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Securities Code: 1379

June 13, 2022

To our shareholders:

Masayoshi Mizuno, President

**HOKUTO Corporation**

138-1 Minamihori, Nagano City, Nagano Prefecture

## Notice of the 59th Annual General Meeting of Shareholders

We hereby provide notice that the 59th Annual General Meeting of Shareholders of HOKUTO Corporation (the “Company”) will be held for the purposes as described below.

Furthermore, instead of attending on the day, you may exercise your voting rights in writing or via the Internet, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:30 p.m. on Monday, June 27, 2022 (JST).

**1. Date and Time:** Tuesday, June 28, 2022 at 10:00 a.m. (JST)

**2. Venue:** Conference Room at Headquarters

138-1 Minamihori, Nagano City, Nagano Prefecture

### <Notice Concerning Response to COVID-19>

At this General Meeting of Shareholders, the Company requests that, as much as possible, shareholders exercise voting rights in advance in writing or via the Internet, etc., and avoid coming to the venue on the day of the meeting. Furthermore, the Company requests that any shareholders whose physical condition is not good, and any shareholders who are elderly, suffering from underlying conditions, or pregnant, for whom the impact of infection is said to be particularly significant, refrain from coming to the venue.

Fewer seats will be provided on the day of the meeting, to ensure space between shareholders when seated. Accordingly, entry to the venue may be restricted. Thank you in advance for your understanding.

The Company requests shareholders’ cooperation with the wearing of masks, alcohol disinfection, temperature measuring, etc. Thank you for your understanding and cooperation. Furthermore, shareholders who appear to have a fever or other symptoms will be refused entry to the venue. In addition, members of staff from the Company will also be wearing masks.

### ○Suspension of the distribution of gifts

◆ The Company has suspended the distribution of gifts at the venue for the General Meeting of Shareholders for this year. Thank you in advance for your understanding

### ○Livestreaming of the General Meeting of Shareholders

◆ Please watch the online livestreaming of the General Meeting of Shareholders on the day of the meeting, which will be streamed to shareholders (please refer to page 3 for detailed instructions (Japanese only)).

### 3. Meeting Agenda

#### Items to be reported:

1. Report on the Business Report and Consolidated Financial Statements for the 59th Fiscal Year (April 1, 2021 to March 31, 2022), and the audit results of Consolidated Financial Statements by the financial auditor and the Audit & Supervisory Board
2. Report on the Non-consolidated Financial Statements for the 59th Fiscal Year (April 1, 2021 to March 31, 2022)

#### Items to be resolved:

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Retained Earnings                |
| <b>Proposal No. 2</b> | Amendment to the Articles of Incorporation        |
| <b>Proposal No. 3</b> | Election of Two Audit & Supervisory Board Members |

1. If attending the meeting on the day, please submit the enclosed voting form at the venue reception.
2. Of the documents to be submitted with this Notice of the Annual General Meeting of Shareholders, the following items are provided on the Company's website (address: <https://www.hokto-kinoko.co.jp>) in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation.
  - 1) The "Consolidated Statement of Changes in Equity" and "Notes to Consolidated Financial Statements" in the Consolidated Financial Statements
  - 2) The "Statement of Changes in Equity" and "Notes to Non-consolidated Financial Statements" in the Non-consolidated Financial Statements

Furthermore, these items are included in the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and financial auditor when preparing their audit reports and the financial audit report, respectively.

3. Furthermore, should any revisions arise to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-consolidated Financial Statements, they will be posted on the Company's website (<https://www.hokto-kinoko.co.jp>).
4. Instructions Concerning the System for Providing Informational Materials in Electronic Format

The system for providing informational materials in electronic format will come into effect from September 1, 2022. Accordingly, from the next General Meeting of Shareholders (March 2023 onward), informational materials for the General Meeting of Shareholders will be posted on the Company's website, etc.

Shareholders who wish to receive informational materials for the General Meeting of Shareholders as paper-based documents for General Meetings of Shareholders from the next meeting onward can complete the procedures for "requesting the delivery of paper-based documents." Regarding the procedures for "requesting the delivery of paper-based documents," please inquire with the securities firm where you have opened your account, if you wish to inquire with your securities firm, or with Mitsubishi UFJ Trust and Banking Corporation, if you wish to inquire with the shareholder register administrator.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Retained Earnings

The Company positions the return of profits to shareholders as an important policy. While securing the necessary internal reserves to strengthen the quality of management and prepare for future business development, the Company's basic policy is to endeavor toward maintaining a stable dividend.

