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Securities Code: 6745

June 7, 2019

To our shareholders:

Akio Yamagata, Director and President

HOCHIKI CORPORATION

2-10-43 Kamiosaki Shinagawa-ku, Tokyo, Japan

Notice of the 123rd Annual General Meeting of Shareholders

You are cordially invited to attend the 123rd Annual General Meeting of Shareholders of Hochiki Corporation (the “Company”), which will be held as indicated below.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, and indicate your approval or disapproval of the proposals in the enclosed voting right exercise form and then return the form to the Company by postal mail so that your vote is received by 5:30 p.m. on Tuesday, June 25, 2019 (JST).

Details

1. Date and Time: Wednesday, June 26, 2019, at 10:00 a.m. (JST)

(Reception will start at 9:00 a.m.)

2. Venue: Conference Room on 5th floor of main building, Head Office of Hochiki Corporation

2-10-43 Kamiosaki Shinagawa-ku, Tokyo, Japan

3. Purpose of the Meeting

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 123rd fiscal year (from April 1, 2018 to March 31, 2019), and the results of audits of the Consolidated Financial Statements by the Financial Auditor and the Audit and Supervisory Board
2. The Non-consolidated Financial Statements for the 123rd fiscal year (from April 1, 2018 to March 31, 2019)

Matters to be resolved:

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|-----------------------|---|
| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Partial Amendments to the Articles of Incorporation |
| Proposal No. 3 | Election of 13 Directors |
| Proposal No. 4 | Election of Two Audit and Supervisory Board Members |

When you attend the meeting in person, please submit the enclosed voting right exercise form at the reception counter.

Pursuant to laws and regulations as well as Article 14 of the Company’s Articles of Incorporation, the following items are posted on the Company’s website (<https://www.hochiki.co.jp/ir/stock/soukai/>) and are thus not included in the attached document to this notice of convocation:

- Notes to the Consolidated Financial Statements
- Notes to the Non-consolidated Financial Statements

In case of any revisions to the Reference Documents for the General Meeting of Shareholders and the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements, the revised matters will be posted on the Company’s website as shown above.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1 Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Year-end dividends

The Company recognizes return of profit to shareholders as one of its important management issues, and makes it a basic policy to maintain stable dividend payments while giving comprehensive consideration to its financial position and level of profit.

The Company has given comprehensive consideration to matters including the business performance of the fiscal year and future business development, and it proposes to pay a year-end dividend for the fiscal year of ¥25 per share, as it makes efforts to maintain continual and stable dividend payments while strengthening its corporate constitution.

- (1) Type of dividend property
To be paid in cash.
- (2) Allotment of dividend property to shareholders and their aggregate amount
The Company proposes to pay a dividend of ¥25 per common share of the Company.
In this event, the total dividends will be ¥628,751,250.
- (3) Effective date of dividends of surplus
The effective date of dividends will be June 27, 2019.

Proposal No. 2 Partial Amendments to the Articles of Incorporation

(1) Reasons for the proposal

In view of separating the decision-making and supervision functions of management from the business execution function, and to allow for a more agile business execution that can promptly and flexibly react to changes in business environment, the Company has introduced the Executive Officer system.

To clarify business execution responsibilities in order to further strengthen the corporate governance structure, the Company will transform its current employment-based Executive Officer system to a delegation-based Executive Officer system. In line with the change, the Company will abolish the system of Directors with special titles, namely the positions of Director and President, Director and Vice President, Senior Managing Director and Managing Director.

Accordingly, the Company proposes to make amendments to the Articles of Incorporation to accommodate this, such as removing some text concerning Directors with special titles.

(2) Details of the amendments

(Amended portions are underlined)	
Current Articles of Incorporation	Proposed Amendments
<p>Article 13. (Convener and Chairmanship of General Meeting of Shareholders) Unless otherwise provided for by laws and regulations, <u>by resolution of the Board of Directors, the Director and President</u> shall convene a general meeting of shareholders and chair the meeting. 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 and chair the meeting.</p> <p>Article 14. - 17. (Omitted)</p> <p>Chapter IV Directors and Board of Directors</p> <p>Article 18. - 21. (Omitted)</p> <p>Article 22. (<u>Directors with Special Titles and Representative Directors</u>) (1) The Board of Directors may appoint, by its resolution, <u>one Director and President, and as necessary, appoint one Director and Chairperson, one or a small number of Director and Vice Presidents, one or a small number of Senior Managing Directors, and one or a small number of Managing Directors.</u> (2) <u>The Director and President shall represent the Company.</u> <u>When necessary, the Board of Directors may, by its resolution, appoint other Director(s) who shall represent the Company.</u></p>	<p>Article 13. (Convener and Chairmanship of General Meeting of Shareholders) Unless otherwise provided for by laws and regulations, <u>the Representative Director</u> shall convene a general meeting of shareholders and chair the meeting. In cases where <u>there are multiple Representative Directors or the Representative Director</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 and chair the meeting.</p> <p>Article 14. - 17. (Unchanged)</p> <p>Chapter IV Directors, <u>Executive Officers</u> and Board of Directors</p> <p>Article 18. - 21. (Unchanged)</p> <p>Article 22. (<u>Representative Directors and Chairperson</u>) The Board of Directors may appoint, by its resolution, <u>one or a small number of Representative Directors, and as necessary, appoint one Chairperson from among Directors.</u></p> <p>(Deleted)</p>

