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(Securities code: 3865)
June 10, 2022

To Shareholders with Voting Rights:

Sekio Kishimoto
President and CEO
Hokuetsu Corporation
3-5-1 Nishi-Zao, Nagaoka City, Niigata, Japan

**NOTICE OF CONVOCATION OF
THE 184th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to inform you that the 184th Ordinary General Meeting of Shareholders (this “Meeting”) of Hokuetsu Corporation (the “Company”) will be held for the purposes as described below.

To avoid the risk of COVID-19 infection, all shareholders are kindly requested to exercise voting rights for this Meeting in advance using the Voting Rights Exercise Form or via the Internet and refrain from attending the Meeting in person as much as possible. Your understanding and cooperation is appreciated.

Please review the attached Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by returning the enclosed Voting Rights Exercise Form or via the Internet no later than 5:20 p.m. Japan time on Tuesday, June 28, 2022.

1. Date and Time: Wednesday, June 29, 2022 at 10:00 a.m. Japan time

2. Place: Nagaoka Mill of the Company located at
3-2-1 Zao, Nagaoka City, Niigata, Japan
Please note that there will be no souvenirs for shareholders.

3. Meeting Agenda:

- Matters to be reported:**
1. The business report, consolidated financial statements for the Company’s 184th fiscal year (April 1, 2021 - March 31, 2022) and results of audits of the consolidated financial statements by the Accounting Auditor and the Audit & Supervisory Board
 2. Non-consolidated financial statements for the Company’s 184th fiscal year (April 1, 2021 - March 31, 2022)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of One (1) Director
Proposal 4: Election of Two (2) Substitute Audit & Supervisory Board Members

- The Company may put in place measures to prevent COVID-19 infection at the venue of the General Meeting of Shareholders. Your cooperation is appreciated.
- Any revisions to the Reference Documents for the General Meeting of Shareholders, business report, non-consolidated financial statements, and consolidated financial statements will be posted on the Company’s website (<http://www.hokuetsucorp.com>).

Guide to the Exercise of Voting Rights

1. Exercising voting rights by mail

Please indicate your approval or disapproval of the proposals on the Voting Rights Exercise Form, and send it by mail (no postage required).

Exercise deadline: Received by Tuesday, June 28, 2022 at 5:20 p.m. Japan time

*If you wish to vote differently for some of the candidates in Proposal 4, please indicate the candidate number.

● **Note:**

Voting Rights Exercise Forms mailed without indication of approval or disapproval of the proposals will be deemed as an approval.

2. Exercising voting rights via the Internet

Please enter your approval or disapproval of the proposals on the voting website designated by the Company.

Exercise deadline: Tuesday, June 28, 2022 at 5:20 p.m. Japan time

You may also exercise your voting rights via the Internet instead of by mail.

Please refer to the information below and exercise your voting rights by the deadline.

Voting website: <https://soukai.mizuho-tb.co.jp/> (in Japanese)

How to scan a QR code using a smartphone

About "Smart Exercise"

1 Please scan the "Voting Website Login QR Code for Smartphones" on the enclosed Voting Rights Exercise Form. You can access the website without entering the "Voting Rights Exercise Code" and "Password".

*You may only exercise your voting rights once by the above method.

*The QR Code is a registered trademark of DENSO WAVE INCORPORATED.

2 Please follow the on-screen guidance and enter your approval or disapproval.

How to enter your login ID and temporary password

Access procedures

1 Please access the voting website.

2 Please enter the "Voting Rights Exercise Code" indicated on the Voting Rights Exercise Form.

3 Please enter the "Password" indicated on the Voting Rights Exercise Form.

4 Please follow the on-screen guidance and enter your approval or disapproval.

Inquiries regarding the exercise of voting rights via the Internet

Internet Help Desk of Stock Transfer Agency Department, Mizuho Trust & Banking Co., Ltd.

Telephone: 0120-768-524 (Operating hours: 9:00 a.m. – 9:00 p.m., excluding year-end and new year holidays)

Handling of Exercise of Voting Rights

- (1) If you exercise your voting rights in duplicate using both the Voting Rights Exercise Form and the Internet, the vote exercised via the Internet will be deemed valid.
- (2) If you exercise your voting rights more than once via the Internet, the last exercise shall be deemed valid.

