

Dear Shareholders,

Hakuto Co., Ltd.

1-13, Shinjuku 1-chome, Shinjuku-ku, Tokyo

Notice of the 69th Annual General Meeting of Shareholders

We are pleased to announce the 69th Annual General Meeting of Shareholders of Hakuto Co., Ltd. (the “Company”), which will be held as per the schedule below.

If you will not be attending the Meeting in person, please first review on pages 3 to 14 of the Reference Materials for the General Meeting of Shareholders presented hereinafter, and exercise your voting rights no later than 5:30 p.m. on Wednesday, June 23, 2021, using one of the methods outlined on page 15.

Sincerely,

Ryoji Abe
President & Chief Executive Officer

Details

- 1. Date & Time:** Thursday, June 24, 2021 at 10:00 a.m.
(Reception commences at 9:00 a.m.)
- 2. Venue:** Conference Room, 8th Floor, Head Office Building, 1-13, Shinjuku 1-chome, Shinjuku-ku, Tokyo

3. Meeting Agenda

(1) Items to be reported:

1. Business Report and Consolidated Financial Statements of the Company’s 69th fiscal year (from April 1, 2020 to March 31, 2021), and the audit reports on Consolidated Financial Statements by the Accounting Auditors (CPAs) and the Company’s Audit and Supervisory Committee
2. Non-Consolidated Financial Statements of the Company’s 69th fiscal year (from April 1, 2020 to March 31, 2021)

(2) Items to be resolved:

Item: Appointment of Ten (10) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

4. Information on Exercise the Voting Rights

Please refer to “Information on Exercise the Voting Rights” on page 15.

5. Matters Concerning Internet Disclosure Information

The “Basic Policy on Control of the Company, Etc.” in the Business Report, the “Consolidated Statement of Changes in Net Assets,” the “Notes to the Consolidated Financial Statements,” the “Non-Consolidated Statement of Changes in Net Assets”

and the “Notes to the Non-Consolidated Financial Statements” have been posted on the Company’s website in accordance with the relevant laws and regulations and Article 15 of the Articles of Incorporation of the Company. Hence, they are not included in the attached documents to the Notice of the 69th Annual General Meeting of Shareholders as part of the set of documents to be provided. For this reason, the Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements indicated in the attached documents to this Notice are part of the documents that were audited by Audit and Supervisory Committee for preparing the audit report and the Accounting Auditors (CPAs) for preparing the independent auditor’s report respectively.

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- If you are attending the Meeting in person, please bring the enclosed Form for Exercising Voting Rights and present it at the reception desk.
 - Revisions to the Reference Materials for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements shall be posted on the Company’s website.
 - If you make a diverse exercise of your voting rights, please notify the Company in writing of your intention and the reasons thereof not later than three days prior to the General Meeting of Shareholders.
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The Company’s website: (<https://www.hakuto.co.jp>)

Reference Materials for the General Meeting of Shareholders

Agenda items and reference materials

Item: Appointment of Ten (10) Directors (excluding Directors Serving on the Audit and Supervisory Committee)

The term of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders.

Therefore, we request the approval of the appointment of ten (10) Directors to further improve the governance structure by increasing the number of External Directors by one (1). This proposal was reviewed by the Audit and Supervisory Committee, and the committee expressed the opinion that all of the candidates are qualified to be a Director of the Company.

Career histories of the candidates for Directors are as follows:

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
1	Ryoji Abe (Nov. 9, 1957) [Reelection] Term of office: 13 years	<p>Mar. 1983 Joined the Company</p> <p>Jun. 2008 Director & Vice President, Division Manager of Semiconductor Devices 2nd Div. and Electronic Components Div.</p> <p>Jun. 2015 Director & Executive Managing Officer, Division Manager of Semiconductor Devices 2nd Div. and Electronic Components Div. and in charge of Overseas Business Operation Div.</p> <p>Jan. 2020 Director, V.P. & Executive Managing Officer, in charge of Semiconductor Devices and Electronic Components Business and Division Manager of Semiconductor Devices Technology & Operation Center, President of Electronic Components Company, and Division Manager of Overseas Business Operation Div. and Branch Manager of South Korea Branch</p> <p>Apr. 2020 President (Representative Director)</p> <p>Apr. 2021 President & Chief Executive Officer (Representative Director) (present)</p>	22,600

