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Securities code: 7381

May 24, 2024

To our shareholders:

Shuji Tsuemura  
Director and President  
**Hokkoku Financial Holdings, Inc.**  
2-12-6 Hirooka, Kanazawa, Ishikawa, 920-8670 Japan

## NOTICE OF THE 3RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

First, we would like to express our deepest sympathies to all those who have been affected by the “2024 Noto Peninsula Earthquake,” and we sincerely hope for a quick reconstruction and recovery. We would also like to mourn for the people who lost their lives, and offer our condolences to families who have lost loved ones.

Hokkoku Financial Holdings, Inc. (the “Company”) aims to support the early recovery of the region affected by this disaster, and we intend to concentrate our strength as a group to continue various initiatives, to ensure that we are able to create a rich future together with people in affected areas.

You are cordially invited to attend the 3rd Ordinary General Meeting of Shareholders of the Company, which will be held as described below.

You may exercise your voting rights either in writing (by post) or via internet. After reviewing the attached reference documents for the General Meeting of Shareholders, please exercise your voting rights no later than 5:30 p.m., Thursday, June 13, 2024 (Japan Standard Time).

- 1. Date and Time:** Friday, June 14, 2024 at 10:00 a.m. (Japan Standard Time)
- 2. Venue:** Main Hall, 3F Hokkoku Financial Holdings Head Office Building  
2-12-6 Hirooka, Kanazawa, Ishikawa

### 3. Purposes:

#### Items to be reported:

The Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements for the 3rd Term (from April 1, 2023 to March 31, 2024), as well as the results of audits by the Accounting Auditor and the Audit and Supervisory Committee

#### Items to be resolved:

- Proposal 1:** Amendment to Articles of Incorporation
- Proposal 2:** Election of Three (3) Directors who are not Audit and Supervisory Committee Members

#### ■ Measures for Providing Reference Documents for the General Meeting of Shareholders in Electronic Format

On the occasion of this general meeting of shareholders, the Company has taken measures (websites below) to provide information (items for which measures for providing information in electronic format will be taken) included in the Reference Documents for the General Meeting of Shareholders, etc., according to the Companies Act and the stipulations of the Company’s Articles of Incorporation. However, notwithstanding any requests for the delivery of documents based on the Companies Act, the Company will send the information to all shareholders in writing as before.

The Company’s website (“General Meeting of Shareholders Information” page)

Please access the URL below and refer to “3rd Ordinary General Meeting of Shareholders.”

<https://www.hfhd.co.jp/ir/stock/soukai.html> (in Japanese)

TSE website (Listed Company Search)

Please access the URL below and input “Hokkoku Financial Holdings, Inc.” in “Issue name (company name)” or “7381” in “Code” to search. Then, confirm the information after selecting “Basic information” and “Documents for public inspection/PR information,” in that order.

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

■ Omission of Some Items from These Documents

Among items subject to measures for electronic provision, the following are published on the websites above as “Items Excluded from the Paper-based Notice to Be Delivered of the 3rd Ordinary General Meeting of Shareholders” in accordance with the provisions of laws and regulations as well as the stipulations of the Company’s Articles of Incorporation. Please refer to those.

[Business Report]

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| <ul style="list-style-type: none"><li>• Conditions of the enterprise group, the Company’s assets and gain or loss</li><li>• Conditions of the enterprise group’s employees</li><li>• Systems to ensure appropriateness of business operations</li><li>• Matters related to transactions among the parent company, etc.</li></ul> | <ul style="list-style-type: none"><li>• Conditions of the enterprise group’s principal business locations, etc.</li><li>• Matters related to the Accounting Auditor</li><li>• Matters related to specified wholly owned subsidiaries</li></ul> |
|--|--|

[Consolidated Financial Statements and Non-consolidated Financial Statements]

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|---|---|
| <ul style="list-style-type: none"><li>• Consolidated statements of changes in net assets</li><li>• Non-consolidated statements of changes in shareholder’s equity</li></ul> | <ul style="list-style-type: none"><li>• Notes to consolidated financial statements</li><li>• Notes to non-consolidated financial statements</li></ul> |
|---|---|

These items are subject to audit when the Audit and Supervisory Committee creates the Audit Report and the Accounting Auditor creates the Accounting Audit Report, respectively.

