Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities identification code: 5707

June 12, 2025

(The electronic provision starts: June 5, 2025)

To our shareholders:

Masahito Ito Representative Director and President **Toho Zinc Co., Ltd.** 3-18-19 Toranomon, Minato-ku, Tokyo

## NOTICE OF THE 126TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

The 126th Ordinary General Meeting of Shareholders of Toho Zinc Co., Ltd. (the "Company") will be held as described below.

For the convocation of this general meeting of shareholders, the Company has taken measures for providing information electronically (the "electronic provision measures") and has posted matters subject to the electronic provision measures on the following website as the "Notice of the 126th Ordinary General Meeting of Shareholders."

The Company's website: https://www.toho-zinc.co.jp/eng/ir/

In addition to the website shown above, the Company has also posted this information on the following website.

Tokyo Stock Exchange website (Listed Company Search):

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

To view the information, please access the website above, enter the Company's name or securities code, and click "Search," and then select "Basic information" and "Documents for public inspection/PR information" in this order.

When exercising your voting rights prior to the meeting in writing or via the Internet, etc., please review the Reference Documents for the General Meeting of Shareholders as described later, follow the next instructions and send or submit your votes.

## Voting in Writing

Please indicate your approval or disapproval of the Proposals on the enclosed voting form and return it by postal mail to reach us no later than 5:40 p.m., Thursday, June 26, 2025 (Japan Standard Time).

#### Voting via the Internet, etc.

Please access the voting website designated by the Company (https://evote.tr.mufg.jp/), use the login ID and temporary password written on the enclosed voting form, and then indicate your approval or disapproval of the Proposals by following the instructions on the screen by no later than 5:40 p.m. Thursday, June 26, 2025 (Japan Standard Time).

Please also confirm "Instructions for exercising voting rights via the Internet, etc." when voting via the Internet, etc. (This only applies to those who received the Japanese version of this Notice.)

1. Date and Time: Friday, June 27, 2025 at 10:00 a.m. (Japan Standard Time)

2. Venue: Trust City Conference Kamiyacho (Kamiyacho Trust Tower 2nd Floor)

4-1-1 Toranomon, Minato-ku, Tokyo

(Please note that the venue has been changed from those of the 125th Ordinary General Meeting of Shareholders and the Extraordinary General Meeting of Shareholders.)

### 3. Purposes:

## Items to be reported:

1. Business Report and Consolidated Financial Statements for the 126th Term (from April 1, 2024 to March 31, 2025), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee

2. Non-Consolidated Financial Statements for the 126th Term (from April 1, 2024 to March 31, 2025)

## Items to be resolved:

**Proposal 1:** Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory

Committee Members)

Proposal 2: Election of One (1) Director Who Is an Audit and Supervisory Committee Member Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee

Member

**Proposal 4:** Reduction of the Amounts of Share Capital and Legal Capital Surplus

• When attending the meeting on the day, please submit the enclosed Voting Rights Exercise Form at the reception desk.

- The paper copy sent to shareholders who have made a request for delivery of documents does not include the following matters pursuant to the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company. The Audit and Supervisory Committee and the Accounting Auditor have audited the documents in the audit scope including the following:
  - (1) Matters Regarding Shares of the Company
  - (2) Matters Regarding Stock Acquisition Rights of the Company, etc.
  - (3) Matters Regarding Accounting Auditor
  - (4) Matters Regarding Systems for Ensuring the Properness of Operations
  - (5) Consolidated Financial Statements and Non-Consolidated Financial Statements
  - (6) Auditor's Report
- Should the matters subject to the electronic provision measures require revisions, the revised versions shall be posted on the respective websites where these matters are posted.

## Reference Documents for the General Meeting of Shareholders

## **Proposals and Reference Information**

Proposal 1: Election of Six (6) Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

