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(Shipping date) June 11, 2025  
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To Our Shareholders:

12-1 Nishi-Minatomachi, Kokura Kita-ku,  
Kita-Kyushu-shi, Japan

**Onoken Co., Ltd.**

President: Ken Ono

## **NOTICE OF CONVOCAION OF THE 76TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 76th Annual General Meeting of Shareholders of Onoken Co., Ltd. (the “Company”) will be held for the purposes as described below.

In convening this general meeting of shareholders, the Company has taken measures to provide information (matters subject to measures for electronic provision), which are the contents of Reference Documents for the General Meeting of Shareholders, etc., and posted them on the Company’s website on the Internet. Please access the website below to review the information.

The Company’s website:

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



Matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website, enter “Onoken” for “Issue name” or “Code” and “7414” (half-width) for the Company’s securities code, click “Search,” select “Basic information” and “Documents for public inspection/PR information,” and check the “Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting” column under “Filed information available for public inspection.”

Tokyo Stock Exchange website (TSE listed company information service)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show = Show>



If you are unable to attend the meeting, please review the Reference Documents for the General Meeting of Shareholders, refer to the “Guidance on the Exercise of Voting Rights” below, and exercise your voting rights by 5 p.m. on Thursday, June 26, 2025.

1. Date and Time Friday, June 27, 2025 at 11 a.m. (reception starts at 10:30 a.m.)
2. Place: 2-14-2 Asano, Kokura Kita-ku, Kita-Kyushu-shi, Japan  
Orchid, 3rd floor, Rihga Royal Hotel Kokura
3. Meeting Agenda:  
Matters to be reported:
  1. Business Report and Consolidated Financial Statements for the 76th term (from April 1, 2024 to March 31, 2025), and results of the audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
  2. Non-consolidated Financial Statements for the 76th term (from April 1, 2024 to March 31, 2025)  
Matters to be resolved:  

Proposal	Appointment of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
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4. Matters to be determined upon convocation (guidance on exercise of voting rights)
  - (1) If there is no indication of approval or disapproval of a proposal on the Voting Rights Exercise Form when voting in writing (by mail), it will be treated as if there is an indication of approval.
  - (2) If you exercise your voting rights more than once via the Internet, we will treat the last vote as valid.
  - (3) If you exercise your voting rights both via the Internet and in writing (by mail), we will treat the exercise of your voting rights via the Internet as valid regardless of the arrival date and time.

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- If you are attending the meeting, please present the Voting Rights Exercise Form to the receptionist at the meeting.
  - If there is a revision to the matters subject to measures for electronic provision, the revision will be posted on the Company's website and the TSE website.
  - For assistance, including wheelchair support and guidance to your seats or restrooms, please approach our staff.

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

**Proposal** Appointment of Eight (8) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same shall apply hereinafter in this proposal) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company proposes the appointment of eight (8) Directors.

The Board of Directors has decided this proposal based on the report of the Nomination and Remuneration Committee. In addition, the Audit and Supervisory Committee has determined that all candidates for Director are suitable.

The candidates for Director are as follows:

No.	Name Name (Date of birth)	Career summary, position, responsibilities, and important concurrent positions	Number of shares of the Company owned
1	Takeshi Ono (March 17, 1980)	<p>October 2005    Joined the Company</p> <p>April 2009      General Manager of Steel Department of Osaka Branch Office</p> <p>June 2010      Director, Deputy General Manager of Osaka Branch Office</p> <p>June 2011      Director, General Manager of Osaka Branch Office, in charge of Kansai and Chukyo regions</p> <p>June 2013      Representative Director and Executive Vice President, General Manager of Osaka Branch Office, in charge of Kansai and Chukyo regions</p> <p>October 2019   President and Representative Director, Morita Steel Co., Ltd.</p> <p>July 2020      Representative Director and Executive Vice President, in charge of Kansai and Chukyo regions, the Company</p> <p>June 2021      Representative Director and Executive Vice President (to present)</p> <p>July 2023      President and Representative Director of Okinaga Steel Co., Ltd. (currently Onoken Steel Co., Ltd.)</p> <p>October 2023   President and Representative Director, Obayashi Corporation</p> <p>March 2024    President and Representative Director, Matsuo Metal Co., Ltd.</p>	65,400 shares