#### Year-end dividends

1) Type of dividend property

To be paid in cash.

2) Allotment of dividend property and their aggregate amount

¥50 per common share of the Company

Total dividends: ¥1,590,369,450

As the Company has already paid an interim dividend of ¥10 per share, the annual dividend, including this interim dividend, will be ¥60 per share.

3) Effective date of dividends of retained earnings

The effective date of dividends will be June 29, 2022.

**Proposal No. 2**      Amendment to the Articles of Incorporation

1. Reasons for the Proposal

Since the system for providing informational materials for the general meeting of shareholders in electronic format will be introduced in accordance with the enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) on September 1, 2022, the Company proposes to make the following changes to its Articles of Incorporation.

- (1) Article 15 (Measures, etc. for Providing Information in Electronic Format) in “Proposed amendments” below will stipulate that the Company shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.

In addition, a provision will be established to limit the scope of the items to be stated in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents.

- (2) Since the provisions of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) of the pre-amended Articles of Incorporation will no longer be required when the system for providing informational materials for the general meeting of shareholders in electronic format is introduced, they will be deleted.
- (3) Supplementary provisions will be established in relation to the effectiveness of provisions to be newly established and deleted, as described above. Furthermore, these supplementary provisions will be deleted when a certain date has elapsed.

2. Content of the Amendment

The content of the amendment is as follows:

(Underlined sections indicate changed parts.)

Pre-amended Articles of Incorporation	Proposed amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15.</u></p> <p><u>When the Company convenes a general meeting of shareholders, if it discloses information that is to be stated or presented in the reference documents for the general meeting of shareholders, business report, financial statements and consolidated financial statements through the internet in accordance with the provisions prescribed by the Ministry of Justice Order, it may be deemed that the Company has provided this information to shareholders.</u></p> <p style="text-align: center;">&lt; Newly established &gt;</p> <p style="text-align: center;">&lt; Newly established &gt;</p>	<p style="text-align: center;">&lt; Deleted &gt;</p> <p><u>(Measures, etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15.</u></p> <p><u>1. When the Company convenes a general meeting of shareholders, it shall take measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. in electronic format.</u></p> <p><u>2. Among items for which the measures for providing information in electronic format will be taken, the Company may exclude all or some of those items designated by the Ministry of Justice Order from statements in the paper-based documents to be delivered to shareholders who requested the delivery of paper-based documents by the record date of voting rights.</u></p> <p><u>(Supplementary Provisions)</u></p>

Pre-amended Articles of Incorporation	Proposed amendments
	<p><u>Article 1.</u></p> <p><u>1. The amendment to the Articles of Incorporation pertaining to Article 15 shall be effective from September 1, 2022, which is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).</u></p> <p><u>2. Notwithstanding the provision of the preceding paragraph, Article 15 of the pre-amended Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.</u></p> <p><u>3. These Supplementary Provisions shall be deleted on the date after six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.</u></p>

**Proposal No. 3** Election of Two Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Yoshito Hayashi and Minoru Ikezawa will expire at the conclusion of this meeting. Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