● Notes:

- 1) The password is a means of confirming the identity of the voter, and the Company will not ask you for your password.
- 2) If you mistype the password more than a certain number of times, it will be locked. Please follow the on-screen instructions if you are locked out.
- 3) Passwords (including those changed by the shareholder) is valid only for this Meeting. A new password will be issued at the next General Meeting of Shareholders.
- 4) Although the operation of the voting website has been verified using general Internet access devices, it may not be available depending on the device you are using.

Disclosure via the Internet

- The following documents are not included in the attachment to this Notice of Convocation of General Meeting of Shareholders because they are posted on the Company's website (<http://www.hokuetsucorp.com>) in accordance with laws and regulations and Article 15 of the Company's Articles of Incorporation.
 - "Matters Concerning Share Acquisition Rights, etc. of the Company," "Systems to Ensure Appropriateness of Business and Overview of Operation of Such Systems," and "Basic Policy on Control of the Company" in the business report
 - "Consolidated Statements of Changes in Net Assets" and "Notes to Consolidated Financial Statements" in the consolidated financial statements
 - "Non-consolidated Statements of Changes in Net Assets" and "Notes to Non-Consolidated Financial Statements" in the non-consolidated financial statements

The documents posted on the website above are part of the documents audited by the Audit & Supervisory Board, its members and the Accounting Auditor in preparing their respective audit reports.

Your exercise of voting rights leads to the creation of a sustainable society.

A portion of the mailing costs reduced by using Smart Exercise will be donated to a charitable foundation.

Our goal is to realize a sustainable society in accordance with our Group Corporate Philosophy "As a people focused business group, we work to improve society globally, by providing socially and environmentally responsible products through innovative manufacturing on a global scale." As part of this effort, we have continued to support WWF Japan since 1993, which upholds the ideal of creating a sustainable society. If you exercise your voting rights via the Internet or other means, including Smart Exercise, a portion of the mailing costs will be used to support the activities of WWF Japan.

We hope you will take advantage of Smart Exercise, which will enable shareholders to exercise their voting rights in a way that will help create a sustainable society.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Year-end dividends

The Company's basic capital policy is to pay stable and continuous dividends by implementing capital policies that consider the balance between financial soundness, capital efficiency, and shareholder returns in order to continue to invest in growth for the long-term and stable enhancement of corporate value.

For the 184th fiscal year, the Company proposes to pay year-end dividends as below, comprehensively taking into account the fact that various management measures based on the long-term management vision have achieved a certain level of results, as evidenced by the Company recording the highest profit attributable to owners of parent for two consecutive years.

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and its total amount
¥17 per share of the Company's common stock (ordinary dividend of ¥7 and special dividend of ¥10)
Total of ¥2,866,752,568
Note: Annual dividends for the fiscal year under review will be ¥24 per share including the interim dividend of ¥7 per share.
- (3) Effective date of the dividends of surplus
June 30, 2022

Proposal 2: Partial Amendments to the Articles of Incorporation

1. Reasons for the amendments

(1) Changes related to business purposes

The Company proposes to delete some business purposes in Article 3 (Purpose) of the current Articles of Incorporation in order to ensure alignment with the current state of the Group’s business and clarify the lines of business.

(2) Changes related to the system for electronic provision of materials for general meetings of shareholders

The amended provisions stipulated in the proviso to Article 1 of the supplementary provisions of the “Act Partially Amending the Companies Act” (Act No. 70 of 2019) will be enforced on September 1, 2022. Accordingly, in order to prepare for the introduction of the system for electronic provision of materials for general meetings of shareholders, the Articles of Incorporation of the Company shall be amended as follows.

- 1) The proposed Article 15, Paragraph 1 provides that information contained in the reference documents for the general meeting of shareholders and other material shall be provided electronically.
- 2) The proposed Article 15, Paragraph 2 establishes a provision to limit the scope of matters to be included in the paper copy to be sent to shareholders who have requested it.
- 3) The provisions related to the internet disclosure and deemed provision of the reference documents for the general meeting of shareholders and other information (Article 15 of the current Articles of Incorporation), will become unnecessary and will therefore be deleted.
- 4) In line with the above establishment and deletion of the provisions, supplementary provisions related to the effective date and other matters shall be established.

