health, environmental control, disaster prevention and BCP, quality control and assurance, and information security,etc.), the Committee must address diversifying and globalizing risks with limited resources, by ensuring 1) the effectiveness of "autonomous internal control" to control and improve department-specific operations under the leadership of the general manager in charge and 2) the status of initiatives by each Administration Division (the second line) and Internal Audit Division (the third line) that are responsible for planning and promoting the efforts described in the above 1).

(2) Progress status in various initiatives under the Management Plan

- Promotion of the 2030 Medium- to Long-term Management Plan
- Infrastructure and system development (securing human resources and empowerment, business innovation and efficiency enhancement, etc.)

[Main activities of Audit & Supervisory Committee]

- Attendance at important meetings
- On-site audits and tours at steelworks and other facilities
- Hearing the report from executive directors, employees, and others on the execution of their duties
- Communication and information exchange with group companies that contribute to enhancing group governance
- Hearing the report from accounting auditors
- Formation of opinions regarding the appointment and compensation of Directors (excluding those who are members of the Audit & Supervisory Committee)

Internal control systems

With the Basic Policies on Internal Control Systems resolved by the Board of Directors and the Internal Control Basic Regulations established, Nippon Steel is structured based on autonomous internal control activities by internal divisions and group companies. The Internal Control & Audit Division, in close cooperation with functional divisions responsible for risk management in their respective fields, formulates annual plans for internal control and risk management, implements control and audit schemes, regularly monitors the status of internal control across the entire Group, and strives for continuous improvement. To foster a healthy and open organization, we emphasize workplace dialogue and regularly confirm employees' awareness of compliance and internal control activities through questionnaire surveys. Furthermore, as a measure to supplement internal control, we set up and operate whistleblower and consultation desks internally and in external specialized organizations, which are accessible to officers, employees, and their families of Nippon Steel and its Group companies, as well as employees of our business partners. There were 490 whistleblower and consultation cases in FY2025 (437 in FY2024).

Risk management

We deliberate on the status of risk management initiatives at company-wide committees chaired by executive vice presidents for each purpose and field, and then report them to the Corporate Policy Committee and the Board of Directors. In addition, we deliberate on and approve the status of initiatives for overall internal controls including matters related to risk management in each field (labor safety, harassment, human rights, environment, disaster prevention, quality assurance, financial reporting, information security, etc.) at the Risk Management Committee, which is held every quarter, chaired by the Executive Vice President in charge of internal control. We also report essential matters to the Corporate Policy Committee and the Board of Directors. Nippon Steel's Board of Directors oversees the management of significant business risks through these mechanisms.

Thorough implementation of compliance

Adherence to relevant laws and regulations, and building an appropriate relationship with government and public institutions

Based on its Corporate Philosophy and Code of Conduct, Nippon Steel developed company rules and guidelines for the prevention of bribery for domestic and foreign public officials, compliance with the Anti-Monopoly Act, environmental regulations, and the protection of personal information. We also provide thorough instructions to officers and employees on compliance with laws, regulations, and other rules.

Appropriate tax payment

Nippon Steel is making appropriate tax declarations and payments in compliance with relevant laws and regulations in all countries where it operates. On the other hand, we are striving for tax burden optimization by maintaining transparent, constructive communications with local tax authorities, while eliminating tax avoidance practices.

Policies and procedures for nominating director candidates and appointing and dismissing senior management members

Policies for nominating director candidates and appointing senior management members

For the nomination of Director candidates, and the appointment of senior management, Nippon Steel's policy is to consider not only each individual's experience, insight, and expertise, but also the size of each of the Board of Directors and the Audit & Supervisory Committee as a whole, and the balance of candidates comprising these respective boards (including the number of Outside Directors) so that Nippon Steel will establish an optimum board composition in which each individual is able to appropriately fulfill its role and responsibilities and properly respond to the management challenges of the Group's business. We believe appointing the President and other senior management members is one of the most critical roles and functions of the Board of Directors. To ensure that optimum human resources who are capable of realizing the sustainable growth of the entire Group and the mid- to long-term improvement of its corporate value are appointed to the office of President and other senior management in a timely manner, Nippon Steel provides various opportunities for Directors and Executive Officers who are to become successor candidates to improve their credentials by strategically assigning and rotating them to various positions, and by other means as well.

Procedures for nominating director candidates and appointing senior management members

Nippon Steel shall resolve the nomination of director candidates and the appointment of senior management members at the Board of Directors following deliberations at the Nomination and Compensation Advisory Committee. According to the policies described above, the Committee deliberates on and considers these matters from multiple angles, considering the size of the entire Board of Directors and the Audit & Supervisory Committee, as well as the balance of candidates who constitute these managerial functions. In addition, we shall discuss the nomination of director candidates who are members of the Audit & Supervisory Committee at the Board of Directors, after obtaining prior consent from the Audit and Supervisory Committee.

Procedures for dismissing the President and other senior management members

When any grounds for disqualification of directors as stipulated by law arise concerning the President or other senior management members, Nippon Steel shall dismiss them from their positions by a resolution of the Board of Directors. Furthermore, when the President or other senior management members are suspected of misconduct or breach of trust, and when significant impediments arise to the continuation of their duties, Nippon Steel shall be able to dismiss them from their positions by a resolution of the Board of Directors, as well as deliberations and considerations at the Nomination and Compensation Advisory Committee, as needed.