Proposal No. 3 Election of 13 Directors

At the conclusion of this meeting, the terms of office of all 14 Directors will expire. Therefore, the Company proposes the election of 13 Directors.

The candidates for Director are as follows:

Candidate No.	Name	Position and responsibility in the Company	
1	Kenji Kanamori	Director and Chairperson	Reelection
2	Akio Yamagata	Director and President General Manager of Quality Division	Reelection
3	Hajime Hosoi	Managing Director General Manager of Sales Division In charge of Maintenance Business and Engineering Group	Reelection
4	Makoto Imai		New Election
5	Hiroyuki Uemura	External Director	Reelection External Director Independent Director
6	Tomoatsu Noguchi	External Director	Reelection External Director Independent Director
7	Yasuharu Kobayashi	Director Deputy General Manager of Sales Division In charge of Sales Promotion Group	Reelection
8	Kazuhito Itani	Director Deputy General Manager of Sales Division General Manager of Tokyo Branch	Reelection
9	Satoshi Mori	Director Deputy General Manager of Sales Division In charge of Fire-Extinguishing Group	Reelection
10	Michihiro Yonezawa	Director General Manager of Engineering and Production Division	Reelection
11	Tomoki Ikeda	Director General Manager of International Business Division	Reelection
12	Kiyoshi Amano	Director General Manager of General Administrative Division In charge of Internal Auditing Office	Reelection
13	Kimihiko Yagi	Director Deputy General Manager of Sales Division In charge of Business Development Group	Reelection