2. Details of the amendments

The details of the amendment are as follows.

(1) Changes related to business purposes

(Portions to be amended are underlined.)

Current	Proposed amendment
(Purpose) Article 3 The purpose of the Company is to engage in the following businesses. (1) to (7) (Omitted) (8) Operation of <u>leisure facilities, accommodation facilities, driving schools, lubrication centers, restaurants, and</u> general merchandise stores (9) to (10) (Omitted) (11) <u>Sales of computer peripherals</u> (12) (Omitted)	(Purpose) Article 3 (Unchanged) (1) to (7) (Unchanged) (8) Operation of general merchandise stores (9) to (10) (Unchanged) (Deleted) (11) (Unchanged)

(2) Changes related to the system for electronic provision of materials for general meetings of shareholders

(Portions to be amended are underlined.)

Current	Proposed amendment
<p data-bbox="236 309 807 367"><u>(Internet Disclosure of Reference Documents for Shareholders Meeting)</u></p> <p data-bbox="236 371 807 689"><u>Article 15 In convening a general meeting of shareholders, the Company may disclose information on matters to be stated or indicated in reference documents for general meeting of shareholders, business reports, financial documents, and consolidated financial documents via the Internet in accordance with the provisions of the Ordinance of the Ministry of Justice.</u></p> <p data-bbox="408 721 638 752">(Newly established)</p> <p data-bbox="408 1263 638 1294">(Newly established)</p>	<p data-bbox="1066 309 1174 340">(Deleted)</p> <p data-bbox="834 721 1406 779"><u>(Measures for Electronic Provision of Information, etc.)</u></p> <p data-bbox="834 784 1406 972"><u>Article 15 In convening a general meeting of shareholders, the Company shall provide information contained in reference documents for general meeting of shareholders, etc. electronically.</u></p> <p data-bbox="922 976 1406 1227">2. <u>Among the matters to be provided electronically, the Company may choose not to include all or part of the matters stipulated in the Ordinance of the Ministry of Justice in the paper copy to be sent to shareholders who have requested it by the record date for vesting voting rights.</u></p> <p data-bbox="834 1263 1126 1294"><u>Supplementary Provisions</u></p> <p data-bbox="834 1299 1406 1514">1. <u>The deletion of Article 15 (Internet Disclosure of Reference Documents for Shareholders Meeting) of the Articles of Incorporation before the amendment and Article 15 (Measures for Electronic Provision of Information, etc.) after the amendment shall come into effect on September 1, 2022.</u></p> <p data-bbox="834 1518 1406 1711">2. <u>Notwithstanding the provisions of the preceding paragraph, Article 15 of the Articles of Incorporation before the amendment shall remain in force with respect to a general meeting of shareholders held on a date no later than February 28, 2023.</u></p> <p data-bbox="834 1715 1406 1868">3. <u>These supplementary provisions shall be deleted on March 1, 2023 or after the lapse of three months from the date of the general meeting of shareholders set forth in the preceding paragraph, whichever is later.</u></p>

Proposal 3: Election of One (1) Director

In order to achieve sustainable growth by further enhancing the skills and diversity of the Board of Directors as a whole, the Company proposes to increase the number of Outside Directors by one (1), and to hereby elect an additional Outside Director. As provided in the Company's Articles of Incorporation, the term of office of Hiroko Nihei, the candidate for Director, shall expire at the time when the term of office of other Directors expires.

