

May 8, 2020

Company name: Nippon Steel Corporation
Representative: Eiji Hashimoto, Representative Director and President
Stock listing: First Section of the TSE, First Section of the NSE, FSE, and SSE
Code number: 5401
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Notice regarding Partial Amendment to Articles of Incorporation

Nippon Steel Corporation (“Nippon Steel”) hereby announces that it was resolved at a Board of Directors meeting held today that the company would submit a proposal to the 96th General Meeting of Shareholders to be held on June 24, 2020 to partially amend the Articles of Incorporation.

1. Purpose of the amendment

As stated in the “Notice regarding a Transition to a Company with an Audit & Supervisory Committee” released on February 7, 2020, Nippon Steel decided to transition from a Company with an Audit & Supervisory Board to a Company with an Audit & Supervisory Committee.

Based on that decision, Nippon Steel will make the following amendments to the Articles of Incorporation in order to transition to a Company with an Audit & Supervisory Committee.

- (1) Creation of provisions regarding establishment of, and other matters relating to, the “Audit & Supervisory Committee,” and deletion of provisions regarding “Audit & Supervisory Board Members” and the “Audit & Supervisory Board” (Article 4, and Articles 29 through 31 of the proposed amendments, and Article 20, Article 22, Articles 26 through 29, and Article 32 of the current Articles of Incorporation).
- (2) Creation of provisions regarding the number, method of election, term of office, method for determining the compensation, etc. of Directors who are Audit & Supervisory Committee Members (Article 16, Article 17, Paragraph 2, Article 18, and Article 19 of the proposed amendments).
- (3) Creation of provisions that permit delegation of all or part of the decisions regarding execution of important operations (excluding matters stipulated in Article 399-13,

Paragraph 5 of the Companies Act) to Directors by resolution of the Board of Directors (Article 25 of the proposed amendments).

- (4) Modification, deletion, renumbering of Articles, and other necessary changes in conjunction with the foregoing (Article 20 and Article 21 of the proposed amendments, Article 1 of the Supplementary Provision, and Article 34 of the current Articles of Incorporation).

2. Details of the amendments

The details of the amendments of the Articles of Incorporation are as set forth in the Attachment.

3. Schedule

The scheduled date of the General Meeting of Shareholders to amend the Articles of Incorporation:

Wednesday, June 24, 2020

The scheduled effective date of amendment to the Articles of Incorporation:

Wednesday, June 24, 2020

(End)

(Proposed amendments are indicated with underlines.)

| Current Articles of Incorporation | Proposed Amendments |
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| <p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p style="text-align: center;">(New)</p> <p>Article 4. (Omitted)</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Articles 5. to 8. (Omitted)</p> <p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Articles 9. to 14. (Omitted)</p> <p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 15. The Company shall <u>have</u> not more than twenty (20) <u>Directors and a Board of Directors.</u> (New)</p> | <p style="text-align: center;">CHAPTER I GENERAL PROVISIONS</p> <p>Article 4. <u>The Company shall have the following organs in addition to the general meeting of shareholders and Directors.</u> <u>(1) Board of Directors</u> <u>(2) Audit & Supervisory Committee</u> <u>(3) Accounting Auditor</u></p> <p>Article 5. (No change)</p> <p style="text-align: center;">CHAPTER II SHARES</p> <p>Articles 6. to 9. (No change)</p> <p style="text-align: center;">CHAPTER III GENERAL MEETING OF SHAREHOLDERS</p> <p>Articles 10. to 15. (No change)</p> <p style="text-align: center;">CHAPTER IV DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 16. The <u>number of Directors of the</u> Company shall <u>be</u> not more than twenty (20). <u>2. The number of Directors who are Audit & Supervisory Committee Members shall be not more than seven (7).</u></p> |

