

**OSAKA STEEL CO.,LTD.**

**Notice of the 42nd General Meeting of Shareholders**

**OSAKA STEEL CO.,LTD.**

**6-1, Doshomachi3-chome, Chuo-ku, Osaka, Japan 541-0045**

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(Stock Exchange Code 5449)

June 3, 2020

**To Shareholders with Voting Rights:**

Masaki Iwasaki

Representative Director and President

OSAKA STEEL CO., LTD.

Registered head office: 1-9-3 Minami Okajima, Taisho-ku, Osaka

Headquarters: 3-6-1 Doshomachi, Chuo-ku, Osaka

**NOTICE OF CONVOCATION OF  
THE 42ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

It is our pleasure to inform you of the 42nd Annual General Meeting of Shareholders of OSAKA STEEL CO., LTD. (the “Company”). The meeting will be held as described below.

In view of the spread of COVID-19 infection since the beginning of the year, society as a whole continues to be subject to measures to prevent infection, such as social distancing and the avoidance of close personal contact. Under these circumstances, the Company has determined to hold this Annual General Meeting of Shareholders after implementing suitable measures to prevent infection.

Shareholders are requested to exercise their voting rights by post or via the Internet, and refrain from attending this Annual General Meeting of Shareholders in person, wherever possible, regardless of their state of health, in order to prevent the spread of infection.

**Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form, and return it so that it is received by 5:20 p.m. (Japan time), the end of the Company’s business hours, on Wednesday, June 24, 2020.**

**1. Date and Time:** Thursday, June 25, 2020 at 10:00 a.m. (Japan time)

**2. Place:** The Company's Meeting Room  
1-9-3 Minami Okajima, Taisho-ku, Osaka

Due to the difficulty in securing a venue resulting from the declaration of a state of emergency, the Company has chosen to focus on stable use of the venue, and will thus hold the General Meeting of Shareholders at its registered address. The venue is different to the venue used in previous years, and attendees are reminded to refer to the map provided on the final page (of Japanese original), and ensure that they come to the correct venue.

In addition, fewer seats will be available than in previous years, due to the necessity to widen the space between seats. For this reason, it may not be possible to admit all attendees to the venue. We ask for your kind understanding.

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 42nd Fiscal Year (April 1, 2019 - March 31, 2020) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
  2. Non-consolidated Financial Statements for the Company's 42nd Fiscal Year (April 1, 2019 - March 31, 2020)

**Proposals to be resolved:**

- Proposal 1:** Partial Amendments to the Articles of Incorporation
- Proposal 2:** Election of Eight (8) Directors
- Proposal 3:** Election of One (1) Audit & Supervisory Board Member
- Proposal 4:** Election of One (1) Substitute Audit & Supervisory Board Member

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- Ⓞ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Ⓞ Of the documents to be provided with this Notice, Notes to Consolidated Financial Statements of the Consolidated Financial Statements and Notes to Non-consolidated Financial Statements of the Non-consolidated Financial Statements are posted on the Company's website in accordance with the provisions of laws and regulations as well as Article 17 of the Company's Articles of Incorporation, and therefore are not provided in the attachment to this Notice. Furthermore, the Consolidated Financial Statements and Non-consolidated Financial Statements provided in the attachment to this Notice constitute a part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Accounting Auditor and Audit & Supervisory Board Members when preparing the Accounting Audit Report and Audit Report, respectively.
  - Ⓞ Should revisions arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements, the revised versions will be posted on the Company's website.

<Requests for Our Shareholders>

- Alcohol disinfectant solution will be provided for the use of shareholders near the reception at the venue. Shareholders are requested to bring and wear a mask when entering the venue.
- Attendees may be asked to cooperate with non-contact body temperature measurement near the entrance to the venue.
- Attendees deemed to have a fever, those appear to be unwell, and those who have returned from overseas within the 14 days prior to the meeting may be refused entry, and requested to leave.
- Staff at the General Meeting of Shareholders will undergo body temperature measurement, confirm their health condition, and wear masks when attending.
- Souvenirs are usually presented to shareholders attending the General Meeting of Shareholders, but will not be distributed this year, to reduce the risk of infection through personal contact.
- The Company's countermeasures may change depending on the spread of infection and announcement made by the government and other authorities up until the day of the General Meeting of Shareholders. Shareholders are requested to check the Company's website for any updates.

The company's website: <https://www.osaka-seitetsu.co.jp>

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for the Proposal

The proposed amendments consist of the addition of a business purpose in Article 2 of the current Articles of Incorporation, in order to clarify the Company's business description in line with the present state of the Company's business.