Policies on determining the amount of compensation for directors

Directors (excluding Directors who are Audit & Supervisory Committee Members)

■ Basic policies and compensation structure

The compensation for Directors (excluding directors who are members of the Audit & Supervisory Committee and outside directors) shall consist of 1) fixed monetary compensation, 2) performance-based monetary compensation, and 3) performance-based stock compensation. The fixed monetary compensation and the performance-based monetary compensation are paid monthly. We determine the base amounts for these two types of compensation based on the director's position (the compensation amounts paid when our consolidated performance reaches a certain level), considering levels commensurate with the required capabilities and responsibilities. Regarding the performance-based monetary compensation, we shall determine the amount of compensation for each director after an adjustment within a certain range based on our consolidated performance, without exceeding the limit approved by the General Meeting of Shareholders. The performance-based stock compensation shall be based on a trust-based stock compensation plan. Based on the stock delivery regulations established by the Board of Directors, we shall award each director (excluding a director who is a member of the Audit & Supervisory Committee and an outside director) points based on his/her position and the company's consolidated performance, considering the levels commensurate with the required capabilities and responsibilities. Upon the director's retirement, in principle, we shall deliver through a trust the number of stocks equivalent to the number of points awarded (which are acquired by the trust using money we contribute). The compensation for outside directors (excluding directors who are members of the Audit & Supervisory Committee) shall be paid monthly only in the form of fixed monetary compensation. We shall determine the amount of monthly compensation for each director within the limit approved by the General Meeting of Shareholders, considering the levels commensurate with the required capabilities and responsibilities.

■ Policies on performance-based compensation

As the benchmark indicator for performance-based monetary and stock compensation for Directors (excluding directors who are members of the Audit & Supervisory Committee and outside directors), we shall use the underlying consolidated business profit and loss, which clearly reflects the Group's operating performance. This indicator takes into account the revenue targets in the Medium- to Long-term Management Plan from the perspective of delivering an appropriate amount of compensation according to the performance for the period. (This indicator is obtained by subtracting the inventory valuation differentials from the consolidated business profit, which we understand represents our Group's real earning power.)

■ Policy on the ratio of compensation by type

Regarding the ratio of the fixed monetary compensation, performance-based monetary compensation, and performance-based stock compensation, we shall raise the ratio of performance-based compensation (i.e., performance-based monetary and stock compensation) to grant each director appropriate incentives based on his/her position and performance. For the Representative Director and Chairman and the Representative Director and President, we set the ratio of [fixed compensation (fixed monetary compensation) to performance-based compensation (performance-based monetary compensation plus performance-based stock compensation)] at around 5/7 for the base amount (the amount to be paid when achieving an underlying consolidated business profit of ¥600 billion). We shall change this ratio within the range of 3/7 to 10/0, depending on the company's performance. In addition, we set the performance-based stock compensation for these two at around 40% of the performance-based monetary compensation.

■ Method for determining individual compensation

Regarding the specific amounts and details of the fixed monetary compensation, performance-based monetary compensation, and performance-based stock compensation for each director (excluding a director who is a member of the Audit & Supervisory Committee),

Nippon Steel shall resolve them at the Board of Directors following deliberations at the Nomination and Compensation Advisory Committee, where the majority of participants are outside directors.

Directors who are members of the Audit & Supervisory Committee

The compensation for directors who are members of the Audit & Supervisory Committee shall be paid monthly only in the form of fixed monetary compensation. We shall determine the monthly compensation for these directors within the limit approved by the General Meeting of Shareholders, taking into account the details of duties and other factors based on their position and whether they are full-time or part-time.

Methods for compensation policy decisions

We determine the policies for Directors (excluding directors who are members of the Audit & Supervisory Committee) at the Board of Directors following consideration at the Nomination and Compensation Advisory Committee. On the other hand, we determine the policies for Directors who are members of the Audit & Supervisory Committee through consultations among directors who are members of the Audit & Supervisory Committee. The Committee is engaging in a broad discussion on these policies based on survey results by external organizations on compensation levels for directors of other companies, including the appropriateness of our compensation systems and levels for directors.

[Total amounts of compensation for directors in FY2025]

(Compensation and others from April 2025 to June 2025)

Officer classification	Number of recipients (persons)	Total amount (yen)	Total amount by compensation type (yen)		
			Fixed compensation	Performance-based compensation	Non-monetary compensation, etc.
Directors (excluding Directors who are members of the Audit & Supervisory Committee)	10	571,320,000	238,710,000	332,610,000	—
Outside directors among these directors	2	9,960,000	9,960,000	—	—
Directors who are members of the Audit & Supervisory Committee	5	52,410,000	52,410,000	—	—
Outside directors among these directors	3	14,940,000	14,940,000	—	—
Total	15	623,730,000	291,120,000	332,610,000	—

The above number of recipients includes one (1) Director (excluding Directors who are Audit & Supervisory Committee Members) who retired at the conclusion of the 101st General Meeting of Shareholders held on June 24, 2025.

(Compensation and others from July 2025 to March 2026)

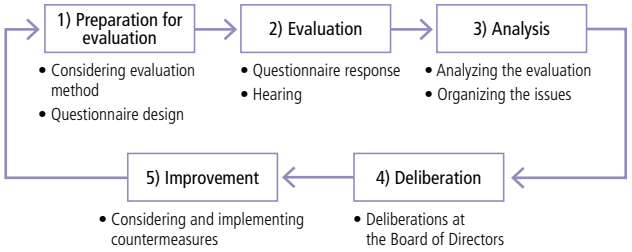
Officer classification	Number of recipients (persons)	Total amount (yen)	Total amount by compensation type (yen)		
			Fixed monetary compensation	Performance-based monetary compensation	Performance-based stock compensation
Directors (excluding Directors who are members of the Audit & Supervisory Committee)	10	1,803,333,222	738,630,000	826,830,000	237,873,222
Outside directors among these directors	2	29,880,000	29,880,000	—	—
Directors who are members of the Audit & Supervisory Committee	5	157,230,000	157,230,000	—	—
Outside directors among these directors	3	44,820,000	44,820,000	—	—
Total	15	1,960,563,222	895,860,000	826,830,000	237,873,222

Analysis and evaluation of the effectiveness of the entire Board of Directors

Nippon Steel is analyzing, evaluating, and improving the effectiveness of the Board of Directors to enhance its effectiveness as follows.