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Kenji Kanamori (September 26, 1951) Reelection	Apr. 1972	Joined the Company	58,400 shares (Including 1,800 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2004	Executive Officer, Deputy General Manager of Sales Division	
		June 2007	Director, Deputy General Manager of Sales Division	
		June 2009	Managing Director, General Manager of Sales Division	
		June 2010	Senior Managing Director, General Manager of Sales Division	
		June 2013	Director and President	
		May 2017	Vice Chairperson, National Fire Equipment Society, General Incorporated Association (present position) Chairperson, Japan Fire Alarms Manufacturer's Association, General Incorporated Association (present position)	
		June 2017	Director and Chairperson (present position)	
[Reasons for nomination as candidate for Director] Kenji Kanamori has appropriate experience and ability to serve as the Company's Representative Director such as having abundant experience and extensive knowledge as corporate manager, having shown his leadership as the top executive in the management of the Company and being well-versed in various areas of the Company's business.				
2	Akio Yamagata (October 14, 1950) Reelection	Apr. 1973	Joined the Company	41,133 shares (Including 1,933 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2005	Executive Officer, Deputy General Manager of General Administrative Division	
		June 2007	Director, Deputy General Manager of General Administrative Division	
		June 2008	Director, General Manager of General Administrative Division	
		June 2011	Managing Director, General Manager of General Administrative Division	
		June 2012	Managing Director, in charge of Business Planning Division	
		June 2013	Senior Managing Director	
		June 2014	Senior Managing Director, General Manager of International Business Division President & Director of Kentec Electronics Ltd.	
		June 2015	Director and Vice President, General Manager of International Business Division of the Company	
		Apr. 2017	Director and Vice President, in charge of International Business Division	
		June 2017	Director and President	
		Apr. 2018	Director and President, General Manager of Quality Division (present position)	
[Reasons for nomination as candidate for Director] Akio Yamagata has abundant experience and extensive knowledge in the Company's various divisions, such as sales, human resources, business planning and overseas operations, and has shown his leadership in the management of the Company. Mr. Yamagata has appropriate experience and ability to serve as the Company's Representative Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
3	Hajime Hosoi (December 31, 1964) Reelection	Feb. 1989	Joined the Company	12,056 shares (Including 846 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2013	Administration Officer, Head of Business Planning Office	
		June 2013	Director, Head of Business Planning Office	
		Apr. 2018	Managing Director, General Manager of Sales Division	
		Apr. 2019	Managing Director, General Manager of Sales Division, in charge of Maintenance Business and Engineering Group (present position)	
[Reasons for nomination as candidate for Director] Hajime Hosoi has appropriate experience and ability to serve as the Company's Director such as having abundant experience in sales and business planning and having shown his leadership mainly in the field of domestic sales.				
4	Makoto Imai (January 2, 1957) New Election	Apr. 2009	Administration Officer, General Manager of Fifth Region, Sohgo Security Services Co., Ltd.	-
		June 2010	Executive Officer	
		Oct. 2013	Executive Officer, General Manager of First and Fifth Region	
		Apr. 2014	Executive Officer, General Manager of First Region	
		Apr. 2015	Representative Director and President, SOHKEI Building Services Co., Ltd. (currently ALSOK Building Services Co., Ltd.)	
		Apr. 2019	Councilor of SOHGO Security Services Co., Ltd. (present position) Representative Director (Part-time) of ALSOK Building Services Co., Ltd. (present position)	
[Reasons for nomination as candidate for Director] Makoto Imai has abundant experience and extensive knowledge as corporate manager and is expected to show his leadership from an expert standpoint mainly in the field of domestic sales. Mr. Imai has appropriate experience and ability to serve as the Company's Director.				
5	Hiroyuki Uemura (January 23, 1942) Reelection External Director Independent Director	June 1991	Director of Sumitomo Marine & Fire Insurance Co., Ltd. (currently Mitsui Sumitomo Insurance Company, Limited)	13,000 shares
		June 1994	Managing Director	
		June 1997	Senior Managing Director	
		June 1998	Director and President	
		June 2002	Director of the Company	
		June 2004	Retired as Director of the Company	
		June 2006	Director of the Company (present position)	
		July 2007	Full-time Advisor of Mitsui Sumitomo Insurance Company, Limited	
		Apr. 2013	Senior Advisor of Mitsui Sumitomo Insurance Company, Limited	
		June 2015	External Director of Taisho Pharmaceutical Holdings Co., Ltd. (present position)	
		Apr. 2017	Honorary Advisor of Mitsui Sumitomo Insurance Company, Limited (present position)	
[Reasons for nomination as candidate for external Director] Hiroyuki Uemura has abundant experience and extensive knowledge as corporate manager and has made appropriate remarks contributing to the Company's management from his expert standpoint at meetings of the Board of Directors. Mr. Uemura has appropriate experience and ability to serve as the Company's external Director.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
6	Tomoatsu Noguchi (October 4, 1955) Reelection External Director Independent Director	June 2006	Director of The Toa Reinsurance Company, Limited	2,947 shares
		June 2009	Managing Director	
		June 2012	President and Chief Executive (present position)	
		June 2014	Audit and Supervisory Board Member of the Company	
		June 2016	Director of the Company (present position)	
[Reasons for nomination as candidate for external Director] Tomoatsu Noguchi has abundant experience and extensive knowledge as corporate manager and is also well-versed in the area of finance and accounting. Mr. Noguchi has made appropriate remarks contributing to the Company's management from his expert standpoint at meetings of the Board of Directors and has appropriate experience and ability to serve as the Company's external Director.				
7	Yasuharu Kobayashi (January 19, 1962) Reelection	June 2011	Executive Officer, General Manager of Kyoto Branch of Mitsubishi UFJ Trust and Banking Corporation	4,800 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		June 2013	Representative Director and Vice President of Mitsubishi UFJ Trust Systems Co., Ltd.	
		June 2014	Director, Deputy General Manager of Sales Division, in charge of Sales Promotion Group of the Company (present position)	
[Reasons for nomination as candidate for Director] Yasuharu Kobayashi has appropriate experience and ability to serve as the Company's Director such as having experience as corporate manager and having shown his leadership mainly in the field of domestic sales promotion.				
8	Kazuhito Itani (July 11, 1957) Reelection	Apr. 1981	Joined the Company	9,008 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2013	Executive Officer, Deputy General Manager of Sales Division	
		June 2014	Director, Deputy General Manager of Sales Division, and General Manager of Tokyo Branch (present position)	
		June 2015	Director & President of Hochiki Engineering Corp.	
[Reasons for nomination as candidate for Director] Kazuhito Itani has appropriate experience and ability to serve as the Company's Director such as having abundant experience in the sales field and having shown his leadership at Tokyo Branch, an important business base in the Company's domestic operations.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
9	Satoshi Mori (May 22, 1957) Reelection	Apr. 1981	Joined the Company	15,538 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2013	Executive Officer, Deputy General Manager of General Administrative Division	
Apr. 2014	Executive Officer, Deputy General Manager of Engineering and Production Division			
Apr. 2015	Executive Officer, General Manager of Engineering and Production Division			
June 2015	Director, General Manager of Engineering and Production Division			
Apr. 2016	Director, Head of Supply Chain Management (SCM) Promotion Office			
Apr. 2017	Director, Deputy General Manager of Sales Division, in charge of Fire-Extinguishing Group (present position)			
[Reasons for nomination as candidate for Director] Satoshi Mori has appropriate experience and ability to serve as the Company's Director such as having abundant experience in technological development and production, human resources and sales, and having shown his leadership mainly in the technological development, production and sales fields.				
10	Michihiro Yonezawa (October 25, 1960) Reelection	Apr. 1984	Joined the Company	4,350 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2015	Executive Officer, Head of Quality Management Office	
Apr. 2016	Executive Officer, General Manager of Engineering and Production Division			
June 2016	Director, General Manager of Engineering and Production Division (present position)			
[Reasons for nomination as candidate for Director] Michihiro Yonezawa has appropriate experience and ability to serve as the Company's Director such as having abundant experience in sales, technological development, production and quality assurance, and having shown his leadership mainly in the technological development, production and quality assurance fields.				
11	Tomoki Ikeda (September 20, 1956) Reelection	Mar. 2010	Joined the Company	6,664 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		Apr. 2013	Deputy General Manager of International Business Division Director & President of Hochiki Europe (U.K.) Limited	
Apr. 2014	Executive Officer, Deputy General Manager of International Business Division, and in charge of Europe Market			
Apr. 2017	Executive Officer, General Manager of International Business Division, and in charge of Europe Market			
June 2017	Director, General Manager of International Business Division (present position)			
[Reasons for nomination as candidate for Director] Tomoki Ikeda has appropriate experience and ability to serve as the Company's Director such as having abundant experience in overseas sales and having shown his leadership mainly in the field of overseas sales.				