At the conclusion of this meeting, the terms of office for all six (6) of the current Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire. Therefore, the Company proposes the election of six (6) Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Gender) (Date of Birth)	Career Summ and Signific	Number of the Company's Common Shares Owned				
	` /	Apr. 1984 June 2014  Mar. 2015  June 2018	Joined the Company Executive Officer, General Manager of Electronic Components Business Department and General Manager of Electronic Components Sales Department, Electronic Components Business Division Executive Officer, General Manager of Electronic Components Business Department, General Manager of Fujioka Works, General Manager of Technology Department, General Manager of Production Management Department, and General Manager of Toho Zinc Technical Center, Electronic Components Business Division Managing Executive Officer, General Manager of Electronic Components Business Division, General Manager of Electronic Components Business Department, and General Manager of Fujioka Works Managing Executive Officer, General Manager of Electronic Components Business Division, General Manager of Fujioka Works,				
		June 2023	and in charge of Advanced Materials Business Division				
		Feb. 2024	Representative Director and President Representative Director and President, General Manager of Metal & Recycling Business Division				
		June 2024	Representative Director and President, in charge of Electronic Components & Advanced Material Business Division (current position)				
	Tenure as	Director at the end	of the General Meeting of Shareholders: two (2) years				
	(Reasons for nomination as candidate for Director)  Mr. Masahito Ito has been engaged with the downstream business in the Company over the long term and possesses a wealth of operational experience and a proven track record. In addition, since assuming the office of Representative Director and President in June 2023, he has played a central role in the management of the Company.  Based on the above, the Company judges that he is an indispensable talent to strengthen the function of the Board of Directors and to enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Director.						

Candidate No.	Name (Gender) (Date of Birth)	Career Summand Signification	Number of the Company's Common Shares Owned					
		Apr. 1990 June 2021	Joined the Company  Executive Officer, General Manager of Metal & Recycling Business Department, General					
		June 2023	& Recycling Department, General Manager of Metal Sales Department, General Manager of Osaka Sales Department, General Manager of Business Planning Department  Executive Officer in charge of Structural					
	Yoshikazu Sato (Male) (January 17, 1967)	Feb. 2024 Executive Officer in charge of Structural	2,870 shares					
2	(January 17, 1907)	June 2024	Director, Managing Executive Officer in charge of Structural Reform, General Manager of Corporate Strategy & Planning Department					
		May 2025	Director, Managing Executive Officer, CRO, General Manager of Corporate Strategy & Planning Department, General Manager of Corporate Strategy & Planning Office (current position)					
			nd of the General Meeting of Shareholders: one (1) year					
	(Reasons for nomination as candidate for Director) Mr. Yoshikazu Sato possesses a wealth of operational experience and a proven track record in the smelting business and recycle business, our mainstay businesses. Since assuming the position of Director and Managing Executive Officer in 2024, he has played a central role in the management and has greatly contributed to the Group.  Based on the above, the Company judges that he is an indispensable talent to strengthen the function of the Board of Directors and to enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Director.							

Candidate No.	Name (Gender) (Date of Birth)		Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company				
		Apr. 1980	Joined ITOCHU Corporation				
		Apr. 2009	Executive Officer, C.E.O. for Latin America; President of ITOCHU Brasil S.A., ITOCHU Corporation				
		Apr. 2013	Managing Executive Officer, Executive Vice President, Metals & Minerals Company; Chief Operating Officer, Metals & Mineral Resources Division, ITOCHU Corporation				
	Yutaka Washizu July 2015	Advisory Member, ITOCHU Corporation (current position)					
	(Male) (October 27, 1957)	July 2015	Senior Managing Executive Officer, YANASE & CO., LTD.	Company's Common Shares Owned  - shares			
3		Dec. 2015	Director and Managing Executive Officer, YANASE & CO., LTD.				
3	June 2017  June 2022  June 2024	June 2017	Director and Senior Managing Executive Officer, YANASE & CO., LTD.				
		June 2022	Special Advisory Member, YANASE & CO., LTD.				
		June 2024	Outside Director, the Company (current position)				

Tenure as Outside Director at the end of the General Meeting of Shareholders: one (1) year

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Mr. Yutaka Washizu possesses a wealth of operational experience and a proven track record including management experience both in Japan and overseas, having taken important positions in the large trading company and automobile dealer.

Based on the above, the Company judges that he is an indispensable talent to strengthen the function of the Board of Directors and to enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Outside Director.