1. Evaluation process

We are evaluating the effectiveness of the Board of Directors through the following process: 1) preparation for evaluation, 2) evaluation, 3) analysis, 4) deliberation, and 5) improvement. Regarding 2) evaluation, we quantitatively analyze the number of matters, deliberation time, and each director's attendance rate, as well as the number of comments brought up and reported to the Board of Directors, for comparison with those in the previous fiscal years. We are also conducting questionnaire surveys and interviews with each director to understand his/her specific challenges.



2. Effectiveness evaluation in FY2025

Nippon Steel evaluated the effectiveness of the Board for FY2025 (at the Board of Directors meeting held in May 2026). After receiving an appropriate explanation in advance regarding each agenda item submitted and reported to the Board pursuant to the Companies Act and the internal regulations, both Internal and Outside Directors engaged in questions & answers and deliberations from diverse perspectives and with a focus on enhancing medium- to long-term corporate value. Therefore, Nippon Steel concluded that our Board of Directors is comprehensively effective.

We will also strive to further enhance the effectiveness based on each director's opinions from the FY2025 effectiveness evaluation. To streamline Board of Directors operations and prioritize deliberations, we will continue broader information sharing and exchange of opinions using other platforms outside the Board of Directors.

[Major deliberations at the Board of Directors in FY2025]

- Formulation of management policies and strategies
- Essential matters related to business strategies
- Status of Group companies (financial soundness evaluation, etc.)
- Verification of strategic shareholdings
- Status of initiatives for safety, environment, disaster prevention, and quality
- Status of initiatives toward carbon neutrality
- Status of initiatives for diversity and inclusion
- Measures for securing talented human resources and promoting empowerment
- Appointment of representative directors, nomination of director candidates, and appointment of senior management members
- Analysis and evaluation of the effectiveness of the Board of Directors
- Status of development and operation of internal control systems
- Opinion feedback from shareholders and investors

Training policy for Directors

Nippon Steel, via relevant officers, explains its corporate philosophy and the Group business lineups, among others, to each Outside Director individually once they assume their positions. In addition, after the assumption, Nippon Steel proactively provides opportunities for them to visit steelworks, research laboratories, and to have dialogue with the Chairman, the President, and the Vice Presidents. Nippon Steel also explains anew to even ex-Nippon Steel Executive Directors and Directors who are Audit & Supervisory Committee members, their responsibilities under important applicable laws and regulations, such as the Companies Act, and the operational systems they are to follow when assuming their responsibilities. Moreover, Nippon Steel provides opportunities for Directors to attend exchanges of opinions with outside experts and executives of other companies, as well as lectures and seminars.

Strategic shareholdings

Policy on strategic shareholdings

From the standpoints of sustainable growth and corporate value enhancement in the medium to long term, Nippon Steel believes it is extremely important to maintain and develop the trust and collaborative relationships with its broad range of business and alliance partners both in Japan and overseas that it has cultivated through its business activities in the past. We shall continue strategic shareholdings if they are judged to contribute to maintaining and strengthening the business foundation between us and our business and alliance partners whose shares we have, enhancing the earning power of both parties, and eventually, corporate value enhancement of Nippon Steel and its Group companies. On the other hand, we intend to sell the shares of business partner companies with which we have confirmed that the above objectives can be achieved without strategic shareholdings after thorough discussions with them.

Verification of the appropriateness of strategic shareholdings

Nippon Steel confirms the appropriateness of all strategic shareholdings by scrutinizing whether the purpose is appropriate and whether the associated benefits and risks are commensurate with the cost of capital. In this process, we annually verify the appropriateness of strategic shareholdings whose market values exceed a certain amount with the Board of Directors. The total market value of the strategic shareholdings verified at the Board of Directors accounted for around 80% of the total market value of those held by Nippon Steel on a consolidated basis (as of March 31, 2026). The number of stock brands of the strategic shareholdings held by Nippon Steel on a non-consolidated basis was 495 as of October 1, 2012, when Nippon Steel & Sumitomo Metal was established. However, the number decreased to 250 as of March 31, 2026 (the total value on the balance sheet was ¥300.4 billion).

P.77 “Changes in Holdings”

Basic policy on the exercise of voting rights for strategic shareholdings

Nippon Steel exercises its voting rights for strategic shareholdings by comprehensively evaluating whether the related agenda item of the General Meeting of Shareholders of a company whose shares we hold contributes to the corporate value enhancement of Nippon Steel and the company. Specifically, Nippon Steel shall exercise its voting rights by formulating its voting rights exercise criteria that stipulate judgment guidelines depending on the types of agenda items, such as the appropriation of surplus funds and the appointment of directors and auditors, as well as comparing these criteria with the above-described results of verifying the appropriateness of strategic shareholdings.

Policy for dialogues with shareholders and investors

With a view to achieving sustainable growth and improving its corporate value in the medium to long term, Nippon Steel is taking various measures to promote constructive dialogues with shareholders. Concerning overall dialogue with shareholders and investors, our internal divisions, including the Corporate Communications Division and the Accounting & Finance Division, are working together to enhance related initiatives. Specifically, we strive to proactively provide information to shareholders and respond sincerely to their questions and comments at the General Meeting of Shareholders. We also hold plant tours in various locations. In addition, we engage in dialogue with institutional investors through opportunities such as briefing sessions on our management strategies, business details, accomplishments, and approaches to sustainability issues. We also communicate with relevant specialists, depending on the nature of the topic. Furthermore, we have strengthened our initiatives for individual shareholders in recent years. Senior management, including the President, attends these dialogues as necessary. Our senior management members and internal divisions share the opinions of shareholders and investors obtained through these initiatives, as needed. We also regularly report and provide feedback on the results to the Board of Directors.