In addition, the consent of the Audit & Supervisory Board has been obtained for this proposal. The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position in the Company (Significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Minoru Ikezawa (July 8, 1948)	Apr. 1971	Joined Yuasa Shoji Co., Ltd. (currently YUASA TRADING CO., LTD.)	1,484 shares
		Sept. 1977	Director of Siam Samut Co., Ltd. (local subsidiary in Thailand)	
		Apr. 2002	General Manager, Raw Materials Business Department of YUASA TRADING CO., LTD.	
		Dec. 2002	Executive Officer of VOX TRADING CO., LTD.	
		Aug. 2007	Representative Director of VOX TRADING USA CORP.	
		Feb. 2009	Audit & Supervisory Board Member of VOX TRADING CO., LTD.	
		Feb. 2013	Retired as Audit & Supervisory Board Member of VOX TRADING CO., LTD.	
		June 2014	Outside Audit & Supervisory Board Member of the Company (current position)	
[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] Minoru Ikezawa makes appropriate statements concerning the execution of business operations as Audit & Supervisory Board Member, utilizing his abundant knowledge and insight based on his experience of participating in corporate management in Japan and overseas. The Company has judged that he will be able to continue to appropriately execute his duties as Audit & Supervisory Board Member in the future, and has thus nominated him as a candidate for Outside Audit & Supervisory Board Member.				
*2	Koji Tsuchiya (April 8, 1958)	Apr. 1982	Joined THE NAGANO-KEN SHINKUMI BANK	– shares
		June 2012	Full-time Inspector of THE NAGANO-KEN SHINKUMI BANK	
		Mar. 2013	Full-time Director of THE NAGANO-KEN SHINKUMI BANK	
		June 2013	Managing Director of THE NAGANO-KEN SHINKUMI BANK	
		June 2015	Representative Managing Director of THE NAGANO-KEN SHINKUMI BANK	
		June 2017	Representative Senior Managing Director of THE NAGANO-KEN SHINKUMI BANK	
		June 2021	Retired as Representative Senior Managing Director of THE NAGANO-KEN SHINKUMI BANK	
		June 2021	Representative Director and President of SHINYO SHOJI Co., Ltd. (current position)	
[Reasons for nomination as candidate for Outside Audit & Supervisory Board Member] Koji Tsuchiya has participated in management as an officer and employee at a financial institution over many years, and possesses abundant experience and knowledge concerning all aspects of finance. In addition, he also possesses knowledge concerning international operations, including having participated in the establishment of the first overseas office in the credit association industry. The Company has judged that he will be able to utilize this experience and knowledge as an Audit & Supervisory Board Member of the Company, and has thus nominated him as a candidate for Outside Audit & Supervisory Board Member.				

- Notes:
1. New candidates for Audit & Supervisory Board Member are indicated by an asterisk (\*).
  2. There is no special interest between any of the candidates and the Company.
  3. Minoru Ikezawa and Koji Tsuchiya are candidates for Outside Audit & Supervisory Board Member.
  4. Minoru Ikezawa currently serves as an Outside Audit & Supervisory Board Member of the Company, and his term of office as Outside Audit & Supervisory Board Member will be eight years at the conclusion of this General Meeting of Shareholders.
  5. The Company has entered into a compensation agreement with Minoru Ikezawa, to the effect that the Company will provide compensation for expenses defined in item (i) of Article 430-2, paragraph (1) of the Companies Act and losses defined in item (ii) of the same, within the scope provided for by laws and regulations, in accordance with the provisions of the same. If the reelection of Minoru Ikezawa is approved, the Company plans to continue this compensation agreement with him. In addition, conditional upon the approval and adoption of Proposal No. 3, the Company plans to enter into the same compensation agreement with Koji Tsuchiya, pursuant to the aforementioned provisions.
  6. The Company has entered into a directors and officers liability insurance contract with an insurance company, as defined in Article 430-3, paragraph (1) of the Companies Act. This contract covers any compensation for damages, legal fees, or other damages incurred by the insured parties. Conditional upon the approval and adoption of Proposal No. 3, each candidate will be included in the insured parties under this insurance contract. In addition, the Company intends to renew the contract with the same content at the time of next renewal.
  7. The Company has entered into an agreement to limit liability for damages as defined in Article 423, paragraph (1) of the Companies Act with Minoru Ikezawa, pursuant to the provisions of Article 427, paragraph (1) of the same act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for in Article 425, paragraph (1) of the Companies Act. If the reelection of Minoru Ikezawa is approved, the Company plans to continue this liability limitation agreement with him. In addition, conditional upon the approval and adoption of Proposal No. 3, the Company plans to enter into the same liability limitation agreement with Koji Tsuchiya, pursuant to the aforementioned provisions.
  8. The Company has submitted notification to the Tokyo Stock Exchange that Minoru Ikezawa has been designated as an independent officer as provided for by the aforementioned exchange. Furthermore, Koji Tsuchiya also satisfies the requirements for an independent officer as provided for by the Tokyo Stock Exchange, and the Company plans to submit notification to the aforementioned exchange concerning his designation as an independent officer.