The candidate for Director is as follows:

<p>Hiroko Nihei</p> <p>[New candidate] [Outside] [Independent]</p> <p>Date of birth: August 23, 1976</p> <p>Years in office as Outside Director: -</p> <p>Attendance at Board of Directors meetings: -</p> <p>Number of shares of the Company held: 0</p>	<p style="text-align: center;">Career summary, positions, responsibilities, and significant concurrent positions</p> <p>April 1999 Joined The Fuji Bank, Limited (currently Mizuho Bank, Ltd.)</p> <p>March 2008 Retired from Mizuho Bank, Ltd.</p> <p>September 2009 Completed the legal apprentice training program, admitted to the bar (Dai-Ichi Tokyo Bar Association)</p> <p>October 2009 Joined O'Melveny & Myers LLP, Associate attorney</p> <p>September 2014 Magister Juris, University of Oxford</p> <p>January 2016 Counsel Attorney, O'Melveny & Myers LLP (current position)</p> <p>March 2019 Master of Advanced Law, LL.M. in Intellectual Property Law, Graduate School of Law, Waseda University</p> <p>June 2019 Outside Corporate Auditor, SEED Co., Ltd. (current position)</p> <p>January 2020 Supervisory Director, Invesco Office J-REIT, Inc. (current position)</p>
<p>[Reason for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Hiroko Nihei has advanced and specialized legal knowledge cultivated as an attorney at law and extensive legal experience mainly in the area of international commercial law. The Company believes that she will be able to play a role in the Company's Board of Directors by providing management advice and supervising business execution, including from the perspective of gender and diversity, and therefore has nominated her as a candidate for Outside Director. While Hiroko Nihei has never been directly involved in corporate management other than serving as an outside officer, the Company has determined that she will appropriately fulfill her duties as an Outside Director for the above reason.</p>	

- Notes:
1. There are no special interests between Hiroko Nihei and the Company.
 2. To enable the Company to attract capable personnel as outside directors, the Company's Articles of Incorporation stipulate that the Company may enter into agreements with Directors (excluding executive directors, etc.) to limit their liability for damages up to the amount stipulated by laws and regulations. If Hiroko Nihei is elected, the Company will enter into an agreement with her, pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, when damage is incurred by the Company due to her negligence provided she acted in good faith and without gross negligence.
 3. The Company has concluded a Directors and Officers Liability Insurance (D&O insurance) contract as stipulated in Article 430-3 of the Companies Act, insuring Directors, Audit & Supervisory Board Members, Corporate Officers, and key employees. If Hiroko Nihei is elected, she will be insured under the contract. All insurance premiums are paid by the Company. The policy shall cover damages incurred by the insured due to claims for damages arising from the insured's conduct (including omissions) in his/her capacity as a director of the Company during the insurance period. However, claims arising from intentional or gross negligence will not be covered by the above insurance contract.
 4. If Hiroko Nihei's election is approved, the Company plans to designate her as an independent director as stipulated by the Tokyo Stock Exchange.

Proposal 4: Election of Two (2) Substitute Audit & Supervisory Board Members

The appointment of Akemi Mochizuki and Yoshitaka Hashimoto as substitute Audit & Supervisory Board Members elected at the 182nd Ordinary General Meeting of Shareholders held on June 26, 2020 will expire at the time of this Meeting, and the Company proposes new appointments.

In preparation for a shortage in the number of Audit & Supervisory Board Members stipulated in laws and regulations, among the candidates for substitute Audit & Supervisory Board Members, it is proposed that Shigeo Aruga be elected as a candidate for substitute Outside Audit & Supervisory Board Member and that Yoshitaka Hashimoto be elected as a candidate for substitute Audit & Supervisory Board Member who is not an Outside Audit & Supervisory Board Member. Both have consented to assume the position of Audit & Supervisory Board Member in the event that an Audit & Supervisory Board Member retires during his or her term of office and the number of Audit & Supervisory Board Members falls below the number required by laws and regulations. The validity of the appointments of both persons may be revoked by a resolution of the Board of Directors with the consent of the Audit & Supervisory Board provided it is before they take office.

The Audit & Supervisory Board has given its prior consent to the submission of this proposal.

