

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 code 7637)

June 8, 2022

To our shareholders

President and representative Koji Tsunoda

Hakudo CO., LTD.

2-5-2, Marunouchi, Chiyoda-ku, Tokyo, Japan

Notice of the 73rd Annual General Meeting of Shareholders

It is a pleasure to inform you that the 73rd Annual General Meeting of Shareholders of Hakudo Co., Ltd. (the “Company”) will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing (postal mail) or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders below, and exercise your voting rights by 5:30 p.m. on Tuesday, June 28, 2022 (JST).

1. Date and Time: Wednesday, June 29, 2022, at 10:00 a.m. (JST) (Reception opens at 9:00 a.m.)

2. Venue: Conference Square M+ Grand Room
10F Mitsubishi Building, 2-5-2 Marunouchi, Chiyoda-ku, Tokyo

3. Meeting Agenda:

Items to be reported:

1. The 73rd Fiscal Year (April 1, 2021 to March 31, 2022)
The Business Report, Consolidated Financial Statements, and Audit Results of Consolidated Financial Statements by Financial Auditor and the Audit and Supervisory Committee
2. The 73rd Fiscal Year (April 1, 2021 to March 31, 2022)
Non-consolidated Financial Statements

Items to be resolved:

- Proposal No. 1 Amendment to the Articles of Incorporation
- Proposal No. 2 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 3 Payment of Bonuses to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)
- Proposal No. 4 Payment of Bonuses to Directors Who Are Audit and Supervisory Committee Members

- When you attend the meeting in person, please submit the Voting Form enclosed herewith to the reception at the venue.
- Based on the laws and regulations and provision of Article 15 of the Company’s Articles of Incorporation, “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” that should be provided by this Notice are posted on the Company’s website on the Internet (address: www.hakudo.co.jp) and are therefore not available in this Notice. Accordingly, documents provided in this Notice are part of Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Audit and supervisory committee and financial auditor in the course of preparing Audit Report and Accounting Audit Report.
- Any corrections made to the items stated in Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements shall be posted on the Company’s website (www.hakudo.co.jp).
- Please note that we will attend the Meeting in “Cool Biz” style with no necktie (casual business attire).

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Amendment to the Articles of Incorporation

1. Reasons for the Amendment

Since 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) are to be enforced on September 1, 2022, the Company proposes to make the following changes to the Articles of Incorporation in preparation for the introduction of the system for providing informational materials for the general meeting of shareholders in electronic format.

- (1) Article 15, paragraph 1 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.
- (2) Article 15, paragraph 2 in “Proposed amendments” below will establish the provision 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.
- (3) Since the provisions for Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc. (Article 15 of the current Articles of Incorporation) will no longer be required, they will be deleted.
- (4) Accompanying the aforementioned establishment and deletion of provisions, supplementary provisions regarding the effective date, etc. will be established.

2. Details of the Amendments

Details of the amendments are as follows:

(Amendments are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p><u>(Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.)</u></p> <p><u>Article 15. 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;">(Newly established)</p>	<p style="text-align: center;">(Deleted)</p> <p><u>(Measures, Etc. for Providing Information in Electronic Format)</u></p> <p><u>Article 15.</u></p> <ol style="list-style-type: none"> <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> <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>

Current Articles of Incorporation	Proposed Amendments
<p>Supplementary Provisions</p> <p>1. to 2. (Omitted)</p> <p>(Newly established)</p>	<p>Supplementary Provisions</p> <p>1. to 2. (As currently written)</p> <p><u>(Transitional Measures for Providing Informational Materials for the General Meeting of Shareholders in Electronic Format)</u></p> <p><u>3. The deletion of Article 15 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the current Articles of Incorporation and the establishment of the new Article 15 (Measures, Etc. for Providing Information in Electronic Format) in the amended Articles of Incorporation shall be effective from September 1, 2022.</u></p> <p><u>4. Notwithstanding the provision of the preceding paragraph, Article 15 (Internet Disclosure and Deemed Provision of Reference Documents of the General Meeting of Shareholders, Etc.) of the pre-amended Articles of Incorporation shall remain effective regarding any general meeting of shareholders held on a date within six months from September 1, 2022.</u></p> <p><u>5. These Supplementary Provisions shall be deleted on the date when six months have elapsed from September 1, 2022, 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. 2 Election of Five Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The terms of office of all Directors (excluding Directors who are Audit and Supervisory Committee Members) will expire at the conclusion of this Annual General Meeting of Shareholders. Therefore, the Company proposes the election of five Directors (excluding Directors who are Audit and Supervisory Committee Members).