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
12	Kiyoshi Amano (January 28, 1960) Reelection	Aug. 1988	Joined the Company	4,166 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		June 2012	General Manager of Accounting Department, General Administrative Division	
		Apr. 2015	Executive Officer, Deputy General Manager of General Administrative Division	
		June 2018	Director, Deputy General Manager of General Administrative Division	
		Apr. 2019	Director, General Manager of General Administrative Division, and in charge of Internal Auditing Office (present position)	
	[Reasons for nomination as candidate for Director] Kiyoshi Amano has appropriate experience and ability to serve as the Company's Director such as having abundant experience in the area of finance and accounting and having shown his leadership mainly in the planning and general administration fields.			
13	Kimihiro Yagi (August 12, 1960) Reelection	July 2008	General Manager of Division II Sales for Chugoku Car of Tokio Marine & Nichido Fire Insurance Co., Ltd.	990 shares (Including 538 shares scheduled to be delivered regarding the performance-linked stock compensation plan)
		June 2012	General Manager of Nagano Branch Office	
		Apr. 2015	Administration Officer, General Manager of Nagano Branch Office	
		Apr. 2016	Executive Officer, General Manager of Osaka-Kita Branch Office	
		Apr. 2018	Executive Officer, Deputy General Manager of Sales Division, and in charge of Business Development Group of the Company	
	June 2018	Director, Deputy General Manager of Sales Division, and in charge of Business Development Group of the Company (present position)		
[Reasons for nomination as candidate for Director] Kimihiro Yagi has appropriate experience and ability as to serve as the Company's Director such as having abundant experience in sales and having shown his leadership mainly in the field of domestic business development.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company requests approval for the election of Hiroyuki Uemura and Tomoatsu Noguchi as external Directors, with the expectation that they can provide effective advice from their objective viewpoint independent from other Directors and from their expert standpoint based on experience and knowledge as corporate managers, among others. Hiroyuki Uemura and Tomoatsu Noguchi have been appropriately supervising the Company's management.
Hiroyuki Uemura has been serving as an external Director of the Company since June 2006. At the conclusion of this meeting, his tenure will have been 13 years. Tomoatsu Noguchi has been serving as an external Director of the Company since June 2016. At the conclusion of this meeting, his tenure will have been three years.
 3. The Company has submitted notification to Tokyo Stock Exchange, Inc. that Hiroyuki Uemura and Tomoatsu Noguchi have been appointed as independent directors. Upon approval of their election, the Company plans for their appointment as independent directors to continue.
 4. Pursuant to Article 427, paragraph 1 of the Japanese Companies Act and provisions of the Articles of Incorporation of the Company, the Company has entered into an agreement with each of Hiroyuki Uemura and Tomoatsu Noguchi to limit their liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. Upon approval of their election, the Company plans to continue the same liability limitation agreement with each of them.
 5. The numbers of the Company's shares owned by each candidate include the number of shares scheduled to be delivered upon retirement pursuant with the performance-linked stock compensation plan introduced in fiscal year 2018. Although the Plan comprises both "fixed points" and "performance-linked points," only the number of shares based on the "fixed points" are included in the "number of Company's shares owned" for each candidate. The "performance-linked points" are not included in the calculation of "number of Company's shares owned" for each candidate because it is impossible to determine their number at present as they fluctuate within the range of 0 to 200% depending on the level of attainment of the Medium-Term Management Plan.