The candidates for substitute Audit & Supervisory Board Member are as follows:

No.	Career summary, positions, and significant concurrent positions	
<p>1</p> <p>Shigeo Aruga</p> <p>[Outside] [Independent]</p> <p>Date of birth: September 24, 1950</p> <p>Years in office as Outside Audit & Supervisory Board Member: -</p> <p>Attendance at Board of Directors meetings: -</p> <p>Attendance at Audit & Supervisory Board meetings: -</p> <p>Number of shares of the Company held: 0</p>	<p>April 1969</p> <p>July 2004</p> <p>July 2007</p> <p>July 2009</p> <p>August 2011</p> <p>May 2012</p> <p>June 2015</p>	<p>Joined Kantoshinetsu Regional Taxation Bureau</p> <p>District Director, Higashi-matsuyama Tax Office</p> <p>District Director, Kasukabe Tax Office</p> <p>District Director, Urawa Tax Office</p> <p>Registered as certified public tax accountant</p> <p>Established Aruga Shigeo Certified Public Tax Accountant Office</p> <p>Audit & Supervisory Board Member, Kashimaya Co., Ltd. (current position)</p> <p>Independent Outside Audit & Supervisory Board Member, G-TEKT CORPORATION</p> <p>Outside Auditor, NITTOKU ENGINEERING CO., LTD. (currently NITTOKU CO., LTD.)</p>
<p>[Reason for nomination as candidate for substitute Outside Audit & Supervisory Board Member]</p> <p>Shigeo Aruga has professional knowledge and abundant experience cultivated as an officer of the National Tax Agency and a certified public tax accountant over many years and considerable knowledge in finance and accounting. Therefore the Company has nominated him as a candidate for substitute Outside Audit & Supervisory Board Member in the belief that he can be expected to play a sufficient role in strengthening the function of auditing the Company's overall management.</p>		

No. 2	Yoshitaka Hashimoto Date of birth: May 23, 1958 Years in office as Audit & Supervisory Board Member: - Attendance at Board of Directors meetings: - Attendance at Audit & Supervisory Board meetings: - Number of shares of the Company held: 12,237	Career summary, positions, and significant concurrent positions	
		April 1981 June 2017 February 2019 April 2019 April 2020 April 2021 June 2021	Joined former Kishu Paper Co., Ltd. COO, Specialty Paper Business Division, and General Manager, General Affairs Office, Nagaoka Mill General Manager, General Affairs Department Corporate Officer in charge of General Affairs Department (General Manager), Executives' Secretariat, Global Management Department and Information Systems Department, and General Manager attached to Legal Affairs & Compliance Department Corporate Officer in charge of General Affairs Department (General Manager), Executives' Secretariat and Information Systems Department, and General Manager attached to Legal Affairs & Compliance Department Managing Corporate Officer in charge of Administration Division, Hokuetsu Paper Sales Co., Ltd. Managing Corporate Officer in charge of Administration Division, and General Manager, Operations Division, Hokuetsu Paper Sales Co., Ltd. (current position)
[Reason for nomination as candidate for substitute Audit & Supervisory Board Member] Yoshitaka Hashimoto has extensive experience and knowledge mainly in the human resources and general affairs divisions, and is familiar with the overall business of the Group. The Company has therefore determined that he is capable of appropriately performing the duties of Audit & Supervisory Board Member and has nominated him as a candidate for the position of substitute Audit & Supervisory Board Member of the Company.			

- Notes:
1. There are no special interests between either of the candidates for substitute Audit & Supervisory Board Members and the Company.
 2. Shigeo Aruga meets the requirements for independent auditor set forth by the Tokyo Stock Exchange.
 3. The liability limitation agreement with substitute Outside Audit & Supervisory Board Members is as follows:
If Shigeo Aruga takes office as Audit & Supervisory Board Member, the Company will enter into an agreement with him, pursuant to Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation, to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount stipulated by laws and regulations, when damage is incurred by the Company due to his negligence provided he acted in good faith and without gross negligence.
 4. The Company has concluded a Directors and Officers Liability Insurance (D&O insurance) contract as stipulated in Article 430-3 of the Companies Act, insuring Directors, Audit & Supervisory Board Members, Corporate Officers, and key employees. If Shigeo Aruga and Yoshitaka Hashimoto take office as Audit & Supervisory Board Members, they will be insured under the contract.
All insurance premiums are paid by the Company. The contract covers damages incurred by the insured due to claims for damages arising from the insured's conduct (including omissions) in his/her capacity as an Audit & Supervisory Board Member of the Company during the insurance period. However, claims arising from intentional or gross negligence will not be covered by the above insurance contract.