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate	
2	<p data-bbox="456 730 560 853">Yoshinae Takada (May 27, 1957)</p> <p data-bbox="448 887 568 913">[Reelection]</p> <p data-bbox="432 947 584 1003">Term of office: 17 years</p>	<p data-bbox="592 349 703 376">Apr. 1983</p> <p data-bbox="592 387 703 414">Jun. 2004</p> <p data-bbox="592 515 703 542">Apr. 2008</p> <p data-bbox="592 575 703 602">Jun. 2008</p> <p data-bbox="592 636 703 663">Jun. 2011</p> <p data-bbox="592 786 703 813">Jun. 2015</p> <p data-bbox="592 1025 703 1052">Apr. 2019</p> <p data-bbox="592 1198 703 1225">Apr. 2021</p>	<p data-bbox="743 349 1219 506">Joined the Company</p> <p data-bbox="743 387 1206 506">Director & Vice President, Manager of Corporate Planning Dept. and Financial & Accounting Dept., and in charge of E.D.P. Dept.</p> <p data-bbox="743 515 1187 571">Director & Vice President, Division Manager of Corporate Management Div.</p> <p data-bbox="743 575 1214 631">Director & Senior Vice President, Division Manager of Corporate Management Div.</p> <p data-bbox="743 636 1209 792">Director & Executive Vice President, Supervisor over Corporate Administration Div. and Corporate Management Div., and in charge of Risk Management and Corporate Compliance</p> <p data-bbox="743 797 1214 1010">Director & Senior Executive Managing Officer, Supervisor over Corporate Administration Div. and Corporate Management Div., Division Manager of Corporate Management Div., and in charge of Risk Management and Corporate Compliance</p> <p data-bbox="743 1014 1214 1193">Director, V.P. & Senior Executive Managing Officer, Supervisor over Corporate Administration Div. and Corporate Management Div., and in charge of Risk Management and Corporate Compliance</p> <p data-bbox="743 1198 1209 1379">Director & Chief Operating Officer, Supervisor over Corporate Administration Div. and Corporate Management Div., and in charge of Risk Management and Corporate Compliance (present)</p>	<p data-bbox="1273 853 1353 880">21,000</p>

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
3	Akira Togo (Apr. 21, 1958) [Reelection] Term of office: 5 years	Oct. 1982 Joined the Company Jun. 2015 Managing Officer, Division Manager of Chemical Business Div. Jun. 2016 Director, V.P. & Managing Officer, Division Manager of Chemical Business Div. Mar. 2018 Representative Director & Chairman of Hakuto Life Science Co., Ltd. Apr. 2018 Director, V.P. & Managing Officer, President of Chemical Solution Company of the Company Apr. 2021 Director, V.P. & Executive Managing Officer, Supervisor over Chemical Solution Company (present)	10,400

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
4	Nobuhito Shintoku (Dec. 6, 1960) [Reelection] Term of office: 10 years	Apr. 1985 Joined the Company Apr. 2010 Division Manager of Corporate Administration Div., Manager of General Affairs Dept., and Chief of Isehara Technical Center Jun. 2011 Director & Vice President, Division Manager of Corporate Administration Div. and Manager of General Affairs Dept., Chief of Isehara Technical Center, and in charge of Branch Office (related to Administration) Jun. 2011 President (Representative Director) of Hakuto A&L Co., Ltd. (present) Apr. 2013 Director & Vice President, Division Manager of Corporate Administration Div. and Manager of General Affairs Dept., Chief of Isehara Technical Center, Branch Manager of Kansai Branch, and in charge of Branch Office (related to Administration) of the Company Jun. 2015 Director & Managing Officer, Division Manager of Corporate Administration Div. and Manager of General Affairs Dept., Chief of Isehara Technical Center, Branch Manager of Kansai Branch, and in charge of Branch Office (related to Administration) Apr. 2017 Director, V.P. & Managing Officer, Division Manager of Corporate Administration Div., Manager of Human Resources Dept. and General Affairs Dept., Chief of Isehara Technical Center, and in charge of Branch Office (related to Administration) Oct. 2020 Director, V.P. & Managing Officer, Division Manager of Corporate Administration Div., Manager of General Affairs Dept., Chief of Isehara Technical Center, and in charge of Branch Office (related to Administration) (present)	15,500

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
5	<p data-bbox="448 757 568 880">Tamaki Miyashita (Jan. 21, 1971)</p> <p data-bbox="448 913 568 943">[Reelection]</p> <p data-bbox="432 976 584 1032">Term of office: 2 years</p>	<p data-bbox="592 349 703 378">Apr. 2000</p> <p data-bbox="592 389 703 418">Jan. 2010</p> <p data-bbox="592 452 703 481">Apr. 2014</p> <p data-bbox="592 515 703 544">Oct. 2015</p> <p data-bbox="592 577 703 607">Sept. 2017</p> <p data-bbox="592 640 703 669">Apr. 2018</p> <p data-bbox="592 703 703 732">Apr. 2019</p> <p data-bbox="592 766 703 795">Apr. 2019</p> <p data-bbox="592 828 703 857">Jun. 2019</p> <p data-bbox="592 891 703 920">Apr. 2020</p> <p data-bbox="592 954 703 983">Apr. 2021</p>	5,000