Plant tour

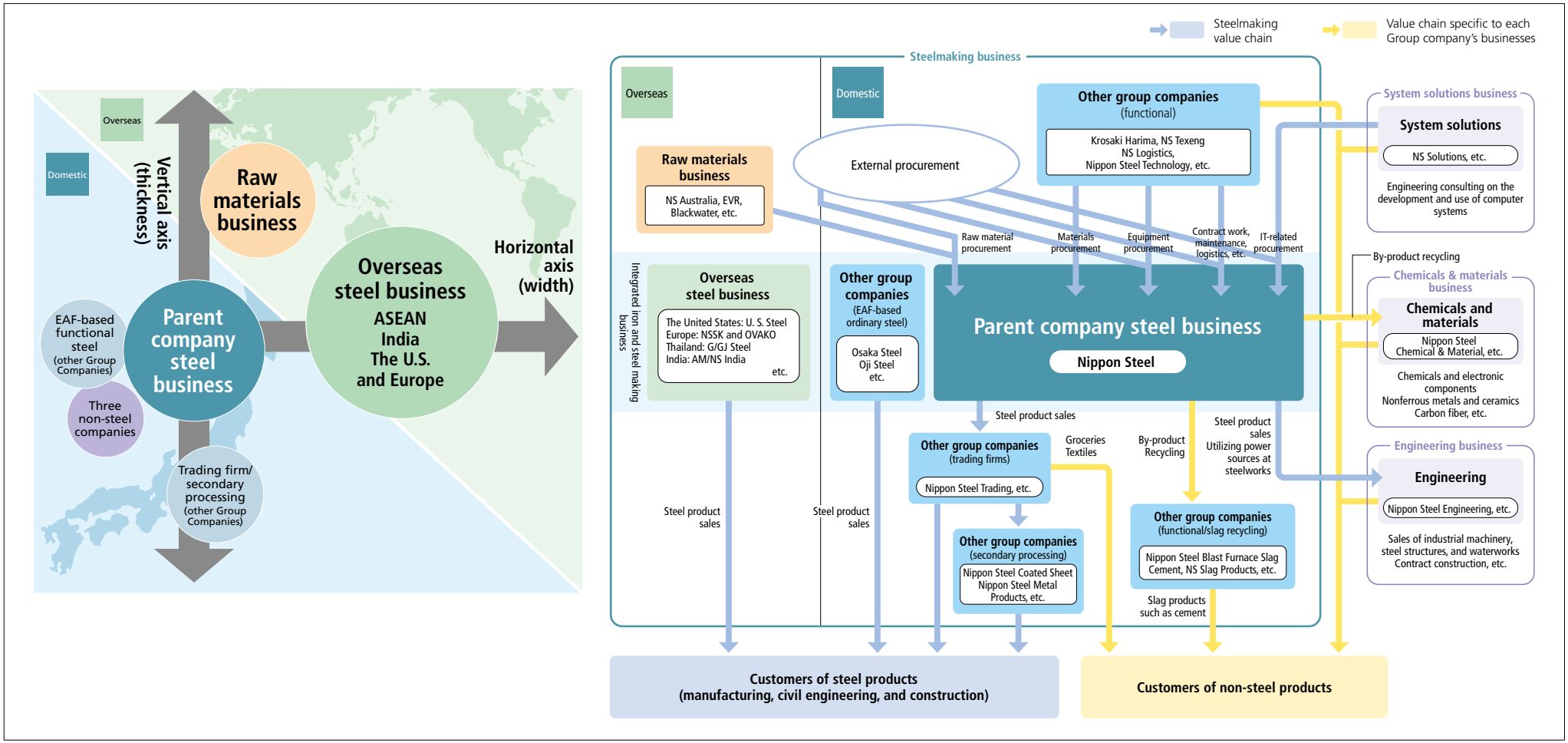
Our Approach to Group Management

Basic policy on group management

The Nippon Steel Group operates in four business domains: steelmaking, system solutions, chemicals and materials, and engineering. The steelmaking business at the heart of the Group positions as its core business, the provision of high-value-added products and solutions through an integrated iron and steel production system from the upstream to downstream processes. The steelmaking business consists of the parent company steel business, which operates the core business in Japan, the overseas steel business, which operates the core business overseas, the raw material business upstream of the core business, and other group companies, which are responsible for providing the functions necessary for the core business and products that meet diverse steel demand. Under this business structure, Nippon Steel Corporation operates the core integrated iron and steel making business in Japan while serving as the holding company for the entire Group. On the other hand, each Group company performs its function in the steelmaking value chain while operating its own unique businesses.

Under this Group structure, Nippon Steel manages Group operations by establishing the basic policy on investment in Group companies, management of consolidated PDCA, and corporate governance.

[Our group's structure as seen from the perspective of steelmaking value chain]



[Nippon Steel Group's management initiatives]

Basic policy on group management

Approach to investment

Basic policy

- Our Group's mission
- Importance in business strategy
- Business characteristics

+

Each company's circumstances

Business environment, financial condition, and historical background

Listed subsidiaries ••• Impact on minority shareholders

Depending on changes in the business environment and group strategy, we will flexibly, timely, and appropriately review a wide range of options to evaluate and determine the optimal investment approach for each company

Consolidated PDCA

Business plan formulation ⟳ Financial results

Implement PDCA management regarding the operations and performance of subsidiaries and joint ventures

Ex. Financial soundness evaluation

- Report the results to the Board of Directors at least once a year
- Benchmark business performance and financial health based on quantitative criteria
- Ask for the formulation of a restructuring plan and the monitoring of the progress of its implementation depending on the financial soundness rating

Ex. Consider the need for withdrawal (restructuring) or reconstruction

- Deliberate on the feasibility of business continuation based on quantitative and qualitative criteria, making a decision for withdrawal (restructuring) or reconstruction

Governance

Establish and maintain the corporate governance and internal control systems of subsidiaries and joint ventures in a way appropriate for our Group's business operations

Governance structure of listed subsidiaries

Independence:
Independent outside directors account for at least one-third of the total board directors

Protection of minority shareholders:
Transactions between a parent company and its subsidiary occur at fair market value. NS Solutions listed on the Prime Market and Osaka Steel listed on the Standard Market establish a special committee composed exclusively of independent outside directors.