2. Description of the amendment

A comparison of the amendments between the current Articles of Incorporation and the amended Articles of Incorporation are as follows.

Amended parts are underlined.

Current Articles of Incorporation	Proposed amendment
<p>Article 2. (Purpose) The purpose of the Company is to engage in the following businesses:</p> <p>(1) to (6) (Omitted)</p> <p>(Newly established)</p> <p><u>(7)</u> Other businesses related to the preceding items.</p>	<p>Article 2. (Unchanged)</p> <p>(1) to (6) (Unchanged)</p> <p><u>(7) Generation and sale of electric power from renewable energies.</u></p> <p><u>(8)</u> Other businesses related to the preceding items.</p>

**Proposal 2: Election of Eight (8) Directors**

The term of office of all eight (8) current Directors ends at the conclusion of the 42nd General Meeting of Shareholders. The Board of Directors proposes that eight (8) Directors, including two (2) Outside Directors, be elected.

The candidates for Directors are set forth below.

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
1 Taisuke Nomura (November 8,1959)	April 1982      Joined NIPPON STEEL CORPORATION (NSC) May 2003      General Manager, Head of Production Scheduling Division, Nagoya Works of NSC April 2011      President of NIPPON STEEL INDIA PRIVATE LIMITED October 2012    President of NIPPON STEEL & SUMITOMO METAL INDIA PRIVATE LIMITED July 2015      Executive Counselor, Global Business Development Sector, Head of Global Business Support Center of NIPPON STEEL & SUMITOMO METAL CORPORATION(NSSMC) April 2017      Executive Officer, Vice Head of Global Business Development of NSSMC April 2019      Managing Executive Officer, Vice Head of Global Business Development of NIPPON STEEL CORPORATION April 2020      Executive Officer of NIPPON STEEL CORPORATION Executive Advisor of the Company To the present	0
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the new election of Mr. Taisuke Nomura as a Director because it decides that he is well-qualified for the position by his deep knowledge and strong leadership in corporate management, and ample business knowledge and experience in the steel business.		

(Note)

NIPPON STEEL & SUMITOMO METAL CORPORATION has changed its trade name to NIPPON STEEL CORPORATION on April 1, 2019 (hereinafter the same shall apply in Reference Documents).

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
2 Kazuo Fujita (May 30,1957)	<p>April 1982      Joined NIPPON STEEL CORPORATION(NSC)</p> <p>April 2007      General Manager, Head of Shape Division, Sakai Works, Head of Environment and Process Research Center, R &amp; D Laboratories of NSC</p> <p>April 2011      Executive Counselor, General Manager, Head of Sakai Works of NSC</p> <p>October 2012    Executive Counselor, General Manager, Head of Sakai Works of NIPPON STEEL &amp; SUMITOMO METAL CORPORATION(NSSMC)</p> <p>April 2014      Executive Counselor, General Manager, Head of Rail, Shape &amp; Spiral pipe Technology Division, Construction Products Unit of NSSMC</p> <p>April 2016      Advisor of the Company</p> <p>June 2016      Director, General Manager, Purchasing Division, Production &amp; Technical Control Division, Product Planning Division, responsible for Matters specially appointed by the President of the Company</p> <p>September 2016 Director, General Manager, Head of Nishi-Nihon Kumamoto Works, Head of Recycling Business Promotion Division, Nishi-Nihon Kumamoto Works of the Company</p> <p>April 2017      Managing Director, General Manager, Head of Osaka Unit, Head of Osaka Unit Sakai Works, assistant to CLO for Matters related to Education of the Company</p> <p>July 2018      Managing Director, General Manager, Head of Osaka Unit, S Project Team Leader, assistant to CLO for Matters related to Education of the Company</p> <p>April 2019      Managing Director, General Manager, Head of Osaka Unit, Head of Osaka Unit Okajima Works, S Project Team Leader, assistant to CLO for Matters related to Education of the Company</p> <p>June 2019      Managing Director, General Manager, Head of Osaka Unit, Head of Osaka Unit Okajima Works, S Project Team Leader of the Company To the present</p>	7,000
<p><u>Reasons for the election as Director Candidate</u></p> <p>The Board of Directors has proposed the re-election of Mr. Kazuo Fujita as a Director because it decides that he is well-qualified for the position by his excellent performance in the field of rolling technology and supervising manufacturing plants since joining the Company, and by his ample business knowledge and experience in the steel business.</p>		