Candidate No.	Name (Gender) (Date of Birth)		nary, Position and Responsibility in the Company, cant Concurrent Positions Outside the Company	Number of the Company's Common Shares Owned	
		Apr. 1996	Joined Tohmatsu & Co. (currently Deloitte ToucheTohmatsu LLC)		
		Jan. 2003	Joined PricewaterhouseCoopers Financial Advisory Services Co., Ltd. (currently PwC Advisory LLC)		
		Mar. 2005	Joined Advantage Partners, Inc.		
		Mar. 2015	Director, Fasford Technology Co., Ltd.		
		June 2015	Director, LL Holdings Co., Ltd. (currently Wavedash Co., Ltd.)		
		Sep. 2015	Director, Fasford Technology Co., Ltd.		
		June 2018	Corporate Auditor, Wavedash Co., Ltd.		
		Mar. 2021	Director, Via Mechanics, Ltd. (current position)		
		Apr. 2021	Representative Director, Sustainable Battery Solutions Co., Ltd. (currently Energywith Co., Ltd.)		
	T. I.I.	June 2021	Representative Director, Sustainable Battery Holdings Co., Ltd. (current position)		
	Toru Indo (Male)	Dec. 2021	Director, Energywith Co., Ltd.	- shares	
	(December 17, 1973)	Oct. 2022	Director, Energywith Co., Ltd. (current position)	- shares	
4		Feb. 2024	Representative Director, AP78 Co., Ltd. (current position)		
		Oct. 2024	Representative Director, AP81 Holdings Co., Ltd. (current position)		
		Feb. 2025	Representative Director, AP83 Holdings Co., Ltd. (current position)		
		Mar. 2025	Outside Director, the Company (current position)		
		(Significant Co	oncurrent Positions Outside the Company)		
		Partner, Advar	ntage Partners, Inc.		
		Director, Via I	Director, Via Mechanics, Ltd.		
		Representative	Director, Sustainable Battery Holdings Co., Ltd.		
		Director, Energ	gywith Co., Ltd.		
		Representative	Director, AP78 Co., Ltd.		
		-	Director, AP81 Holdings Co., Ltd.		
		Representative	Director, AP83 Holdings Co., Ltd.		

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Mr. Toru Indo possesses a wealth of experience and insight in company management, gained through his operational experience at an audit firm, a consulting firm, and investment fund operators.

Based on the above, the Company judges that he is an indispensable talent to strengthen the function of the Board of

Directors and to enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Director.

Candidate No.	Name (Gender) (Date of Birth)	Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company	Number of the Company's Common Shares Owned		
5	Koji Tanaka (Male) (September 28, 1987)	Apr. 2016 Joined McKinsey & Company  Aug. 2024 Joined Advantage Partners, Inc.  Mar. 2025 Outside Director, the Company (current position)  (Significant Concurrent Positions Outside the Company)  Vice President, Advantage Partners, Inc.	- shares		
	Tenure as Outside Director at the end of the General Meeting of Shareholders: three (3) months  (Reasons for nomination as candidate for Outside Director and overview of expected roles)  Mr. Koji Tanaka possesses a wealth of experience and insight in company management, gained through his operational experience at a consulting firm and an investment fund operator.  Based on the above, the Company judges that he is an indispensable talent to strengthen the function of the Board of Directors and to enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Director.				

Candidate No.	Name (Gender) (Date of Birth)	Career Summand Signific	Number of the Company's Common Shares Owned			
6	Hiroyuki Miyamoto (Male) (December 30, 1989)	` `	July 2015 Joined Industrial Growth Platform, Inc.  May 2022 Joined Advantage Partners, Inc.  Dec. 2022 Director, Ecolocity Co., Ltd.  May 2023 Director, Ecolocity Co., Ltd. (current position)  Mar. 2025 Outside Director, the Company (current position)  (Significant Concurrent Positions Outside the Company)  Senior Associate, Advantage Partners, Inc.			
	(Reasons for nomination as can Mr. Hiroyuki Miyamoto posses operational experience at a major Based on the above, the Compa	Tenure as Outside Director at the end of the General Meeting of Shareholders: three (3) months mination as candidate for Outside Director and overview of expected roles) iyamoto possesses a wealth of experience and insight in company management, gained through his erience at a major general trading company, a consulting firm, and a fund operator. ove, the Company judges that he is an indispensable talent to strengthen the function of the Board of enhance the sustainable corporate value of the Group, and therefore proposes to elect him as Director.				

## (Notes)

- 1. Mr. Yutaka Washizu, Mr. Toru Indo, Mr. Koji Tanaka, and Mr. Hiroyuki Miyamoto are candidates for Outside Director.
- 2. If the election of Mr. Yutaka Washizu, Mr. Toru Indo, Mr. Koji Tanaka, and Mr. Hiroyuki Miyamoto is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to continue the agreements with them to limit the liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
- 3. Mr. Yutaka Washizu satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to continue designating him as an independent officer if his election is approved.
- 4. There is no special interest between any of the candidates and the Company.
- 5. The Company has entered into a directors and officers liability insurance contract pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance policy will cover legal compensation and litigation costs to be borne by the insured. If the proposal is approved, each candidate for Director of the Company will be included as the insured under the insurance policy.