For reference, the Audit and supervisory committee has considered this proposal and expressed no opinion on it.

Candidates for the role of Director (excluding Director who is Audit and Supervisory Committee Members) are as follows:

Candidate No.	Name	Current Position	Attributes
1	Koji Tsunoda	President and representative	Reelection
2	Tetsuya Yamada	Executive Director	Reelection
3	Mitsushige Yamada	Executive Director	Reelection
4	Junichi Furukawa	Director	Reelection Outside Independent
5	Masatoshi Ishimoto	Director	Reelection Outside Independent

Reelection represents candidate for Director to be reelected

Outside represents candidate for outside Director

Independent represents independent officer as defined by the securities exchange, etc.

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Owned
1	Koji Tsunoda August 15, 1962	<p>Apr. 1986 Joined Tokyo Express Co., Ltd.</p> <p>July 1986 Joined Hakudo Co., Ltd. (Kousei Co., Ltd.)</p> <p>May 2001 General Manager of Central Branch Office of the Company</p> <p>Apr. 2002 General Manager of Corporate Planning Department</p> <p>Dec. 2002 General Manager of China Department</p> <p>Apr. 2004 Director and General Manager of Shanghai Hakudo Precision Materials Co., Ltd.</p> <p>Apr. 2004 Executive Officer and Executive General Manager of the Overseas Sales Department of the Company</p> <p>Jan. 2009 Chairman of the Board of Shanghai Hakudo Precision Materials Co., Ltd.</p> <p>Apr. 2009 Executive Officer and Executive General Manager of Development & Sales Division of the Company</p> <p>Apr. 2010 Executive General Manager of Development & Sales Division</p> <p>June 2010 Director and Executive General Manager of Development & Sales Division</p> <p>July 2010 Director and Executive General Manager of Sales Division</p> <p>July 2011 Executive Director</p> <p>Apr. 2012 President and representative (current position)</p>	5,000 shares
<p>[Reason for election]</p> <p>Koji Tsunoda has played a sufficient role as President and Representative Director in making decisions on important management matters and supervising business execution, and we have determined that Mr. Tsunoda's continued leadership in management is optimal for the Company's sustainable growth. Accordingly, we propose his election as a Director.</p>			
2	Tetsuya Yamada March 28, 1969	<p>Apr. 1991 Joined the Dai-Ichi Kangyo Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 1998 Joined the Company</p> <p>Apr. 1999 Manager of Eastern Purchasing Section of Eastern Branch Office</p> <p>Oct. 2005 General Manager of Atsugi Sales Office of Eastern Branch Office</p> <p>Apr. 2010 Deputy General Manager of Internal Audit Department</p> <p>June 2013 Director in charge of Administration Division</p> <p>Apr. 2016 Executive Director in charge of Standard Products Sales Division (current position)</p> <p>Feb. 2019 Director of Takase Aluminum Co., Ltd. (currently AQR Co., Ltd.) (current position)</p> <p>Apr. 2021 In charge of Special Order Products Sales Division, Shanghai Hakudo Precision Materials Co., Ltd, and Hakudo (Thailand) Co., Ltd. (current position)</p>	340,000 shares