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
<p style="text-align: center;">3 Teruyuki Wakatsuki (March 2, 1959)</p>	<p>April 1983      Joined NIPPON STEEL CORPORATION (NSC)</p> <p>January 2007    General Manager, Head of Rail, Shape &amp; Spiral pipe Technology Department, Construction Products Marketing Division, Construction Products Unit of NSC</p> <p>April 2012      Executive Counselor, General Manager, Production &amp; Technical Control Division, International Business Development Division of the Company</p> <p>June 2012      Executive Officer, General Manager, Production &amp; Technical Control Division, International Business Development Division of the Company</p> <p>November 2012 Executive Officer, General Manager, Head of Product Planning Division, International Business Development Division of the Company</p> <p>June 2014      Senior Executive Officer, General Manager, Head of Product Planning Division, International Business Development Division of the Company</p> <p>April 2016      Senior Executive Officer, General Manager, Head of Osaka Okajima Works, Head of Product Planning Division, International Business Development Division of the Company</p> <p>April 2017      Senior Executive Officer, General Manager, Head of Osaka Unit Okajima Works, Head of Product Planning Division, International Business Development Division of the Company</p> <p>June 2017      Director, General Manager, Head of Osaka Unit Okajima Works, Head of Product Planning Division of the Company</p> <p>June 2018      Director, General Manager, Head of Product Planning Division of the Company To the present</p>	6,800
<p><u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the re-election of Mr. Teruyuki Wakatsuki as a Director because it decides that he is well-qualified for the position by his excellent performance in the field of planning products and supervising manufacturing plants since joining the Company, and by his ample business knowledge and experience in the steel business.</p>		



Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
<p>4 Katsuhide Nakashima (May 8, 1962)</p>	<p>April 1985      Joined NIPPON STEEL CORPORATION (NSC)  July 2010      General Manager, Head of Chugoku Marketing Branch of NSC  October 2012    General Manager, Head of Chugoku Marketing Branch of NIPPON STEEL &amp; SUMITOMO METAL CORPORATION(NSSMC)  April 2013      General Manager, Head of Plate Marketing Division, Plate Unit of NSSMC  April 2016      Executive Counselor, General Manager, Head of Marketing Division, Product Planning Division of the Company  June 2016      Executive Officer, General Manager, Head of Marketing Division, Product Planning Division of the Company  June 2017      Senior Executive Officer, responsible for Matters related to Marketing of the Company  June 2018      Director, responsible for Matters related to Marketing (including overseas) of the Company  June 2019      Director, responsible for Matters related to Marketing (including overseas) and Sales &amp; Logistics Planning of the Company, General Manager, Head of Nagoya Marketing Branch of the Company  April 2020      Director, responsible for Matters related to Marketing (including overseas) and Sales &amp; Logistics Planning of the Company, General Manager, Head of Sales &amp; Logistics Planning Division, Head of Nagoya Marketing Branch of the Company  To the present</p>	<p>4,300</p>
<p><u>Reasons for the election as Director Candidate</u>  The Board of Directors has proposes the re-election of Mr. Katsuhide Nakashima as a Director because it decides that he is well-qualified for the position by his excellent performance in the field of marketing since joining the Company, and by his ample business knowledge and experience in the steel business.</p>		

Name (date of birth)		Brief personal history (with material concurrent positions)	Number of shares of the Company owned
5	Kentarō Ono (June 2, 1964)	April 1988 April 2016	1,300
		April 2019 June 2019 To the present	
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the re-election of Mr. Kentarō Ono as a Director because it decides that he is well-qualified for the position by his excellent performance in the field of General Administration and Accounting & Finance since joining the Company, and by his ample business knowledge and experience in the steel business.			

Name (date of birth)		Brief personal history (with material concurrent positions)	Number of shares of the Company owned
6	Kazuo Imanaka (August 4, 1962)	April 1985 July 2011 October 2012	0
		April 2014 April 2017 April 2020 To the present	
<u>Reasons for the election as Director Candidate</u> The Board of Directors has proposed the new election of Mr. Kazuo Imanaka as a Director because it decides that he is well-qualified for the position by his excellent performance in the field of supervising manufacturing plants, and by his ample business knowledge and has experience in the steel business.			