## **Proposal 2:** Election of One (1) Director Who Is an Audit and Supervisory Committee Member

At the conclusion of this meeting, the term of office of Director Ms. Yukiko Nakagawa who is an Audit and Supervisory Committee Member will expire. Therefore, the Company proposes the election of one (1) Director who is an Audit and Supervisory Committee Member.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for Director who is an Audit and Supervisory Committee Member is as follows:

Name (Gender) (Date of Birth)		Career Summary, Position and Responsibility in the Company, and Significant Concurrent Positions Outside the Company			
	Apr. 1988	Joined Mitsui Trust Bank, Limited (currently Sumitomo Mitsui Trust Bank, Limited)			
	Sep. 2014	Personnel Director, Mizkan Holdings Co., Ltd.			
	Apr. 2016	Professor, Graduate School of Business Administration, Rikkyo University			
	June 2018	Outside Director, EDION Corporation			
	Mar. 2019	Outside Director, Renesas Electronics Corporation			
	June 2019	Outside Director, NISSIN FOODS HOLDINGS CO., LTD. (current position)			
	Feb. 2021	Outside Director, IWAKI & CO., LTD. (currently Astena Holdings Co., Ltd.)			
Yukiko Nakagawa	June 2021	Outside Director, the Company			
(Female) (June 3, 1964)	Sep. 2021	Outside Director, Macromill, Inc. (current position)	- shares		
(June 3, 1704)	June 2023	Director, The Board Director Training Institute of Japan (current position)			
	Apr. 2024	Professor (Special Appointment), Department of Business Administration, Aoyama Gakuin University (current position)			
	June 2024	Outside Director, Audit and Supervisory Committee Member, the Company (current position)			
		(Significant Concurrent Positions Outside the Company) Outside Director, NISSIN FOODS HOLDINGS CO., LTD.			
	Outside Directo	or, Macromill, Inc.			
	` *	Professor (Special Appointment), Department of Business Administration, Aoyama Gakuin University			

Tenure as Outside Director at the end of the General Meeting of Shareholders: four (4) years

Tenure as Director who is an Audit and Supervisory Committee Member at the end of the General Meeting of Shareholders:

one (1) year

(Reasons for nomination as candidate for Outside Director and overview of expected roles)

Ms. Yukiko Nakagawa possesses knowledge and insight as a scholar who has taught at academic institutions in Japan and overseas as a Doctor of Commerce. In addition, she has many years of business experience as an expert on human capital management, organizational development, and global human resource development. Furthermore, she has a wealth of experience in overseeing corporate management and has fulfilled the role of monitoring and overseeing the business execution.

Based on the above, the Company judges that she can contribute to ensuring the proper oversight and sound business practices in the overall management of the Company, and therefore proposes to elect her as Outside Director who is an Audit and Supervisory Committee Member.

(Notes) 1. Ms. Yukiko Nakagawa's name in the family register is Yukiko Schreiber.

- 2. Ms. Yukiko Nakagawa is a candidate for Outside Director.
- 3. If the election of Ms. Yukiko Nakagawa is approved, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to continue an agreement with her to limit the liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
- 4. Ms. Yukiko Nakagawa satisfies the requirements for an independent officer as provided for by Tokyo Stock Exchange, Inc., and the Company plans to continue designating her as an independent officer if her election is approved.
- 5. There is no special interest between the candidate and the Company.
- 6. The Company has entered into a directors and officers liability insurance contract pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance policy will cover legal compensation and litigation costs to be borne by the insured. If the proposal is approved, the candidate for Director of the Company will be included as the insured under the insurance policy.

# (Reference) Expertise and experiences of Directors (skill matrix)

Director attribute Name Position	Strategies (Business revitalization/ Corporate transformation)	Finance/ Tax/ Fund management/ IR	Procurement/ Recycling	Technology Development/ Production management	Sales/ Marketing	IT/DX	Human capital	Legal/ Compliance	Governance/ ESG
Reelection Masahito Ito Representative Director	•			•	•	•			•
Reelection Yoshikazu Sato Director	•		•		•			•	•
Reelection/Outside/Independent Yutaka Washizu Director	•				•		•	•	•
Reelection/Outside Toru Indo Director	•	•	•					•	•
Reelection/Outside Koji Tanaka Director	•			•	•	•	•		•
Reelection/Outside Hiroyuki Miyamoto Director	•	•				•	•	•	•
Outside/Independent Takeshi Aono Director (Audit and Supervisory Committee Member)	•	•						•	•
Reelection/Outside /Independent Yukiko Nakagawa Director (Audit and Supervisory Committee Member)	•				•		•		•
Shigeru Iizuka Director (Audit and Supervisory Committee Member)	•			•		•			•

Reelection Director candidate for reelection

Outside Outside Director or Outside Director candidate

Independent Independent officer or independent officer candidate in accordance with the provisions of Tokyo Stock Exchange, Inc.