| Current Articles of Incorporation | Proposed Amendments |
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| <p>Article 16. Resolution of a general meeting of shareholders electing Directors shall require the presence of the shareholders holding in the aggregate one third or more of the votes of the shareholders who are entitled to exercise their voting rights and the affirmative vote of a majority of the votes of the shareholders present.</p> <p style="text-align: center;">(New)</p> <p><u>2.</u> Cumulative voting shall not be adopted for the election of Directors.</p> <p>Article 17. The term of office of a <u>Director</u> shall expire upon the conclusion of the next ordinary general meeting of shareholders convened following the assumption of office of such Director.</p> <p style="text-align: center;">(New)</p> <p style="text-align: center;">(New)</p> | <p>Article 17. Resolution of a general meeting of shareholders electing Directors shall require the presence of the shareholders holding in the aggregate one third or more of the votes of the shareholders who are entitled to exercise their voting rights and the affirmative vote of a majority of the votes of the shareholders present.</p> <p><u>2. The election of Directors shall be implemented by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p><u>3.</u> Cumulative voting shall not be adopted for the election of Directors.</p> <p>Article 18. The term of office of <u>Directors (excluding Directors who are Audit & Supervisory Committee Members)</u> shall expire upon the conclusion of the next ordinary general meeting of shareholders convened following the assumption of office of such Director.</p> <p><u>2. The term of office of Directors who are Audit & Supervisory Committee Members shall expire upon the conclusion of the ordinary general meeting of shareholders for the last business year which ends within two (2) years following the assumption of office of such Director.</u></p> <p><u>3. The term of office of a Director who is an Audit & Supervisory Committee Member elected to fill a vacancy caused by retirement of a Director who was an Audit & Supervisory Committee Member prior to the expiry of his/her term of office shall be up to the expiry</u></p> |

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| <p>Article 18. Any compensation, bonuses or any other financial benefits (<u>collectively, the “Compensation”</u>) payable to Directors by the Company in consideration for their performance of duties shall be determined by resolution of a general meeting of shareholders.</p> <p style="text-align: center;">(New)</p> <p>Article 19. The Board of Directors may, by resolution, appoint one (1) Chairman and one (1) President from among the Directors.</p> <p>2. The Board of Directors may, by resolution, appoint Vice Chairmen, Executive Vice Presidents and Managing Directors from among the Directors.</p> <p>Article 20. In convening a meeting of the Board of Directors, the notice to that effect shall be sent to each Director <u>and each Audit &</u></p> | <p><u>of the term of office of such retiring Director who was an Audit & Supervisory Committee Member.</u></p> <p>Article 19. Any compensation, bonuses or any other financial benefits payable to Directors by the Company in consideration for their performance of duties shall be determined by resolution of a general meeting of shareholders <u>by distinguishing between Directors who are Audit & Supervisory Committee Members and other Directors.</u></p> <p>Article 20. <u>The Board of Directors shall, by resolution, appoint Representative Directors from among the Directors (excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>Article 21. The Board of Directors may, by resolution, appoint one (1) Chairman and one (1) President from among the Directors <u>(excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>2. The Board of Directors may, by resolution, appoint Vice Chairmen, Executive Vice Presidents and Managing Directors from among the Directors <u>(excluding Directors who are Audit & Supervisory Committee Members).</u></p> <p>Article 22. In convening a meeting of the Board of Directors, the notice to that effect shall be sent to each Director at least three (3) days in</p> |

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| <p><u>Supervisory Board Member</u> at least three (3) days in advance of the date of such meeting; provided, however, that in the case of an emergency, this period may be shortened.</p> | <p>advance of the date of such meeting; provided, however, that in the case of an emergency, this period may be shortened.</p> |
| <p>Article 21. (Omitted)</p> | <p>Article 23. (No change)</p> |
| <p>Article 22. In the event that a Director makes a proposal for an agenda item to be resolved at the Board of Directors and all Directors who are entitled to vote with respect to such item give consent in writing or electronically to such proposal, the Board of Directors shall be deemed to have approved by resolution such proposal, <u>unless one or more Audit & Supervisory Board Members oppose such proposal.</u></p> | <p>Article 24. In the event that a Director makes a proposal for an agenda item to be resolved at the Board of Directors and all Directors who are entitled to vote with respect to such item give consent in writing or electronically to such proposal, the Board of Directors shall be deemed to have approved by resolution such proposal.</p> |
| <p>(New)</p> | |
| | <p>Article 25. <u>In accordance with the provisions of Article 399-13, Paragraph 6 of the Companies Act, the Company may, by resolution of the Board of Directors, delegate all or part of the decisions regarding execution of important operations (excluding matters listed in the items of Paragraph 5 of that Article) to Directors.</u></p> |
| <p>Articles 23. to 25. (Omitted)</p> | <p>Articles 26. to 28. (No change)</p> |
| <p style="text-align: center;">CHAPTER V <u>AUDIT & SUPERVISORY BOARD</u> <u>MEMBERS AND AUDIT & SUPERVISORY BOARD</u></p> | <p style="text-align: center;">CHAPTER V <u>AUDIT & SUPERVISORY COMMITTEE</u></p> |
| <p>Article 26. <u>The Company shall have not more than seven</u></p> | <p>(Deleted)</p> |