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
<p>7 Hironobu Ishikawa (December 4,1954)</p>	<p>April 1979      Joined MITSUI &amp; CO., LTD.  April 2006      General Manager, Head of Energy Business  Division of MITSUI &amp; CO., LTD.  April 2010      Executive Officer, General Manager, Head of  Human Resources &amp; General Administration  Division of MITSUI &amp; CO., LTD.  April 2013      Managing Executive Officer, Chief Operating  Officer of EMEA (Europe, the Middle East and  Africa) Business Unit of MITSUI &amp; CO., LTD.  President of Mitsui &amp; Co. Europe PLC  April 2015      Senior Managing Executive Officer, Chief  Operating Officer of EMEA (Europe, the  Middle East and Africa) Business Unit of  MITSUI &amp; CO., LTD.  President of Mitsui &amp; Co. Europe PLC  April 2016      Advisor of MITSUI &amp; CO., LTD.  May 2016      International Senior Advisor of Kreab  Worldwide AB  June 2018      Outside Director of the Company  December 2019      Outside Director of Pasona Group Inc.  To the present</p> <p>[Significant concurrent positions]  International Senior Advisor, Kreab Worldwide AB  Outside Director of Pasona Group Inc.</p> <p><u>Reasons for the election as Outside Director Candidate</u>  The Board of Directors has proposed the re-election of Mr. Hironobu Ishikawa as an Outside Director because it decides that he is well-qualified for the position by his contributing to strengthening corporate governance of the Company, and by his ample business knowledge that he accumulated at a general trading company for many years and his experience in corporate management from his global viewpoint.  Since his appointment as an Outside Director of the Company, Mr. Hironobu Ishikawa will have served in such position for Two (2) years at the conclusion of this General Meeting of Shareholders.</p>	<p>0</p>

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
8 Shinya Matsuzawa (February 27, 1956)	<p>April 1979      Joined SHIONOGI &amp; CO., LTD.</p> <p>April 2005      General Manager, Head of Legal Affairs Division of SHIONOGI &amp; CO., LTD.</p> <p>April 2013      Executive Officer, General Manager, Head of Legal Affairs Division of SHIONOGI &amp; CO., LTD.</p> <p>April 2016      General Manager, Head of Legal Affairs Division of SHIONOGI &amp; CO., LTD.</p> <p>April 2019      Advisor, Legal Affairs Division of SHIONOGI &amp; CO., LTD.</p> <p>June 2019      Outside Director of the Company To the present</p> <p>[Significant concurrent positions] Advisor, Legal Affairs Division, SHIONOGI &amp; CO., LTD.</p>	0
	<p><u>Reasons for the election as Outside Director Candidate</u> The Board of Directors has proposed the new election of Mr. Shinya Matsuzawa as an Outside Director because it decides that he is well-qualified for the position by his contributing to strengthening corporate governance of the Company, and by his ample business knowledge that he accumulated at other companies for many years and his experience in corporate legal affairs. Since his appointment as an Outside Director of the Company, Mr. Shinya Matsuzawa will have served in such position for One (1) year at the conclusion of this General Meeting of Shareholders.</p>	

(Notes)

1. There is no special interest between each of these candidates and the Company.
2. Mr. Hironobu Ishikawa is a candidate for an Outside Director.

The Company has already filed Mr. Hironobu Ishikawa as an “independent director/auditor” with Tokyo Stock Exchange, Inc.

Pursuant to the provisions of the Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Articles of Incorporation of the Company, the Company has concluded an agreement with Mr. Hironobu Ishikawa that limits his liability to the amount stipulated by laws and regulations, in the case of neglecting his duties.

3. Mr. Shinya Matsuzawa is a candidate for an Outside Director.

The Company has already filed Mr. Shinya Matsuzawa as an “independent director/auditor” with Tokyo Stock Exchange, Inc.

Pursuant to the provisions of the Article 427, Paragraph 1 of the Companies Act and Article 27, Paragraph 2 of the Articles of Incorporation of the Company, the Company has concluded an agreement with Mr. Shinya Matsuzawa that limits his liability to the amount stipulated by laws and regulations, in the case of neglecting his duties.

**Proposal 3: Election of One (1) Audit & Supervisory Board Member**

The Audit & Supervisory Board Member Mr. Nara Hirokazu will resign at the conclusion of the 42nd General Meeting of Shareholders. The Board of Directors proposes that One (1) Audit & Supervisory Board Member be elected.

Mr. Shigeji Sugimoto is not elected as a Substitute Audit & Supervisory Board Member because of resignation of Mr. Nara Hirokazu. Therefore his term of office as 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.

The submission of this proposal has been consented to by the Audit & Supervisory Board.

The candidate for Audit & Supervisory Board Member is set forth below.