<p>[Reason for election]</p> <p>Tetsuya Yamada has extensive knowledge in financial relations and management and is conversant with the Company's businesses, and we have determined that Mr. Yamada is capable of contributing to the Company's sustainable growth. Accordingly, we propose his election as a Director.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Owned
3	Mitsushige Yamada September 20, 1967	<p>Apr. 1991 Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.)</p> <p>Aug. 2002 Strategy Group of Deloitte Tohmatsu Consulting LLC</p> <p>Nov. 2005 Corporate Advisory Headquarters of Shinsei Bank, Limited</p> <p>May 2008 CFO and General Manager of Administration Department of Revamp Corporation</p> <p>June 2008 Outside Corporate Auditor of the Company</p> <p>Apr. 2010 Outside Corporate Auditor of Krispy Kreme Doughnuts Japan</p> <p>June 2010 Outside Director of the Company</p> <p>June 2014 Outside Director of LIFE HAKUDO INC.</p> <p>Apr. 2015 Director in charge of Special Order Products Sales Division and Executive General Manager of Special Order Products Sales Division of the Company</p> <p>Apr. 2018 Executive Director, Director in charge of Special Order Products Sales Division, and Executive General Manager of Special Order Products Sales Division</p> <p>Apr. 2019 Executive Director in charge of Manufacturing Division (current position)</p>	340,000 shares
<p>[Reason for election]</p> <p>Mitsushige Yamada has extensive experience in financial affairs and sufficient insight based on his participation in management at several companies, and we have determined that Mr. Yamada is capable of contributing to the Company's sustainable growth. Accordingly, we propose his election as a Director.</p>			
4	Junichi Furukawa March 27, 1968	<p>Apr. 1990 Joined Asahi Mutual Life Insurance Company</p> <p>Apr. 2007 Seconded to Asahi Life Asset Management Co., Ltd. and General Manager of Planning & Administration Department of Asahi Life Asset Management Co., Ltd.</p> <p>Aug. 2008 Executive General Manager of Forest Business Division of FURUKAWA RINGYO CO., LTD.</p> <p>Oct. 2009 Executive Director and Executive General Manager of Forest Business Division</p> <p>Apr. 2010 President and representative (current position)</p> <p>June 2015 Outside Director of the Company (current position)</p> <p>June 2019 Outside Director of Chuo Real Estate Co., Ltd. (currently Chuo-Nittochi Co., Ltd.) (current position)</p> <p>Apr. 2020 Outside Director of Chuo-Nittochi Group Co., Ltd. (current position)</p> <p>(Significant concurrent positions outside the Company) President and representative of FURUKAWA RINGYO CO., LTD.</p>	- shares
<p>[Reason for and election and overview of expected roles]</p> <p>Junichi Furukawa has abundant managerial experience and broad insight, etc. and is conversant with sound and efficient management with a sense of balance as a manager, and we expect Mr. Furukawa to appropriately execute duties as outside Director. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selection of the Company's executive candidates and decisions on executive remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</p>			