## **Proposal 3:** Election of One (1) Substitute Director Who Is an Audit and Supervisory Committee

The Company proposes the election of one (1) substitute Director who is an Audit and Supervisory Committee Member to provide against a case where there would be a shortfall in the number of Directors who are Audit and Supervisory Committee Members stipulated by laws and regulations, because the effective terms of pre-election of Mr. Masashi Shishime, who was elected as a substitute Director who is an Audit and Supervisory Committee Member at the 124th Ordinary General Meeting of Shareholders held on June 29, 2023, will expire at the opening of this meeting.

The effectiveness of the election under this proposal may be cancelled based on resolution of the Board of Directors, provided such cancellation is done prior to the assumption of office.

In addition, the consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows:

Name (Gender) (Date of Birth)	Care and Signific	Number of the Company's Common Shares Owned	
	Apr. 1986	Registered as attorney-at-law	
	Oct. 1997	Established Shishime Law Office	
Masashi Shishime	June 2006	June 2006 Outside Audit & Supervisory Board Member, Yokogawa Bridge Holdings Corp.	
(Male) (February 16, 1955)	valie 2011 Subject Flault of Supervisory Bourd	- shares	
	June 2019	Outside Corporate Auditor, Azuma Shipping Co., Ltd. (current position)	

(Reasons for nomination as candidate for substitute outside Director and overview of expected roles) The Company proposes to elect Mr. Masashi Shishime as a substitute outside Director who is an Audit & Supervisory Committee Member, expecting that he will utilize his expertise and ample experience in corporate legal affairs as an

attorney-at-law to strengthen the effectiveness of decision-making and oversight functions of the Board of Directors of the Company. He has never been directly involved in the management of a company. However, the Company judges he will appropriately fulfill his duties as an outside Director who is an Audit and Supervisory Committee Member based on the above reasons.

- (Notes) 1. There is no special interest between the candidate and the Company.
  - 2. Mr. Masashi Shishime is a candidate for substitute outside Director.
  - 3. If this proposal is approved, Mr. Masashi Shishime assumes the office of outside Director, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, the Company plans to enter into an agreement with him to limit the liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.
  - 4. If this proposal is approved and Mr. Masashi Shishime assumes the office of outside Director, the Company plans to submit notification to Tokyo Stock Exchange, Inc. concerning his appointment as independent officer.
  - 5. The Company has entered into a directors and officers liability insurance contract pursuant to the provisions of Article 430-3, paragraph 1 of the Companies Act with an insurance company. The insurance policy will cover legal compensation and litigation costs to be borne by the insured. If this proposal is approved and Mr. Masashi Shishime assumes the office of outside Director, he will be included as the insured under the insurance policy.

## **Proposal 4:** Reduction of the Amounts of Share Capital and Legal Capital Surplus

As part of a business revitalization plan, the Company proposes that the amounts of share capital and legal capital surplus be reduced, pursuant to the provisions of Article 447, paragraph 1 of the Companies Act and Article 448, paragraph 1 of the same Act, and that the amounts be transferred to other capital surplus, for the purpose of ensuring flexibility and agility in the capital policies, while maintaining soundness in the financial position.

In this proposal, the amounts of share capital and legal capital surplus shall be reduced without changing the total number of shares issued, and therefore the reduction has no impact on the number of shares held by shareholders. As the amount of net assets of the Company shall remain unchanged, there will be no change in the amount of net assets per share.

- 1. Details of reduction of the amount of share capital
  - (1) Amount of share capital to be reduced

    The amount of share capital shall be reduced by \(\xi\)17,380,709,337, and the same amount shall be transferred to other capital surplus.
  - (2) Date on which the reduction of share capital takes effect Scheduled on July 11, 2025.
- 2. Details of reduction of the amount of legal capital surplus

  - (2) Date on which the reduction of legal capital surplus takes effect Scheduled on July 11, 2025.

The document ends here.