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
Shigeji Sugimoto (July 1, 1951)	<p>April 1974      Joined Tohmatsu Awoki &amp; Co. (currently known as Deloitte Touche Tohmatsu LLC)</p> <p>April 1978      Registered as a certified public accountant</p> <p>July 1989       Partner, Tohmatsu Awoki &amp; Sanwa</p> <p>January 2016   Established Shigeji Sugimoto Certified Public Accountant Office</p> <p>May 2016       Outside Audit &amp; Supervisory Board Member of AEON Fantasy Co., Ltd.</p> <p>June 2016       Outside Audit &amp; Supervisory Board Member of AEON Bank, Ltd.</p> <p>                     Outside Audit &amp; Supervisory Board Member of NIPPON STEEL &amp; SUMIKIN BUSSAN CORPORATION (currently known as NIPPON STEEL TRADING CORPORATION)</p> <p>                     To the present</p> <p>[Significant concurrent positions]</p> <p>                     Shigeji Sugimoto Certified Public Accountant Office CPA</p> <p>                     Outside Audit &amp; Supervisory Board Member, AEON Fantasy Co., Ltd.</p> <p>                     Outside Audit &amp; Supervisory Board Member, AEON Bank, Ltd.</p> <p>                     Outside Audit &amp; Supervisory Board Member, NIPPON STEEL TRADING CORPORATION</p>	0
	<p><u>Reasons for the election as Outside Audit &amp; Supervisory Board Member Candidate</u></p> <p>The Board of Directors has proposed the new election of Mr. Shigeji Sugimoto as an Outside Audit &amp; Supervisory Board Member because it decides that he is well-qualified for the position by his capability to perform his duties by appropriate action from objective viewpoint, and by his ample experience and expert knowledge as a CPA, notwithstanding the fact that he does not have experience participating corporate management other than as an Outside Audit &amp; Supervisory Board Member.</p>	

(Notes)

1. There is no special interest between Mr. Shigeji Sugimoto and the Company.
2. Mr. Shigeji Sugimoto is a candidate for an Outside Audit & Supervisory Board Member.
3. The Company is to file Mr. Shigeji Sugimoto as an “independent director/auditor” with Tokyo Stock Exchange, Inc. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 37, Paragraph 2 of the Articles of Incorporation of the Company, the Company has concluded an agreement with Mr. Shigeji Sugimoto that limits his liability to the amount stipulated by laws and regulations, in the case of neglecting his duties.

**Proposal 4: Election One (1) Substitute Audit & Supervisory Board Member**

To prepare for a contingency in which the Company does not have the number of Audit & Supervisory Board Members required by laws and regulations, the Board of Directors proposes that one (1) Substitute Audit & Supervisory Board Member be elected.

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 and with the consent of the Audit & Supervisory Board.

The submission of this proposal has been consented to by the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is set forth below.

Name (date of birth)	Brief personal history (with material concurrent positions)	Number of shares of the Company owned
Tatsuji Kishimoto (June 16,1960)	<p>April 1987 Registered as attorney (Osaka Bar Association) Joined Norio Kodama Legal Office (current Shinsei Sougou Law Office)</p> <p>April 1998 Partner, Shinsei Sougou Law Office</p> <p>April 2007 Member of Conciliation Committee, Osaka Family Court</p> <p>April 2009 Specially Appointed Professor, Graduate school of Kansai University, School of Accountancy Mediator, Non-Profit Organization, Financial Instruments Mediation Assistance Center</p> <p>June 2011 Outside Audit &amp; Supervisory Board Member of CHARLE CO., LTD.</p> <p>April 2012 Part-time Lecturer, Graduate school of Kansai University, School of Accountancy To the present</p> <p>[Significant concurrent positions] Partner, Shinsei Sougou Law Office Outside Audit &amp; Supervisory Board Member, CHARLE CO., LTD.</p>	0
	<p><u>Reasons for the election as Substitute Outside Audit &amp; Supervisory Board Member Candidate</u></p> <p>The Board of Directors has proposed the election of Mr. Tatsuji Kishimoto as an Outside Audit &amp; Supervisory Board Member because it decides that he is well-qualified for the position by his capability to perform his duties by appropriate action from objective viewpoint, and by his ample experience and expert knowledge as a lawyer, notwithstanding the fact that he does not have experience participating corporate management other than as an Outside Audit &amp; Supervisory Board Member.</p>	

(Notes)

1. There is no special interest between Mr. Tatsuji Kishimoto and the Company.
2. Mr.Tatsuji Kishimoto is a candidate for a Substitute Outside Audit & Supervisory Board Member.

Mr. Tatsuji Kishimoto fulfills the requirements for an “independent director/auditor” stipulated by Tokyo Stock Exchange, Inc.

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and Article 37, Paragraph 2 of the Articles of Incorporation of the Company, subject to the approval of original proposal, submitted as Item 4 and his appointment as an Outside Audit & Supervisory Board Member, the Company is to conclude an agreement with Mr. Tatsuji Kishimoto that limits his liability to the amount stipulated by laws and regulations, in the case of neglecting his duties.