Candidate No.	Name (Date of Birth)	Career Summary, and Position and Responsibility in the Company (Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Owned
5	Masatoshi Ishimoto March 30, 1962	<p>Apr. 1984 Joined DENTSU INC. July 1992 Joined Eli Lilly and Company Apr. 1996 Joined DESCENTE LTD. Apr. 2002 General Manager of Corporate Planning Department Apr. 2006 Executive Officer and General Manager of New Business Department June 2008 Director in charge of Staff Division June 2011 Executive Director and General Manager of Staff Division June 2013 President June 2018 Outside Director of the Company (current position)</p>	5,000 shares
<p>[Reason for and election and overview of expected roles] Masatoshi Ishimoto has been engaged in the management of a company listed on the First Section of the Tokyo Stock Exchange for many years and has abundant managerial experience and broad insight, etc., and we expect Mr. Ishimoto to appropriately execute duties as outside Director. Accordingly, we propose his election as an outside Director. In addition, if his election is approved, we expect him to be involved in selection of the Company's executive candidates and decisions on executive remuneration, etc. from an objective and neutral standpoint as a member of the Nomination and Remuneration Advisory Committee, and also to contribute to strengthen the supervisory function regarding conflicts of interests.</p>			

- (Notes)
- There is no special interest between any of the candidates and the Company.
 - Of the candidates for Director, Mr. Furukawa and Mr. Ishimoto are candidates for outside Director.
 - The Company has registered Mr. Furukawa and Mr. Ishimoto as independent officers as provided for by the Tokyo Stock Exchange.
If the reelection of Mr. Furukawa and Mr. Ishimoto is approved, the Company plans for their registration as independent officers to continue.
 - Mr. Furukawa and Mr. Ishimoto are currently outside Directors of the Company. At the conclusion of this Annual General Meeting of Shareholders, Mr. Furukawa's tenure as outside Director of the Company will have been seven years, and Mr. Ishimoto's tenure will have been four years.
 - Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company has entered into agreements with Mr. Furukawa and Mr. Ishimoto to limit their liability for damages under Article 423, paragraph (1) of the said Act. The maximum amount of liability for damages under these agreements is the amount stipulated by laws and regulations, and if their reelection is approved, the Company plans to continue such agreements.
 - The Company has not entered into indemnity agreements with each candidate for Director.
 - The Company has entered into a directors and officers liability insurance policy as provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. The policy covers losses that may arise when the insured, including the Company's Directors, assumes liability incurred in the course of the performance of duties, or receipt of claims pertaining to the pursuit of such liability. If each candidate is reelected and assumes the office as Director, they will be included as insureds in the said insurance policy. In addition, when the said insurance policy is renewed, the Company plans to renew it again with the same terms.

Proposal No. 3 Payment of Bonuses to Directors (Excluding Directors Who Are Audit and Supervisory Committee Members)

The Company proposes to pay a total of ¥188 million in bonuses to five Directors (excluding Directors who are Audit and supervisory committee members, and including the amount ¥8 million for two outside Directors) as of the end of the fiscal year under review, taking into consideration the amount previously paid and the Company's business results during the fiscal year under review.

The Company requests that the amount to be paid to each Director be left to the discretion of the Board of Directors. In addition, decision policies pertaining to the contents of remuneration, etc. to each Director of the Company is as described on page 24-25 of the Business Report (in Japanese only).

This proposal was decided by the Board of Directors following deliberation by the Nomination and Remuneration Advisory Committee while comprehensively taking into account the Company's business results and each Director's performance, and is in line with the above decision policies, and is therefore considered appropriate.

For reference, the Audit and supervisory committee has considered this proposal and expressed no opinion on it.

Proposal No. 4 Payment of Bonuses to Directors Who Are Audit and Supervisory Committee Members

The Company proposes to pay a total of ¥27 million in bonuses to four Directors who are Audit and supervisory committee members (including the amount ¥11 million for three outside Directors) as of the end of the fiscal year under review, taking into consideration the amount previously paid and the Company's business results during the fiscal year under review.

The Company requests that the amount to be paid to each Director who is Audit and supervisory committee member be left to the discretion of the meeting of Directors who are Audit and supervisory committee members. In addition, decision policies pertaining to the contents of remuneration, etc. to each Director of the Company is as described on page 24-25 of the Business Report (in Japanese only).

This proposal was decided by the meeting of Directors who are Audit and supervisory committee members while comprehensively taking into account the Company's business results and each Director's performance, and is in line with the above decision policies, and is therefore considered appropriate.

[Reference]

Directors' Expertise and Experience (Skill Matrix)

• If the Proposal No. 2 is approved, expertise and experience of each Director will be as follows:

Name	Position in the Company	Attributes*		Areas of Particular Expertise					
				Corporate Management	Financial Accounting	Legal Affairs	Risk Management	Production Technology	Global
Koji Tsunoda	President and representative			●			●	●	
Tetsuya Yamada	Executive Director			●			●		●
Mitsushige Yamada	Executive Director			●				●	●
Junichi Furukawa	Director	Outside	Independent	●	●		●		
Masatoshi Ishimoto	Director	Outside	Independent	●			●		●
Ritsu Oda	Director (Audit and supervisory committee member, Full-time)			●			●	●	
Hajime Nukada	Director (Audit and supervisory committee member)	Outside	Independent	●	●		●		
Kimio Kitamura	Director (Audit and supervisory committee member)	Outside	Independent	●	●				●
Akiko Sueoka	Director (Audit and supervisory committee member)	Outside				●	●		●

* Outside: Outside Director, Independent: Independent officer as defined by the securities exchange, etc.

(Note) Of the expertise each Director possesses, up to three items are marked with ●, which indicates the area each Director is especially expected to contribute to.