No.	Name Name (Date of birth)	Career summary, position, responsibilities, and important concurrent positions	Number of shares of the Company owned
		<p>(Reasons for selection)</p> <p>Since assuming the position of our Representative Director, Mr. Takeshi Ono has fulfilled his duties as Representative Director and has abundant and wide-ranging experience and insight as a member of the management team of the Company. Therefore, the Company continues to nominate him as a candidate for Director.</p>	
2	Tetsuji Ono (November 16, 1957)	<p>April 1980      Joined the Company</p> <p>September 1989      Director, General Manager of Oita Head Office</p> <p>October 1990      Director, General Manager of President's Office</p> <p>April 1991      Director, General Manager of Management Control Division, General Manager of Accounting Department</p> <p>June 1995      Managing Director, General Manager of Management Control Division</p> <p>June 2003      Executive Managing Director and Representative Director, General Manager of Management Control Division</p> <p>April 2006      Executive Managing Director and Representative Director</p> <p>May 2019      Executive Managing Director and Representative Director, General Manager of Management Control Division (to present)</p> <p>(Reasons for selection)</p> <p>Since assuming the position of our Representative Director, Mr. Tetsuji Ono has fulfilled his duties as Representative Director and has abundant and wide-ranging experience and insight as a member of the management team of the Company. Therefore, the Company continues to nominate him as a candidate for Director.</p>	651,000 shares

No.	Name Name (Date of birth)	Career summary, position, responsibilities, and important concurrent positions	Number of shares of the Company owned
3	Shinsuke Ono (May 24, 1970)	<p>April 1997      Joined the Company</p> <p>January 2003    General Manager of Administration Department of Fukuoka Branch Office</p> <p>June 2003      Director, General Manager of Administration Department of Fukuoka Branch Office</p> <p>April 2006      Director, General Manager of Management Control Division</p> <p>June 2016      Managing Director, General Manager of Management Control Division</p> <p>May 2019      Managing Director, General Manager of Corporate Planning Office</p> <p>June 2021      Managing Director, in charge of Kyushu and Chugoku regions</p> <p>September 2021 Managing Director, General Manager of Kumamoto Branch Office, in charge of Kyushu and Chugoku regions</p> <p>October 2023   Managing Director, General Manager of Kokura Branch Office, General Manager of Kumamoto Branch Office, in charge of Kyushu and Chugoku regions</p> <p>April 2024      Managing Director, General Manager of Kokura Branch Office, in charge of Kyushu and Chugoku regions (to present)</p> <p>April 2025      President and Representative Director, Nishinippon Steel Center Co., Ltd. (to present)</p> <p>(Reasons for selection)</p> <p>Mr. Shinsuke Ono has been involved in the finance and administration divisions for many years, has extensive experience and knowledge of all aspects of management as the General Manager of the Management Control Division and the General Manager of the Corporate Planning Office, and also has experience in the sales division. Therefore, the Company continues to nominate him as a candidate for Director.</p>	630,700 shares

No.	Name Name (Date of birth)	Career summary, position, responsibilities, and important concurrent positions	Number of shares of the Company owned
4	Masayoshi Kinoshita (October 18, 1957)	<p>March 1980      Joined the Company</p> <p>January 2002    General Manager of Construction Machinery Department of Kokura Branch Office</p> <p>April 2015      Deputy General Manager of Kokura Branch Office</p> <p>January 2016    General Manager of Oita Head Office</p> <p>April 2020      Deputy General Manager of Osaka Branch Office</p> <p>July 2020       General Manager of Osaka Branch Office</p> <p>June 2021      Director, General Manager of Osaka Branch Office, in charge of Kansai and Chukyo regions</p> <p>June 2023      Managing Director, General Manager of Osaka Branch Office, in charge of Kansai and Chukyo regions (to present)</p> <p>(Reasons for selection) Mr. Masayoshi Kinoshita has been involved in the sales division and office management division as a General Manager of head and branch offices for many years, and has extensive experience and knowledge of the sales division and all aspects of management. Therefore, the Company continues to nominate him as a candidate for Director.</p>	11,800 shares
5	Akira Ono (August 24, 1968)	<p>April 1996      Joined the Company</p> <p>January 2003    General Manager of Development Office</p> <p>June 2003      Director, General Manager of Development Office (to present)</p> <p>(Reasons for selection) Mr. Akira Ono has been involved in the sales division for many years, and has extensive experience and knowledge of the sales division and all aspects of management. Therefore, the Company continues to nominate him as a candidate for Director.</p>	620,700 shares
6	* Masashi Ono (August 30, 1981)	<p>October 2014    Joined the Company</p> <p>April 2020      General Manager of Building Materials Department of Tokyo Branch Office</p> <p>April 2025      General Manager of Tokyo Branch Office (to present)</p> <p>(Reasons for selection) Mr. Masashi Ono has been involved in the sales division for many years, and has extensive experience and knowledge of the sales division. Therefore, the Company nominates him as a candidate for Director.</p>	38,000 shares