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
6	<p>Yugo Ishishita (Oct. 6, 1971)</p> <p>[Reelection]</p> <p>Term of office: 1 year</p>	<p>Apr. 2000 Joined the Company</p> <p>Apr. 2013 Manager of First Sales Dept., Semiconductor Devices 2nd Div.</p> <p>Oct. 2016 Manager of First Sales Dept., Device Solution Company</p> <p>Apr. 2017 Deputy Division Manager of Overseas Business Operation Div. (in charge of ST Business) and Manager of First Sales Dept., Device Solution Company</p> <p>Apr. 2018 Managing Officer and President of Strategic Device Company</p> <p>Apr. 2020 Managing Officer, President of Strategic Device Company, and Division Manager of Semiconductor Devices Technology & Operation Center</p> <p>Jun. 2020 Director, V.P. & Managing Officer, President of Strategic Device Company, President of Advanced Device Company, and Division Manager of Semiconductor Devices Technology & Operation Center (present)</p>	5,000
7	<p>Ichiro Takayama (Jan. 3, 1958)</p> <p>[Reelection]</p> <p>Term of office: 21 years</p>	<p>Jun. 1986 Qualified Medical Doctor (U.S.)</p> <p>May 1990 Qualified Medical Doctor (Japan)</p> <p>Jun. 1990 Director of the Company</p> <p>Jun. 1996 Retired from Director</p> <p>Jun. 2000 Director of the Company (present)</p>	1,058,923

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
8	Keiji Kondo (Dec. 26, 1951) [Reelection] [External] [Independent] Term of office: 7 years	Oct. 1979 Passed the Bar Examination Apr. 1984 Completed the training of a Legal Apprentice Apr. 1984 Registered as an attorney (present) Apr. 1984 Joined YUASA AND HARA Dec. 1996 Retired from YUASA AND HARA Mar. 1997 Established Fukuda and Kondo Law Firm (present) Jun. 2014 External Director of the Company (present) <Significant concurrent positions outside the Company> Joint representation at Fukuda and Kondo Law Firm	-
Reason for nomination as External Director and overview of the expected role, etc.: Although Mr. Keiji Kondo has not been directly engaged in company management, he is familiar with corporate law in his capacity as an attorney and has extraordinary insight to govern corporate management, and is deemed appropriate to carry out the duties of an External Director. Therefore, his reappointment as an External Director is requested. In addition, if he is reelected, the Company plans for him to be involved in nominating officer candidates for the Company and determining remuneration, etc. for officers from an objective and neutral standpoint as a member of the Nomination and Remuneration Committee.			

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
9	<p>Masahito Kamijo (Jul. 12, 1954)</p> <p>[Reelection] [External] [Independent]</p> <p>Term of office: 6 years</p>	<p>Jun. 2006 Representative Director and Managing Executive Officer of Saitama Resona Bank, Limited</p> <p>Jun. 2008 Director and Senior Managing Executive Officer of Resona Bank, Limited</p> <p>Jun. 2009 Representative Director and President of Saitama Resona Bank, Limited</p> <p>Apr. 2014 Director and Chairman of Saitama Resona Bank, Limited</p> <p>Apr. 2015 Chairman of Resona Research Institute Co., Ltd.</p> <p>Jun. 2015 External Director of the Company (present)</p> <p>Jun. 2016 External Director of Clarion Co., Ltd.</p> <p>Jun. 2018 External Director, ZENKOKU HOSHO Co., Ltd. (present)</p> <p>Mar. 2021 Outside Audit & Supervisory Board Member of MiraBiologics Inc. (present)</p>	-
<p>Reason for nomination as External Director and overview of the expected role, etc.:</p> <p>Mr. Masahito Kamijo had served as Representative Director and President of Saitama Resona Bank, Limited and in other capacities that have allowed him to accumulate a wealth of experience in company management. It is judged, therefore, that seeking his opinions and advice on critical management issues would help promote proper decision making, and his reappointment as an External Director is requested. In addition, if he is reelected, the Company plans for him to be involved in nominating officer candidates for the Company and determining remuneration, etc. for officers from an objective and neutral standpoint as Chairperson of the Nomination and Remuneration Committee.</p>			

