

This is an English translation of a part of document published in Japanese. Should there be any discrepancies between the Japanese and the English, the Japanese version shall be considered the final authority.

June 10, 2019

To Our Shareholders:

Kazuya Kage  
Representative Director and President  
Nippon Coke & Engineering Co., Ltd.  
Securities Code: 3315  
Address: 3-3-3 Toyosu, Koto-ku,  
Tokyo, 135-6007, Japan

### **Notice of the 16th Annual General Meeting of Shareholders**

You are cordially invited to attend the 16th Annual General Meeting of Shareholders of Nippon Coke & Engineering Co., Ltd. (“the Company”), which is to be held as described below.

If you are unable to attend the meeting in person, you can exercise your voting rights using any of the methods below. Please review the attached Reference Documents for the Annual General Meeting of Shareholders and exercise your voting rights by 5:45 p.m. on Wednesday, June 26, 2019 Japan time.

Date and Time Thursday, June 27, 2019 at 10:00 a.m. (the reception desk will open at 9.30 a.m.)

Place Koto City Culture Center  
4-11-3 Toyo, Koto-ku, Tokyo

#### **Purposes of the Meeting**

- |                        |  |
|------------------------|--|
| Matters to Be Reported | 1. Business Report and Consolidated Financial Statements for the 16th term (from April 1, 2018 to March 31, 2019) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Statutory Auditors<br>2. Non-consolidated Financial Statements for the 16th term (from April 1, 2018 to March 31, 2019) |
| Matters to Be Decided  | Proposal No. 1: Appropriation of Retained Earnings<br>Proposal No. 2: Election of Three (3) Directors<br>Proposal No. 3: Election of One (1) Corporate Auditor   |

■ When you attend the meeting, you are kindly requested to present the enclosed voting form at the reception desk at the venue.

## Reference Documents for the Annual General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Appropriation of Retained Earnings

The Company's basic policy on the distribution of profit is the appropriate allocation of profit to shareholder returns, investment required for establishment of a stable earnings base for the future, and internal reserves to strengthen the financial base, considering overall operating results and financial position.

With regard to the return of profit to shareholders, in addition to the aforementioned policy, the Company recognizes that the payment of continuous, long-term, stable dividends to shareholders is an important priority.

Accordingly, based on these basic policies and taking into account operating results for the fiscal year, the Company proposes the year-end dividend for the fiscal year described below.

#### Year-End Dividend

1. Type of dividend property  
Cash
2. Allotment of dividend property to shareholders and the aggregate amount  
¥3.00 per common share of the Company      Total dividends: ¥873,092,544
3. Effective date of dividend  
June 28, 2019

**Proposal No. 2: Election of Three (3) Directors**

At the conclusion of this Annual General Meeting of Shareholders, Shoji Yoshida and Kazuo Ota, who currently serve as Directors, will retire by resignation.

Accordingly, the Company requests the election of three (3) new Directors consisting of two (2) Directors to fill the vacancies in addition to an increase of one (1) Director in order to strengthen and enhance the structure of the Board of Directors.

The terms of office of the newly elected Directors will be until the expiration of the terms of office of the other Directors currently in office, in accordance with the Articles of Incorporation of the Company.

The candidates for Director are as follows.

No.	Name (date of birth)	Career history, position in the Company and responsibilities (significant concurrent positions)	No. of shares of the Company held
1	Seiichiro Ii (March 23, 1961)	April 1983 Joins Mitsui Mining Co., Ltd. June 2008 General Manager, Coal Department of the Company May 2009 Manager responsible for Shipping Agent Section, Operations Department, Miike Works of the Company October 2010 Transfers to Miike Port Logistics Corporation February 2013 General Manager, Energy Sales Department of the Company June 2016 Executive Officer, and General Manager, Energy Sales Department of the Company (current position)	8,323 shares
2	Hiroyuki Hashimoto (March 1, 1959)	April 1982 Joins Mitsui Miike Machinery Co., Ltd. June 2006 Deputy Manager, Tochigi Works, General Engineering Division of the Company June 2010 Manager, Tochigi Engineering Factory, Chemical Machinery Division of the Company May 2011 General Manager, Chemical Machinery Division of the Company June 2011 Executive Officer, and General Manager, Chemical Machinery Division of the Company November 2013 Deputy General Manager, Chemical Machinery Division of the Company June 2017 Executive Officer, and General Manager, Chemical Machinery Division of the Company (current position)	12,470 shares