Group Companies

- **Number of consolidated subsidiaries: 493**
  (as of March 31, 2026)
- **Number of equity method affiliates: 112**

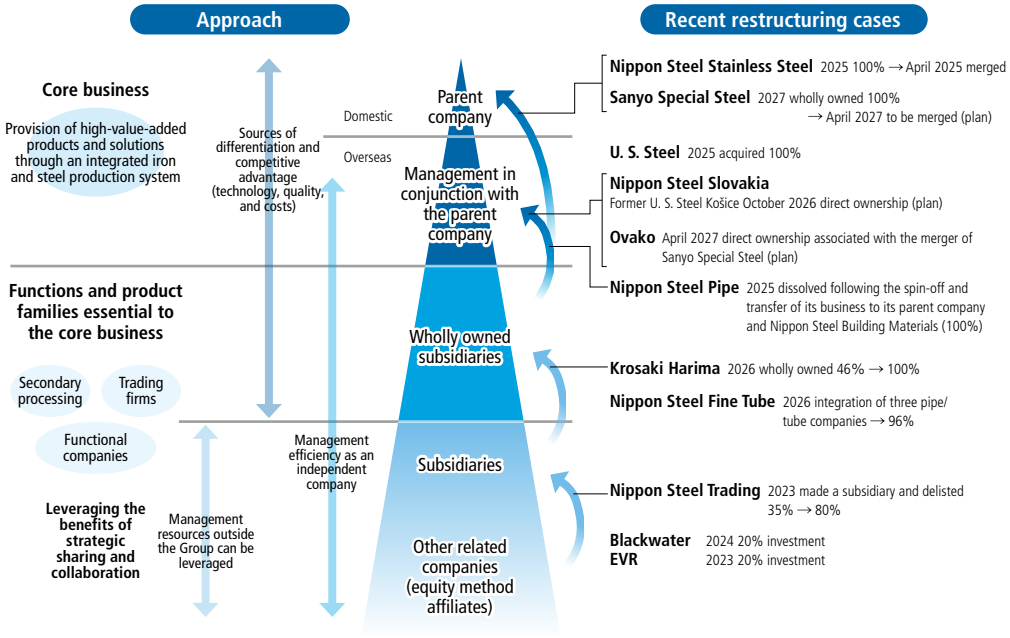
Three of which are listed subsidiaries
NS Solutions, Osaka Steel, and Geoster

Approach to investing in group companies

We shall determine the appropriateness of investments for our Group companies based on the specific roles each company plays in the value chain of our Group's core business, "provision of high-value-added products and solutions through an integrated iron and steel production system."

Specifically, this core business shall be operated by Nippon Steel, the parent company, and its wholly owned subsidiaries that conduct management in conjunction with their parent. In addition, companies that are responsible for the essential functions and product families to support our core business and possess the technologies, quality, and cost competitiveness that serve as the source of our Group's differentiation and competitive advantage shall be wholly owned subsidiaries. On the other hand, companies that leverage the benefits of partial strategy sharing and collaboration, and companies for which management resources outside the Group can be leveraged, shall be subsidiaries or equity-method affiliates. In line with this approach, we aim to implement the optimal capital strategy depending on changes in the business environment and Group strategy, considering the business environment, financial condition, and historical background of each group company, as well as the impact on minority shareholders of listed companies.

[Approach to investing in group companies]



Consolidated PDCA

Nippon Steel sets financial targets for some subsidiaries and joint ventures in the Group depending on their business models and functions. At the same time, we deliberate or approve the formulation of their business, profit, and resource allocation plans depending on the relations and importance to us, monitoring the progress of implementation. We also provide our opinions to our listed subsidiaries for the same purposes.

Furthermore, we regularly check the progress toward the financial goals and assess their financial health through quantitative evaluations based on financial data. For companies that we have identified as having issues to be resolved, we make ongoing improvement efforts by helping them develop corrective measures, formulate restructuring plans, and monitor the progress of their implementation. We regularly report these results to the Corporate Policy Committee and the Board of Directors.

Governance and control system

Based on the Nippon Steel Group Corporate Philosophy, Nippon Steel aims to achieve a company that is trusted by society, while promoting sound and sustainable growth and improving the medium- to long-term corporate value of the Group. In addition, to comply with relevant laws and regulations and ensure reliable financial reports and effective and efficient operations, Nippon Steel is developing and appropriately operating its internal control systems suitable for the Group's businesses, striving for their continuous improvement. Based on this basic policy, Nippon Steel and its Group subsidiaries and joint ventures share business strategies as a unified group, while taking into account the business characteristics of each Group company. With respect to the control of the Group companies, we establish basic rules in the Group Company Management Regulations to ensure the appropriate operation of control. At the same time, each subsidiary or joint venture in the Group is building and developing its internal control system based on autonomous internal control, enhancing various internal control-related initiatives backed by our support, guidance, and advice. Meanwhile, for each subsidiary or equity-method affiliate, we designate our internal department that has the strongest operational or strategic ties to each entity as the "responsible department" or a group management desk. The responsible department appropriately manages each group company in collaboration with corporate departments such as finance, general affairs, legal, and corporate planning, aiming to maximize value creation across the Group by responding to changes in the business environment and group strategy in a timely and appropriate manner.

[Listed group companies]

<Listed subsidiaries>
At present, Nippon Steel has three listed subsidiaries: NS Solutions Corporation, Osaka Steel Co., Ltd., and Geostr Corporation. We believe that the current relationship with our listed subsidiaries, including shareholding ratios, is appropriate from the following three perspectives: (1) the significance of these companies operating in the Group when seen from us, (2) the significance of these companies operating in the Group when seen from them, and (3) the necessity of these companies being listed companies.

On the other hand, considering each company's business environment, financial condition, historical background, and the impact on minority shareholders depending on changes in the business environment and Group strategy, we have examined the optimal form of capital strategy, dissolving many of our listed subsidiaries by making them wholly owned subsidiaries, delisting them, or selling them.