| Current Articles of Incorporation | Proposed Amendments |
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| <p><u>(7) Audit & Supervisory Board Members and an Audit & Supervisory Board.</u></p> <p><u>Article 27.</u> <u>Resolution of a general meeting of shareholders electing Audit & Supervisory Board Members shall require the presence of the shareholders holding in the aggregate one third or more of the votes of the shareholders who are entitled to exercise their voting rights and the affirmative vote of a majority of the votes of the shareholders present.</u></p> <p><u>Article 28.</u> <u>The term of office of an Audit & Supervisory Board Member shall expire upon the conclusion of the ordinary general meeting of shareholders pertaining to the last business year which ends within four (4) years following the assumption of office of such Audit & Supervisory Board Member.</u></p> <p><u>Article 29.</u> <u>Any Compensation payable to Audit & Supervisory Board Members by the Company shall be determined by resolution of a general meeting of shareholders.</u></p> <p><u>Article 30.</u> (New) <u>The Audit & Supervisory Board may, by resolution, elect Senior Audit & Supervisory Board Members from among the Audit & Supervisory Board Members.</u></p> | <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p><u>Article 29.</u> <u>The Audit & Supervisory Committee shall, by resolution, elect full-time Audit & Supervisory Committee Members from among the Audit & Supervisory Committee Members.</u> <u>2. The Audit & Supervisory Committee may, by resolution, elect Senior Audit & Supervisory Committee Members from among the Audit & Supervisory Committee</u></p> |

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| <p>Article 31. In convening a meeting of the <u>Audit & Supervisory Board</u>, the notice to that effect shall be sent to each <u>Audit & Supervisory Board Member</u> at least three (3) days in advance of the date of such meeting; provided, however, that in the case of an emergency, this period may be shortened.</p> <p>Article 32. <u>The Company may, by resolution of the Board of Directors, limit the liabilities of the Audit & Supervisory Board Members to the extent as provided in laws and regulations.</u> <u>2. The Company may, in accordance with laws and regulations, enter into an agreement with its Audit & Supervisory Board Member which limits the liability of such Audit & Supervisory Board Member to the greater of an amount determined in advance by the Company which shall not be less than twenty million yen (¥20,000,000) and the sum of the amounts set forth in Article 425, Paragraph 1 of the Companies Act.</u></p> <p>Article 33. Any matters relating to the <u>Audit & Supervisory Board</u> not provided for in the Articles of Incorporation shall be governed by the <u>Regulations of the Audit & Supervisory Board</u> prescribed by the <u>Audit & Supervisory Board</u>.</p> <p style="text-align: center;"><u>CHAPTER VI</u> <u>ACCOUNTING AUDITOR</u></p> | <p><u>Members.</u></p> <p>Article 30. In convening a meeting of the <u>Audit & Supervisory Committee</u>, the notice to that effect shall be sent to each <u>Audit & Supervisory Committee Member</u> at least three (3) days in advance of the date of such meeting; provided, however, that in the case of an emergency, this period may be shortened.</p> <p style="text-align: center;">(Deleted)</p> <p>Article 31. Any matters relating to the <u>Audit & Supervisory Committee</u> not provided for in the Articles of Incorporation shall be governed by the <u>Regulations of the Audit & Supervisory Committee</u> prescribed by the <u>Audit & Supervisory Committee</u>.</p> <p style="text-align: center;">(Deleted)</p> |

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| <p><u>Article 34.</u> <u>The Company shall have an accounting auditor.</u></p> <p style="text-align: center;">CHAPTER <u>VII</u> ACCOUNTING AND OTHER MATTERS</p> <p>Articles <u>35.</u> to <u>38.</u> (Omitted)</p> <p style="text-align: center;">(New)</p> | <p style="text-align: center;">(Deleted)</p> <p style="text-align: center;">CHAPTER <u>VI</u> ACCOUNTING AND OTHER MATTERS</p> <p>Articles <u>32.</u> to <u>35.</u> (No change)</p> <p style="text-align: center;"><u>SUPPLEMENTARY PROVISION</u></p> <p><u>Article 1.</u> <u>Limitation by resolution of the Board of Directors of the liabilities of Audit & Supervisory Board Members under Article 423, Paragraph 1 of the Companies Act, which have arisen prior to the conclusion of the 96th General Meeting of Shareholders, shall be governed by Article 32, Paragraph 1 of the version of the Articles of Incorporation prior to the amendment by resolution of that General Meeting of Shareholders.</u></p> |