No.	Name (date of birth)	Career history, position in the Company and responsibilities (significant concurrent positions)	No. of shares of the Company held
3	Kenichiro Uchida (August 6, 1967)	<p>April 1990 Joins Sumitomo Corporation</p> <p>July 2007 Team Leader, Carbon Products, Carbon Department, Sumitomo Corporation</p> <p>June 2010 Advisor, Carbon Department, Sumitomo Corporation; and Group Leader, Coke Sales, Coke Department of the Company</p> <p>July 2013 Team Leader, Carbon Materials, and Team Leader, Carbon Products, Carbon Department, Sumitomo Corporation</p> <p>April 2014 Team Leader, Carbon Products, Carbon Department, Sumitomo Corporation; and Director, and General Manager, Sales Department, Petrocokes Japan Ltd.</p> <p>April 2017 Deputy General Manager, Carbon Department, and Team Leader, Carbon Products, Carbon Department, Sumitomo Corporation; and Director, and General Manager, Sales Department, Petrocokes Japan Ltd.</p> <p>April 2018 General Manager, Carbon Department, Sumitomo Corporation; Director, Petrocokes Japan Ltd.; and Director, Summit CRM, Ltd. (current position)</p>	—

Note: There are no special interests between any of the candidates and the Company.

**Proposal No. 3: Election of One (1) Corporate Auditor**

At the conclusion of this Annual General Meeting of Shareholders, Takahiko Iwai, who currently serves as Corporate Auditor, will retire by resignation. Accordingly, the Company requests the election of one (1) Corporate Auditor to fill the vacancy.

The term of office of the newly elected Corporate Auditor will be until the expiration of the term of office of the retiring Corporate Auditor, in accordance with the Articles of Incorporation of the Company.

This proposal has received the approval of the Board of Statutory Auditors.

The candidate for Corporate Auditor is as follows.

<b>Name (date of birth)</b>	<b>Career history, position in the Company and responsibilities (significant concurrent positions)</b>	<b>No. of shares of the Company held</b>
Hiroto Naito (July 5, 1967)	April 1991 Joins Nippon Steel Corporation April 2006 Group Leader, General Affairs, Kamaishi Steelworks, Nippon Steel Corporation July 2017 Group Leader, Sales Management, Sales Management Department, Nippon Steel Corporation November 2013 Manager, Automotive Steel Team No. 1, Automotive Steel Department, Nippon Steel & Sumitomo Metal Corporation April 2016 General Manager, General Affairs Department, Hirohata Works, Nippon Steel & Sumitomo Metal Corporation April 2018 Senior Manager, General Affairs Department, Nippon Steel & Sumitomo Metal Corporation April 2019 General Manager, Corporate Planning Department, Nippon Steel Corporation	—

**Notes**

1. There are no special interests between Hiroto Naito and the Company.
2. Hiroto Naito is a candidate for outside Corporate Auditor.
3. The Company has selected Hiroto Naito as a candidate for outside Corporate Auditor because he is General Manager of the Corporate Planning Department at Nippon Steel Corporation and also has business experience related to sales and general affairs, and he is expected to reflect his extensive experience with corporate management in the management of the Company. Nippon Steel Corporation is a leading business partner (a specified associated company) of the Company, and Hiroto Naito has received a salary, etc. as an employee from Nippon Steel Corporation for the past two years and intends to receive such a salary, etc. in the future.
4. In the event that the election of Hiroto Naito is approved, the Company, pursuant to Article 427, Paragraph 1, of the Companies Act, intends to enter into agreement with Hiroto Naito to limit his liability, as provided for in Article 423, Paragraph 1, of the Companies Act, to the amount prescribed by laws and regulations in so far as Hiroto Naito performs his duties in good faith and without gross negligence.

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