Candidate Number	Name (Date of Birth), Term of Office	Brief History, Position, Responsibility, and Status of Material Holding of Concurrent Positions	Number of Shares of the Company Owned by the Candidate
10	Tomohiro Murata (Jun. 17, 1968)	Apr. 1991 Joined Daiwa Securities Co. Ltd. Jul. 1994 Joined Daiwa Institute of Research Ltd. Sept. 1996 Joined Morgan Stanley Japan Securities Co., Ltd. Feb. 2009 Joined Frontier Management Inc.	—
	[New] [External] [Independent]	Jun. 2015 Outside Director of Yamaichi Electronics Co., Ltd. (present) Jun. 2018 Executive Officer of Frontier Management Inc. (present)	
Reason for nomination as External Director and overview of the expected role, etc.: Mr. Tomohiro Murata has a wealth of experience and considerable insight as a management consultant, and is expected to offer advice on management from an objective and neutral standpoint. Therefore, his appointment as a new External Director is requested.			

Notes:

- Mr. Tomohiro Murata is a new candidate for Director.
- There are no special interests between the Company and each candidate.
- Mr. Keiji Kondo, Mr. Masahito Kamijo and Mr. Tomohiro Murata are candidates for External Director.
- Independence of External Director candidates
The Company appointed Mr. Keiji Kondo and Mr. Masahito Kamijo as Independent Officers as stipulated by provisions of Tokyo Stock Exchange, and filed the relevant notification with the TSE. If their reelection is approved, the Company will continue to appoint them as Independent Officers. In addition, if the election of Mr. Tomohiro Murata, a new candidate for Director, is approved, the Company plans to submit notification to the aforementioned exchange concerning his appointment as Independent Officer. Furthermore, Mr. Keiji Kondo, Mr. Masahito Kamijo and Mr. Tomohiro Murata satisfy the requirements for Independent Officers prescribed by the Tokyo Stock Exchange as well as the Company's independence requirements set forth in the "Independence Criteria for External Officers" (see p. 13).
- Agreements limiting the liability of External Directors
Based on Article 427, Paragraph 1 of the Companies Act ("the Act"), the Company has entered into contracts with each Director (excluding Executive Directors) to limit liability for damages as stipulated in Article 423, Paragraph 1 of the Act, to the higher of ¥3 million or the minimum liability limit amount stipulated in Article 425, Paragraph 1 of the Act. Should the reappointment of Mr. Ichiro Takayama, Mr. Keiji Kondo and Mr. Masahito Kamijo and the appointment of Mr. Tomohiro Murata be approved, the Company will extend or enter into the above agreement with each of them.
- Directors and officers liability insurance policy
Based on Article 430-3, Paragraph 1 of the Companies Act, the Company has entered into a directors and officers liability insurance policy with an insurance company. The policy covers losses that may arise from an insured's assumption of liability incurred in the course of the performance of duties as a Director, or receipt of claims pertaining to the pursuit of such liability. Should each candidate assume the office of Director, each of them will be included

as an insured in the insurance policy, and the Company plans to renew the said policy with the above details during their terms of office.

(Reference) Independence Criteria for External Officers

External Directors of the Company (hereinafter referred to as “External Officers”) shall be determined to be independent if they do not fall under any of the following criteria:

1. A person whose major business partner is the Company (meaning a person who has received from the Company a payment equivalent to 2% or more of the annual consolidated net sales for the most recent fiscal year of that person) or an executive of that person;
2. A person is a major business partner of the Company (meaning a person who has paid to the Company a payment equivalent to 2% or more of the annual consolidated net sales for the most recent fiscal year of the Company) or an executive of that person;
3. A person who is a certified public accountant, tax accountant, attorney, judicial scrivener, patent attorney, consultant, etc., who receives money or other property from the Company in an amount of ¥10 million or more per year separately from compensation as an Officer of the Company (if the person who receives such property is an organization, such as a juridical person, association, etc., a person who belongs to an organization that receives property from the Company in an amount exceeding 2% of annual revenue of the organization);
4. A person belonging to the audit corporation that is the Accounting Auditor of the Company or its consolidated subsidiary who is in charge of providing audit services to the Company or its consolidated subsidiary;
5. An executive of a financial institution that is indispensable in financing of the Company to the extent the Company is dependent on the financial institution as the Company cannot find a substitute;
6. A major shareholder of the Company or its executive;
7. An executive of a company a major shareholder of which is the Company;
8. An executive of a company at which an Officer of the Company is serving as an External Officer;
9. A person who receives a donation of ¥10 million or more per year from the Company (if the person who receives such donation is an organization, such as a juridical person, association, etc., a person who belongs to an organization that receives donation from the Company in an amount exceeding 2% of annual revenue of the organization);
10. A person who has fallen under any of 1. through 9. above anytime during the last three (3) years;
11. A spouse or a relative within the second degree of kinship of any of the persons listed in 1. through 10. above (limited to important persons);
12. A spouse or a relative within the second degree of kinship of a Director, Executive Officer, Manager, or other employee (limited to important persons) of the Company or its subsidiary;
13. A spouse or a relative within the second degree of kinship of a person who has fallen under a Director, Executive Officer, Manager, or other employee (limited to important persons) of the Company or its subsidiary any time during the last three (3) years;
14. A person who has special circumstances other than those listed in 1. through 13. above that prevent him or her from performing the duties as an independent