No.	Name Name (Date of birth)	Career summary, position, responsibilities, and important concurrent positions	Number of shares of the Company owned
7	Koichi Fukuda (July 7, 1956)	<p>May 1990      Established Koichi Fukuda Public Accountants Office, President of Koichi Fukuda Public Accountants Office (to present)</p> <p>June 2021      Outside Director, the Company (to present)</p> <p>(Reasons for selection and outline of expected roles) Although Mr. Koichi Fukuda has no experience of being involved in the management of a company in any way other than as an outside officer, he has professional knowledge as a certified public accountant, and we expect him to utilize such knowledge to provide supervision and advice on the execution of duties by directors from a professional point of view. Therefore, the Company continues to nominate him as a candidate for Outside Director.</p>	- shares
8	Kazuhiro Harada (October 21, 1962)	<p>April 1987      Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.)</p> <p>September 1996      Appointed as Steel Sector Analyst Since then, he has served as a securities analyst at trust banks and securities companies, focusing on the steel sector</p> <p>July 2021      Joined Frontier Management Inc. (to present)</p> <p>April 2024      President and Representative Director, EVE Management Co., Ltd. (to present)</p> <p>June 2024      Outside Director, the Company (to present)</p> <p>(Reasons for selection and outline of expected roles) As a securities analyst, Mr. Kazuhiro Harada has extensive experience in corporate analysis of the steel sector and a high level of insight in objectively observing and analyzing companies based on this knowledge, and we expect him to utilize such knowledge to provide supervision and advice on the execution of duties by Directors from a professional point of view. Therefore, the Company continues to nominate him as a candidate for Outside Director.</p>	- shares

- (Notes)
1. An asterisk indicates a new candidate for Director.
  2. Mr. Koichi Fukuda and Mr. Kazuhiro Harada are candidates for Outside Director.
  3. The Company has designated Mr. Koichi Fukuda and Mr. Kazuhiro Harada as independent officers and filed a notification with the Tokyo Stock Exchange. If they are reappointed, the Company plans to continue to designate them as independent officers.
  4. Mr. Koichi Fukuda is currently an Outside Director of the Company. His term of office as an Outside Director will be four years at the conclusion of this General Meeting of Shareholders.
  5. Mr. Kazuhiro Harada is currently an Outside Director of the Company. His term of office as an Outside Director will be one year at the conclusion of this General Meeting of Shareholders.
  6. Based on the provisions of Article 427, Paragraph 1 of the Companies Act, the Company and Mr. Koichi Fukuda and Mr. Kazuhiro Harada have entered into an agreement to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act to the extent stipulated by laws and regulations. If they are

reappointed as a Director, the Company plans to continue the agreement with them.

7. The Company has concluded an officer liability insurance (hereinafter referred to as “D&O insurance”) contract with an insurance company as prescribed in Article 430-3, Paragraph 1 of the Companies Act, which allows the Company to indemnify directors for damages in cases where they are liable for damages arising from their business (provided, however, that those that fall under the grounds for exemption specified in the insurance contract are excluded). The term of the D&O insurance is one year, and it is planned to be renewed by resolution of the Board of Directors before the expiration of the term. D&O insurance premiums are fully paid by the Company. If the appointment of each candidate is approved, all Directors will be insured by the D&O insurance.
8. There is no special interest between each candidate and the Company.



(Reference) Key areas of experience for Directors (skills matrix)

The main areas of experience for Directors (including candidates) are as follows. If the proposals are approved as proposed, the composition and experience and expertise of the Company's Directors will be as follows:

Directors

Name	Gender	Key areas of experience required of Directors						
		Corporate management	Sales	Global experience	Legal & internal control	Financial accounting	HR development	Independence
Takeshi Ono	Male	○	○	○		○	○	
Tetsuji Ono	Male	○	○		○	○	○	
Shinsuke Ono	Male	○	○		○	○	○	
Masayoshi Kinoshita	Male	○	○				○	
Akira Ono	Male	○	○					
Masashi Ono	Male		○				○	
Koichi Fukuda	Male				○	○		○
Kazuhiro Harada	Male	○		○				○

Directors who are Audit and Supervisory Committee members

Name	Gender	Key areas of experience required of Directors						
		Corporate management	Sales	Global experience	Legal & internal control	Financial accounting	HR development	Independence
Yoshiko Miyamoto	Female				○	○		
Hisakazu Umeda	Male				○	○		○
Tomoko Ogura	Female				○			○