One of the factors that prompts a decision to review the capital structure of a listed subsidiary is synergy creation.

It is possible to promote synergy initiatives that contribute to enhancing the corporate value of both Nippon Steel, as the parent, and our listed subsidiaries, without changing the status of the latter. On the other hand, there are cases where synergy creation is limited by initiatives that may become detrimental to the Company or any of its listed subsidiaries, even though they contribute to the enhancement of corporate value for the entire Group. It could give rise to a conflict of interest between the shareholders of the Company, as the parent, and the minority shareholders of the listed subsidiary.

In such cases, we compared synergies that contribute to enhancing corporate value across the Group with the investment required to make the listed company a wholly owned subsidiary. In cases where it was deemed economically reasonable, we have made those companies wholly owned subsidiaries or delisted them.

Furthermore, we acknowledge that in light of the corporate governance code, each listed subsidiary has a structure in which independent outside directors account for at least one-third of its total board members, ensuring independent decision-making and autonomous management. Concerning the terms of transactions between the parent company and its listed subsidiaries, we take appropriate measures to ensure that minority shareholders are not disadvantaged, such as determining those terms reasonably based on general contract terms with other customers and market prices. In addition, for subsidiaries listed on the Tokyo Stock Exchange Prime Market, we established a system to set up a special committee whenever significant transactions or actions occur between the parent company and its subsidiaries.

<Listed affiliated companies>
Nippon Steel has ten listed subsidiaries primarily for the purpose of contributing to the Company's consolidated profits: Godo Steel Ltd., Topy Industries Ltd., Kyoei Steel Ltd., Nippon Denko Co., Ltd., Nichia Steel Works Ltd., NS United Kaiun Kaisha Ltd., Nippon Coke Industry Co., Ltd., Sanko Metal Industrial Co., Ltd., Sanyu Co., Ltd., and Takasago Tekko K.K. All these companies constitute part of the steelmaking business segment of Nippon Steel's portfolio. Although Nippon Steel sends an auditor to some of these companies to ensure appropriate risk management, there are no matters requiring approval of Nippon Steel, nor any agreements related to governance with any one of these companies. Moreover, since Nippon Steel's ratio of voting rights does not reach a majority at any company, we understand that the independence of each company is ensured and that the risk of conflicts of interest is minimal.

[Examples of the dissolution of our Group's listed subsidiaries and affiliated companies]

Wholly owned/delisted subsidiaries　Sold subsidiaries

Company name	Year of dissolution	
Nippon Steel Chemical & Material	2003	Delisted and made a wholly owned subsidiary through a stock swap (former Nippon Steel Chemical)
Nippon Steel Coated Sheet	2004	Delisted and made a wholly-owned subsidiary through a stock swap (merger between former Daido Steel Sheet and Taiyo Steel)
Nippon Steel Logistics	2005	Delisted and made a wholly owned subsidiary through a stock swap (former Nippon Steel Logistics and integrated with Seitetsu Unyu the following year)
Nippon Steel Pipe	2004 2013	Delisted and made a wholly owned subsidiary through a stock swap (former Nippon Steel Pipe) Delisted and made a wholly owned subsidiary through a stock swap (former Sumitomo Pipe & Tube merged with Nippon Steel Pipe)
Nippon Steel Drum	2007	Delisted and made a wholly owned subsidiary through a stock swap (former Nippon Steel Drum)
NS Texeng	2015	Delisted and made a wholly owned subsidiary through a stock swap (former Taihei Kogyo, integrated with Nittetsu Elex to become Nippon Steel & Sumikin Texeng in 2013)
Nippon Steel SG Wire	2015	Delisted and made a wholly owned subsidiary through a stock swap (former Suzuki Metal Industry)
SUMCO	2017	Made a non-equity-method company through sale (shareholding ratio: 18% → 13%) (28% → 18% in 2015, eventually 0% at present)
Sumitomo Precision Products	2017	Made a non-equity-method company through sale (shareholding ratio: 41% → 15%, 0% at present)
Nisshin Steel	(2016) 2020	(made a subsidiary through TOB 8% → 51%) Made a wholly owned subsidiary through a stock swap
OSAKA Titanium technologies	2021	Made a non-equity-method company through sale (shareholding ratio: 24% → 14.9%, 4.9% at present)
Unipres	2022	Made a non-equity-method company through sale (shareholding ratio: 19% → 14.9%)
Nippon Steel Trading	2023	Delisted and made a consolidated subsidiary through TOB from a listed equity-method company
Sanyo Special Steel	(2019) 2025	(Made a subsidiary through a subscription to a third-party allocation of new shares 15% → 51%) Made a wholly owned subsidiary through TOB
Krosaki Harima	2026	Made a wholly owned subsidiary through TOB

Board of Directors (as of July 2026)

Directors



Representative Director,
Chairman and CEO

Eiji Hashimoto

Apr. 1979: Joined Nippon Steel Corporation (NSC)
Apr. 2009: Director (under the Executive Management System), Director, Plate Division and Director, Structural Division of NSC
Jul. 2015: Managing Executive Officer; Vice Head of Global Business Development; Project Leader of Usiminas Project, Global Business Development Sector of NSC
Jun. 2016: Representative Director and Executive Vice President and Head of Global Business Development of NSC
Apr. 2019: Representative Director and President of NSC
Apr. 2024: Representative Director, Chairman and CEO of NSC



Representative Director,
President and COO

Tadashi Imai

Apr. 1988: Joined Nippon Steel Corporation (NSC)
Apr. 2016: Executive Officer and Head of Nagoya Works of NSC
Jun. 2020: Managing Director, Member of the Board of NSC
Feb. 2022: Managing Director, Member of the Board and Project Leader, Thai Steel Project, Global Business Development Sector, Deputy Project Leader, Zero-Carbon Steel Project, Deputy Project Leader, Next-Generation Hot Strip Mill Project of NSC
Apr. 2023: Representative Director and Executive Vice President, Head of Green Transformation Development, and Deputy Project Leader, Next-Generation Hot Strip Mill Project of NSC
Apr. 2024: Representative Director, President and COO of NSC