■ If Revisions to the Items Subject to Measures for Electronic Provision Arise

If revisions to the items subject to measures for electronic provision arise, a notice of the revisions as well as the details of the items before and after the revisions will be published on the websites above.

■ Precautions When Attending the Meeting

If attending the meeting, please submit the Voting Rights Exercise Form sent with this notice of the General Meeting of Shareholders at the venue’s reception desk.

Please also bring the notice of the General Meeting of Shareholders with you in order to conserve paper resources.

■ The Sales Report

Starting this year, the information that was provided in “The Sales Report” will be published on the Company’s website. Please access the URL below and check the “IR Information” page on the Company’s website.

The Company’s website (“IR Information” page)

<https://www.hfhd.co.jp/ir/> (in Japanese)

## Reference Documents for the General Meeting of Shareholders

### Proposal 1: Amendment to Articles of Incorporation

#### 1. Reason for Proposal

In order to strengthen the supervisory function of the Board of Directors and promote more advanced corporate governance, while also enabling the flexible operation of meetings of the Board of Directors, Article 23 of the existing Articles of Incorporation (Convener and Chairmanship of Meeting of the Board of Directors) will be changed.

Specifically, the convener and chairperson of meetings of the Board of Directors will be changed from the Director and President to a Director determined in advance by the Board of Directors, with a view to changing it to an outside Director.

#### 2. Details of Changes

The details of the changes are as follows.

(Changes are indicated by an underline)

Current Articles of Incorporation	Proposed changes
Chapter IV Directors and Board of Directors	Chapter IV Directors and Board of Directors
Article 23 (Convener and Chairmanship of Meeting of the Board of Directors)	Article 23 (Convener and Chairmanship of Meeting of the Board of Directors)
(1) Unless otherwise provided for by laws and regulations, <u>the Director and President</u> shall convene meetings of the Board of Directors and chair the meetings.	(1) Unless otherwise provided for by laws and regulations, <u>a Director determined in advance by the Board of Directors</u> shall convene meetings of the Board of Directors and chair the meetings.
(2) In cases where <u>the Director and President</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene meetings of the Board of Directors and chair the meetings.	(2) In cases where <u>the Director determined in advance by the Board of Directors</u> is prevented from so acting, another Director who is designated in accordance with an order of priority determined in advance by the Board of Directors shall convene meetings of the Board of Directors and chair the meetings.
(3) The provisions of the above two paragraphs notwithstanding, an Audit and Supervisory Committee Member elected by the Audit and Supervisory Committee may convene a meeting of the Board of Directors.	(3) The provisions of the above two paragraphs notwithstanding, an Audit and Supervisory Committee Member elected by the Audit and Supervisory Committee may convene a meeting of the Board of Directors.

**Proposal 2:** Election of Three (3) Directors who are not Audit and Supervisory Committee Members

The terms of office of three (3) Directors (excluding Directors who are Audit and Supervisory Committee Members; the same applies hereinafter in this proposal) will expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of three (3) Directors.

Please note that when selecting the candidates for Directors, appropriate procedures, such as deliberation by the optional Nomination and Compensation Committee (a majority of which is outside Directors) have been performed. Considering their execution of duties in the fiscal year under review, the Audit and Supervisory Committee judges that the candidates are suitable for the position of Director at the Company.

The candidates for Directors are as follows:

No.	Name			Current position and responsibilities at the Company	Attendance at Board of Directors meetings for fiscal 2023
1	Shuji Tsuemura	(Male)	For reelection	Director and President (Representative Director)	100% (11/11)
2	Koichi Nakada	(Male)	For reelection	Director, Senior Executive Officer (Representative Director)	100% (11/11)
3	Yuji Kakuchi	(Male)	For reelection	Director, Senior Executive Officer	100% (11/11)