External Officer, such as conflict of interest with general shareholders of the Company; or

15. A person whose total term of office as an External Officer at the Company has exceeded eight (8) years.

Notes:

1. An “executive” is an executive director, an executive officer, or an officer or employee holding a similar position at a corporation or other organization.
2. A “major shareholder” is a person who holds shares that are equivalent of 10% or more of the total voting rights at the end of the most recent fiscal year.
3. An “important person” is an officer or employee who holds a position that is equivalent to or above the position of executive director, executive officer, or general manager of a division/department.

[Information on Exercise the Voting Rights]

Voting rights exercisable at a general meeting of shareholders are important rights of shareholders.

Shareholders are requested to exercise their voting rights after reviewing the “Reference Materials for the General Meeting of Shareholders” attached below.

You may exercise your voting rights by one of the following three methods.

By Attending the General Meeting of Shareholders

Please submit your Form for Exercising Voting Rights and present it at the reception desk.

Date & Time:

Thursday, June 24, 2021 at 10:00 a.m.

By Submitting the Form for Exercising Voting Rights by Mail

Please indicate “for” or “against” for agenda items shown on the enclosed Form for Exercising Voting Rights and return it to the Company.

Exercise Due Date:

No later than 5:30 p.m. on Wednesday, June 23, 2021

By Exercising Voting Rights via the Internet

Enter your vote for agenda items according to the instructions on the next page.

Exercise Due Date:

No later than 5:30 p.m. on Wednesday, June 23, 2021

Procedures for Exercising Voting Rights via the Internet

- (1) If you exercise your voting rights both by mail and via the Internet, the voting via the Internet shall prevail. In the case of multiple voting via the Internet, the last voting shall prevail.
- (2) Shareholders may not be able to use the Voting Rights Exercise Site depending on their Internet environment, subscribed services, or the model of the device used.
- (3) To prevent unauthorized access by third parties other than shareholders and the alteration of shareholder votes, shareholders voting via the Internet will be asked to change their “Temporary Password” on the Voting Rights Exercise Site.
- (4) The shareholders are to bear any costs incurred for the access to the Voting Rights Exercise Site using a PC, smartphone, or mobile phone, such as Internet connection and telecommunication charges.

e-Voting platform for institutional investors

Institutional investors who have applied in advance to use the e-Voting Platform for institutional investors run by ICJ, Inc. can cast their votes via this system instead of the Company’s system for voting via the Internet, which is described above.

[How to vote via the Internet]

■ Exercising voting rights by scanning the QR Code

You can log in to the Voting Rights Exercise Site without entering the login ID and the temporary password provided on the Voting Rights Exercise Form.

1. Please scan the QR Code provided on the lower right of the Voting Rights Exercise Form using a smartphone, etc.
* QR Code is a registered trademark of Denso Wave Incorporated.
2. Then, enter your vote for each proposal according to the instructions on the screen.
You can log in to the website using the QR Code only once.
If you intend to exercise your voting rights again to change your previous vote or exercise your voting rights without using the QR Code, please see “Exercising voting rights by entering login ID and temporary password” below.

■ Exercising voting rights by entering login ID and temporary password

<Voting Rights Exercise Site URL> <https://evote.tr.mufg.jp/>

1. Please access the Voting Rights Exercise Site.
2. Enter the “login ID” and the “temporary password” provided on the Voting Right Exercise Form.
3. Enter a new password.
4. Then, enter your vote for each proposal according to the instructions on the screen.

If you have any questions about the exercise of voting rights via the Internet, such as how to use a PC, smartphone, or mobile phone to vote, please call the help desk below.

Mitsubishi UFJ Trust and Banking Corporation, Corporate Agency Department (Helpdesk)

Tel: 0120-173-027

Hours: 9:00 a.m.–9:00 p.m. (only in Japan, toll free)

<p>The English translation is an abridged version of the original invitation notice in Japanese. In the event of discrepancy, the Japanese version shall prevail.</p>
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