Representative Director,
Vice Chairman and Executive Vice President

Takahiro Mori

Apr. 1983: Joined Nippon Steel Corporation (NSC)
Jun. 2016: Vice President of Usinas Siderúrgicas de Minas Gerais S.A-USIMINAS
Apr. 2020: Managing Executive Officer, Head of Plate Unit, Pipe & Tube Unit, Project Leader, VSB Project, Global Business Development Sector of NSC
Apr. 2021: Executive Vice President, Head of Global Business Development, Project Leader of India Iron and Steel Project, Global Business Development Sector of NSC
Jun. 2021: Representative Director and Executive Vice President, Head of Global Business Development, and Global Business Development Sector of NSC, Project Leader of India Iron and Steel Project
Apr. 2024: Representative Director, Vice Chairman and Executive Vice President Head of Global Business Development; Project Leader of India Project, Global Business Development Sector; Project Leader, USS Project of NSC
Apr. 2026: Representative Director, Vice Chairman and Executive Vice President; Head of Global Business Development, Project Leader, India Project, Global Business Development Sector; Project Leader, Thailand Project, Global Business Development Sector; Project Leader, USS Project of NSC



Representative Director,
Executive Vice President

Naoki Sato

Apr. 1983: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Managing Executive Officer and Head of Kashima Works of NSC
Apr. 2020: Executive Vice President and Head of Works, East Nippon Works of NSC
Jun. 2021: Representative Director and Executive Vice President, Project Leader, Next-Generation Hot Strip Mill Project, and Deputy Project Leader, India Iron and Steel Project, Global Business Development Sector of NSC
Apr. 2024: Representative Director and Executive Vice President, Deputy Project Leader, India Project, Global Business Development Sector; Deputy Project Leader, Thai Steel Project, Global Business Development Sector; Deputy Project Leader, USS Project of NSC
Apr. 2026: Representative Director and Executive Vice President, Deputy Project Leader, India Project, Global Business Development Sector, Deputy Project Leader, Thailand Project, Global Business Development Sector; Deputy Project Leader, USS Project of NSC



Representative Director,
Executive Vice President

Takashi Hirose

Apr. 1986: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Executive Officer, Head of Unit, Plate Division of NSC
Apr. 2019: Managing Executive Officer; Head of Unit, Plate Division; Vice Head of Unit, Flat Products Division of NSC
Apr. 2020: Managing Executive Officer; Head of Unit, Flat Products Unit; Project Leader of Shanghai-Baoshan Cold-rolling & Coated Sheet Products Project, Global Business Development Sector of NSC
Jun. 2022: Representative Director and Executive Vice President; Head of Unit, Flat Products Unit; Deputy Project Leader, Next-Generation Hot Strip Mill Project of NSC
Apr. 2024: Representative Director and Executive Vice President, Deputy Project Leader, Next-Generation Hot Strip Mill Project of NSC
Jun. 2025: Representative Director and Executive Vice President, Deputy Project Leader, USS Project, Deputy Project Leader, Next-Generation Hot Strip Mill Project of NSC



Representative Director,
Executive Vice President

Hirofumi Funakoshi

Jul. 1987: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Executive Officer of NSC
Apr. 2019: Executive Officer and Head of Division, Corporate Planning Division of NSC
Apr. 2022: Managing Executive Officer, and Vice Head of Green Transformation Development Sector of NEC
Jun. 2023: Representative Director and Executive Vice President of NSC
Jun. 2025: Representative Director and Executive Vice President of NSC, Deputy Project Leader, USS Project of NSC



Representative Director,
Executive Vice President

Hiroyuki Minato

Apr. 1989: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Executive Officer and Head of Division, Technical Administration & Planning Division of NSC
Apr. 2020: Executive Officer and Head of Muroran Works of NSC
Apr. 2021: Managing Executive Officer and Head of Muroran Works of NSC
Jun. 2024: Representative Director and Executive Vice President, Project Leader, Next-Generation Hot Strip Mill Project; Project Leader, Electric Furnace Project of NSC
Jun. 2025: Representative Director and Executive Vice President of NSC, Deputy Project Leader, USS Project Leader, Next-Generation Hot Strip Mill Project; Project Leader, Electric Furnace Project of NSC



Representative Director,
Executive Vice President

Nobuhiro Fujita

Apr. 1989: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Executive Officer; Head of R&D Laboratories, Head of Steel Research Laboratories of NSC
Apr. 2021: Managing Executive Officer; Head of R&D Laboratories, Head of Steel Research Laboratories of NSC
Apr. 2024: Senior Managing Executive Officer; Head of R&D Laboratories, Head of Steel Research Laboratories of NSC
Apr. 2025: Executive Vice President; Head of R&D Laboratories of NSC
Jun. 2025: Representative Director and Executive Vice President; Head of R&D Laboratories, Deputy Project Leader, USS Project of NSC



Outside Director
Independent Director

Director

Jun Sawada

Apr. 1978: Joined Nippon Telegraph and Telephone Public Corporation
Apr. 1985: Joined Nippon Telegraph and Telephone Corporation (currently NTT, Inc.)
Jun. 2008: Senior Vice President; Executive Manager of the Corporate Strategy Planning Department; Member of the Board of NTT Communications Corporation (currently NTT DOCOMO BUSINESS, Inc.)
Jun 2011: Executive Vice President; Executive Manager of the Corporate Strategy Planning Department; Member of the Board of NTT Communications Corporation
Jun. 2012: Senior Executive Vice President; Executive Manager of the Corporate Strategy Planning Department; Representative Member of the Board of NTT Communications Corporation
Jun. 2013: Senior Executive Vice President; Representative Member of the Board of NTT Communications Corporation
Jun. 2014: Senior Executive Vice President: Representative Member of the Board of Nippon Telegraph and Telephone Corporation
Jun. 2018: President; Representative Member of the Board of Nippon Telegraph and Telephone Corporation
Jun. 2020: President and Chief Executive Officer; Representative Member of the Board of Nippon Telegraph and Telephone Corporation
Jun. 2022: Chairman and Representative Member of the Board of Nippon Telegraph and Telephone Corporation
Jun. 2024: Chairman and Member of the Board of Nippon Telegraph and Telephone Corporation