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company		Number of the Company's shares owned
1	Shuji Tsuemura (July 6, 1961) (Male) For reelection	Apr. 1985	Joined The Hokkoku Bank, Ltd.	10,990
		Jun. 2008	Executive Officer, General Manager of General Planning Department and System Department	
		Jun. 2009	Director and Executive Officer, General Manager of General Planning Department and Operations Department	
		Jun. 2010	Managing Director and Executive Officer, General Manager of General Planning Department and Operations Department	
		Apr. 2011	Managing Director and Executive Officer, General Manager of General Planning Department	
		Apr. 2013	Managing Director and Executive Officer	
		Jun. 2013	Senior Managing Director (Representative Director)	
		Jun. 2020	President (Representative Director) (present position)	
		Oct. 2021	President (Representative Director) of the Company (present position)	
		■ Significant concurrent positions outside the Company President (Representative Director), The Hokkoku Bank, Ltd.		
	■ Reason for nomination as candidate for Director Mr. Shuji Tsuemura has long been involved in the field of corporate planning since joining The Hokkoku Bank, Ltd., a Group company, and he has significantly contributed to improving corporate value by taking the lead cross-organizationally for core projects of the Company. He has vigorously promoted rebuilding business models and implementing DX within bank operations, and he was appointed Director and President (Representative Director) in October 2021. He was nominated as a candidate for Director because the Company judges that he will be able to utilize his many years of experience and knowledge to execute management of the Company accurately, fairly, and efficiently. The Company expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.			

No.	Name (Date of Birth)	Career summary, positions and responsibilities at the Company	Number of the Company's shares owned
2	Koichi Nakada (September 11, 1960) (Male) For reelection	<p>Apr. 1983      Joined The Hokkoku Bank, Ltd.</p> <p>Apr. 2011      Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager</p> <p>Jun. 2013      Director and Executive Officer, General Manager of Komatsu Area and Komatsu Branch Manager</p> <p>Apr. 2015      Director and Executive Officer, Tokyo Branch Manager</p> <p>Apr. 2017      Director, General Manager of Management Administration Department and Legal Office</p> <p>Jun. 2017      Managing Director, General Manager of Management Administration Department and Legal Office</p> <p>Mar. 2021      Director, Senior Executive Officer</p> <p>Oct. 2021      Director of the Company</p> <p>Mar. 2023      Director (Representative Director)</p> <p>Mar. 2024      Director, Senior Executive Officer (Representative Director) (present position)</p> <p>■ Significant concurrent positions outside the Company Director and Audit &amp; Supervisory Committee Member (Outside), KOMATSU WALL INDUSTRY CO., LTD.</p>	4,341
<p>■ Reason for nomination as candidate for Director</p> <p>In addition to having served as the General Manager of multiple sales branches in key locations after joining The Hokkoku Bank, Ltd., a Group company, Mr. Koichi Nakada has been involved in fields such as risk management, financial strategy, and human resource development. He has both a wealth of business experience and wide-ranging, extensive knowledge of corporate management. He was appointed Director in October 2021. He was nominated as a candidate for Director because the Company judges that he will be able to execute management of the Company accurately, fairly, and efficiently. The Company expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			
3	Yuji Kakuchi (July 15, 1960) (Male) For reelection	<p>Apr. 1983      Joined The Hokkoku Bank, Ltd.</p> <p>Apr. 2014      Executive Officer, General Manager of Capital Market Department and International Department</p> <p>Apr. 2017      Executive Officer, General Manager of Capital Market Department</p> <p>Jun. 2017      Director, General Manager of Capital Market Department</p> <p>Jun. 2020      Managing Director, General Manager of Capital Market Department</p> <p>Mar. 2021      Director, Senior Executive Officer</p> <p>Oct. 2021      Director of the Company</p> <p>Mar. 2024      Director, Senior Executive Officer (present position)</p> <p>■ Significant concurrent positions outside the Company President and Representative Director, The Hokkoku General Leasing Company Co., Ltd.</p>	5,741
<p>■ Reason for nomination as candidate for Director</p> <p>Mr. Yuji Kakuchi has been mainly involved in the fields of financial strategy, overseas business, and market operations since joining The Hokkoku Bank, Ltd., a Group company. He has a wealth of business experience and wide-ranging, extensive knowledge of corporate management. He was appointed Director in October 2021. He was nominated as a candidate for Director because the Company judges that he will be able to execute management of the Company accurately, fairly, and efficiently. The Company expects that he will further strengthen the effectiveness of decision-making and auditing function of the Board of Directors.</p>			

- Notes: 1. There is no special interest between any of the candidates and the Company.
2. The Company has concluded a directors and officers liability insurance agreement provided for in Article 430-3, paragraph (1) of the Companies Act with an insurance company. Legal compensation for damages and litigation costs to be borne by

an insured are covered by the insurance agreement. Each of the candidates for Directors is included as an insured in the insurance agreement, and the Company intends to renew the agreement during their terms of office.