Note that the voting rights attached to the shares scheduled to be delivered pursuant to the Plan are non-exercisable during the period until they are delivered to each candidate in the future. In addition, shares constituting an equivalent of 40% of said shares scheduled to be delivered shall be sold on the market and the proceeds are scheduled to be delivered to each candidate to secure funds for payment of taxes.

Proposal No. 4 Election of Two Audit and Supervisory Board Members

At the conclusion of this meeting, the terms of office of Audit and Supervisory Board Members Toshiharu Okamatsu and Kenichi Doi will expire. Therefore, the Company proposes the election of two Audit and Supervisory Board Members.

In addition, the consent of the Audit and Supervisory Board has been obtained for this proposal.

The candidates for Audit and Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
1	Masahide Nakamura (August 27, 1963) New Election External Audit and Supervisory Board Member	Oct. 2006	General Manager of Credit Department of Mitsubishi UFJ Trust and Banking Corporation	-
		May 2012 July 2013 Apr. 2015 June 2017 Apr. 2018 Apr. 2019	General Manager of Osaka Branch General Manager of Nagano Branch General Manager of Shinjuku Branch Executive Officer, General Manager of Umeda Branch Executive Officer, General Manager of Umeda Branch and Osaka Branch Advisor of MU Trust Apple Planning Company, Ltd. (present position)	
[Reasons for nomination as a candidate for external Audit and Supervisory Board Member] Masahide Nakamura has many years of experience and extensive knowledge in financial institutions. The Company request approval for his election as an external Audit and Supervisory Board Member with the expectation that he can monitor the overall management and provide effective advice for risk management, etc. Though Mr. Nakamura has never in the past been directly involved in the management of a company, the Company believes that he can appropriately fulfill his duties as an external Audit and Supervisory Board Member based on the above reasons.				
2	Minako Adachi (October 1, 1956) New Election	Apr. 1979 Apr. 2009	Joined the Company Executive Officer, Deputy General Manager of International Business Division Director & President of Hochiki Europe (U.K.) Limited	20,841 shares
		Apr. 2010 June 2010 Apr. 2012 Apr. 2015 June 2015 June 2019	Executive Officer, General Manager of International Business Division of the Company President & Director of Hochiki Europe (U.K.) Limited Director, General Manager of International Business Division of the Company Chairperson of Hochiki Fire Prevention Technology Corp. Director, Deputy General Manager of International Business Division of the Company Chairperson of Hochiki Fire Prevention Technology Corp. Director, Deputy General Manager of General Administrative Division President & Director of Hochiki Shoji Corp. (present position) Scheduled to become External Director of Sinko Industries Ltd.	
[Reasons for nomination as a candidate for Audit and Supervisory Board Member] Minako Adachi has abundant experience as the management of the Company mainly in the overall overseas operations and corporate management. In terms of effective audits, Ms. Adachi has appropriate experience and ability to serve as the Company's Audit and Supervisory Board Member.				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Masahide Nakamura is a candidate for external Audit and Supervisory Board Member.
 3. The Company stipulates in its Articles of Incorporation that it may, pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, enter into agreements with Audit and Supervisory Board Members to limit their liabilities for damages to a certain extent. If the election of Masahide Nakamura and Minako Adachi is approved and adopted, the Company plans to enter into an agreement with each of them to limit their liability for damages under Article 423, paragraph 1 of the Japanese Companies Act to the amount provided for under laws and regulations.