Outside Director
Independent Director

Director

Miharu Koezuka

Apr. 1979: Joined Takashimaya Co., Ltd.
May. 2013: Director
Sep. 2013: Senior Managing Director, Head of Corporate Planning (Head of Corporate Reform Promotion) (Representative Director)
Mar. 2014: Senior Managing Director, Head of Sales (Representative Director)
Mar. 2016: Director
May. 2016: Advisor
Mar. 2020: Executive Counsellor (retired in Mar. 2021)

Directors who are Audit & Supervisory Committee Members



Director, Member of the Board
(Senior Audit & Supervisory Committee Member) (Full time)

Kazumasa Shinkai

Apr. 1987: Joined Nippon Steel Corporation (NSC)
Apr. 2018: Executive Officer and Head of General Administration Division of NSC
Apr. 2021: Managing Executive Officer and Head of General Administration Division of NSC
Apr. 2023: Managing Executive Officer of NSC
Jun. 2024: Director, Member of the Board (Senior Audit & Supervisory Committee Member) (Full time) of NSC



Director, Member of the Board
(Audit & Supervisory Committee Member (Full Time))

Takeshi Yamane

Apr. 1993: Joined Nippon Steel Corporation (NSC)
Apr. 2020: General Manager, General Administration Division, Setouchi Works of NSC
Apr. 2022: Senior Manager, General Administration Division of NSC
Apr. 2023: General Manager, General Administration Division of NSC
Apr. 2024: Executive Officer and Head of Division, General Administration Division of NSC
Apr. 2026: Executive Officer to the President of NSC



Outside Director
Independent Director

Director, Member of the Board
(Audit & Supervisory Committee Member)

Kenji Hiramatsu

Apr. 1979: Joined Ministry of Foreign Affairs of Japan
Nov.2015: Ambassador of Japan to the Republic of India
Jan. 2016: Ambassador of Japan to the Republic of India and Ambassador of Japan to the Kingdom of Bhutan
Sep. 2019: Ambassador of Japan to the Kingdom of Spain
Nov.2022: Retired from the Ministry of Foreign Affairs of Japan
Dec.2022: Chairman of the Institute for International Strategy, The Japan Research Institute, Limited
Jun. 2024: Director, Member of the Board (Audit & Supervisory Committee Member) (Outside Director) of NSC



Outside Director
Independent Director

Director, Member of the Board
(Audit & Supervisory Committee Member)

Aiko Sekine

Apr. 1981: Joined Citibank, N.A., Tokyo Branch
Sep. 2006: Partner of Arata Audit Corporation (currently PricewaterhouseCoopers Japan LLC)
Jul. 2016: Chairman and President of Japanese Institute of Certified Public Accountants
Jul. 2019: Advisor of Japanese Institute of Certified Public Accountants
Sep. 2020: Professor of Waseda University, Faculty of Commerce
Jun. 2024: Director, Member of the Board (Audit & Supervisory Committee Member) (Outside Director) of NSC



Outside Director
Independent Director

Director, Member of the Board
(Audit & Supervisory Committee Member)

Sumiko Takeuchi

Apr. 1994: Joined Tokyo Electric Power Company, Inc.
Jan. 2012: Director and Senior Fellow of Specified Nonprofit Corporation, International Environment and Economy Institute
Oct. 2018: Co-representative of U3 Innovations LLC
Apr. 2020: Specially Appointed Professor of Tohoku University
Jun. 2024: Director, Member of the Board (Audit & Supervisory Committee Member) (Outside Director) of NSC

Skill Matrix of Directors

Nippon Steel believes that its Board of Directors, as a whole, must have the necessary skills and experience based on the Group's corporate philosophy and Medium- to Long-term Management Plan, etc. The main skills and experience possessed by each Director are as shown in the table on the right.

Name	Position	Skills and experience								
		Corporate Planning / Business strategy	Finance / Accounting, Monetary / Economy	Personnel / Labor affairs / HR Development	Governance / Risk Management / Legal / Compliance	Technology / R&D	Sales / Purchase / Marketing	Global	Environment / Sustainability	Public Administration / Public Policy
Directors (excluding Directors who are Audit & Supervisory Committee Members)										
Eiji Hashimoto	Representative Director, Chairman and CEO	●			●		●	●	●	
Tadashi Imai	Representative Director, President and COO	●			●	●			●	
Takahiro Mori	Representative Director, Vice Chairman and Executive Vice President	●	●				●	●		
Naoki Sato	Representative Director, Executive Vice President				●	●			●	
Takashi Hirose	Representative Director, Executive Vice President	●					●	●		
Hirofumi Funakoshi	Representative Director, Executive Vice President	●		●	●				●	
Hiroyuki Minato	Representative Director, Executive Vice President				●	●			●	
Nobuhiro Fujita	Representative Director, Executive Vice President				●	●			●	
Jun Sawada	Director	●			●	●		●		
Miharu Koezuka	Director	●			●		●		●	
Directors who are Audit & Supervisory Committee										
Kazumasa Shinkai	Senior Audit & Supervisory Committee Member (Full Time)			●	●		●		●	
Takeshi Yamane	Audit & Supervisory Committee Member (Full Time)			●	●				●	
Kenji Hiramatsu	Audit & Supervisory Committee Member				●			●	●	●
Aiko Sekine	Audit & Supervisory Committee Member		●		●			●		
Sumiko Takeuchi	Audit & Supervisory Committee Member				●				●	●

* The round marks in the table indicate the main skills and experience (up to four in principle) possessed by each director candidate, based on their career history and experience.