#### Reference: Policy on Cross-Shareholdings

The Company's policy is, as a rule, not to hold any cross-shareholdings of listed shares, and we have conducted discussions with all companies in which we hold shares, based on their surrounding environment and capital policies.

We made steady progress on reducing cross-shareholdings in fiscal 2023, achieving two years ahead of schedule our target of halving the carrying amount of investments compared to the fiscal year ended March 31, 2022 by the end of March 2025.

Going forward, we will maintain our target of zero cross-shareholdings of listed shares and continue to deepen our dialogue with companies in which we hold shares regarding their capital policies and corporate value enhancement. In addition, when selling such shares, we will give consideration to the impacts on the market and so forth before proceeding.

#### Status of reduction of listed cross-shareholdings

	Number of stocks	Carrying amount balance (Billions of yen)
FY2022	37	11.4
FY2023	24	6.8
YoY Change	(13)	(4.6)

Ratio of the fair value balance of listed cross-shareholdings to consolidated net assets: 9.3%

Reference: Specialization and Experience Required for Directors (Skill Matrix)

(expected at conclusion of the Ordinary General Meeting of Shareholders)

Name of Director		Specialization and experience										
		Corporate planning/ Management strategy	Governance and risk management	Financial and capital strategy	ESG and sustainability	Marketing	Consulting	Overseas business	Investment and fund management	Market operations	Human resource strategy	Digital IT strategy
Directors who are not Audit and Supervisory Committee Members	Shuji Tsuemura	◎	●	◎	◎		●	◎	●	◎		◎
	Koichi Nakada	●	◎								◎	●
	Yuji Kakuchi		●			●	●	◎	◎	◎		
Directors who are Audit and Supervisory Committee Members	Nobuhiro Torigoe	●		●	●						●	●
	Taku Oizumi	●	●	●		●		●				
	Naoko Nemoto			●	●			●		●		
	Sakon Uda	●	●			●	●		●		●	
	Fumihiko Haga	●	●									●
	Kimie Harada			●	●					●		

\* Fields that the Company highly expects candidates for Directors who are not Audit and Supervisory Committee Members to contribute to are marked with “◎.”

\* The above list does not represent all the knowledge and experience of each Director.



## Reference: Independence Criteria for Outside Directors

The Company judges that a person to whom none of the following conditions applies satisfies the independence criteria for outside Director.

In the event that none of the following conditions apply to an outside Director (including a candidate), the Company judges that the outside Director is an independent outside Director.

1. A party who was a business executive at the Company or its subsidiaries, etc., in the past 10 years (\*)
2. A party who has or is a business executive at a company that has the Company or its subsidiaries, etc., as a major client  
A major client or party who is a business executive at a company that is a major client of the Company or its subsidiaries, etc.
3. An attorney at law, certified public accountant, tax accountant or other consultant who receives monetary or other property benefits of ¥10 million or more annually from the Company or its subsidiaries, etc., separately from officers' remuneration
4. A party who is involved in organizations that have received donations or subsidies of ¥10 million or more from the Company or its subsidiaries, etc.
5. A major shareholder holding 10% or more of the Company's shares; or if said major shareholder is a corporation, business executive of said major shareholder, its parent company, or its significant subsidiary
6. A business executive of a company at which a business executive of the Company or its subsidiary, etc., is an officer
7. A certified public accountant who belongs to an audit corporation that is an accounting auditor of the Company or its subsidiaries, etc.
8. A party for whom any of the items 2 through 7 applies to in the past 3 years
9. Spouse or second-degree-or-closer relative of a party that any of the preceding items applies to
10. Notwithstanding the provisions of the preceding items, a party who is deemed to have other specific reasons that may cause a permanent and substantial conflict of interest with general shareholders

\* Business executives includes executive directors, executive officers, and significant employees.