

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

(Securities Code: 6279)

April 26, 2022

To our shareholders:

Toyoshi Umebayashi, President
ZUIKO Corporation
2-1-2 Saito Hanada, Ibaraki, Osaka

Notice of the 59th Annual General Meeting of Shareholders

We are pleased to announce the 59th Annual General Meeting of Shareholders of ZUIKO Corporation (the “Company”), which will be held as described below.

To prevent the spread of COVID-19 and ensure the safety of our shareholders, we ask that shareholders refrain from attending this General Meeting in person. Please exercise your voting rights in advance by completing and sending in the enclosed voting form or via the internet. Your completed voting form sent by return mail or your votes exercised via the internet must be received no later than 5:15 p.m. on Monday, May 16, 2022.

- 1. Date and Time:** Tuesday, May 17, 2022, at 10:00 a.m. (JST)
- 2. Venue:** The Company’s Head Office
2-1-2 Saito Hanada, Ibaraki, Osaka
(On November 17, 2021, the Head Office relocated to Ibaraki, Osaka from Settsu, Osaka. The place of the Meeting shown above is in the new location.)

3. Purpose of the Meeting

Matters to be reported

1. Business Report, Consolidated Financial Statements, and results of audits by the Financial Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements for the Company’s 59th Fiscal Year (February 21, 2021 to February 20, 2022)
2. Non-consolidated Financial Statements for the Company’s 59th Fiscal Year (February 21, 2021 to February 20, 2022)

Matters to be resolved

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Amendment to the Articles of Incorporation
Proposal No. 3: Election of Six Directors

- When attending the meeting, please submit the enclosed voting form at the reception of the meeting venue.
- “Systems to Ensure Properness of Business Operations and Operational Status of Such Systems,” “Consolidated Statement of Changes in Equity,” “Notes to Consolidated Financial Statements,” “Non-consolidated Statement of Changes in Equity,” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website in accordance with laws and regulations, and Article 15 of the Company’s Articles of Incorporation, and are not attached to this notice of convocation. The attached documents of this notice of convocation are part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Financial Auditor in preparation of their audit reports.
- In the event that the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company’s website (<https://www.zuiko.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company, while working to continuously enhance its corporate value, considers returns of profits to shareholders to be a policy of the utmost importance as it manages its business. Based on this fundamental stance, we consider dividends of surplus to be returns on invested capital from shareholders, and thus the profits are divided basically according to consolidated business results. With the consolidated dividend payout ratio of 30 percent as a target, we aim to achieve steady and continued growth. With regard to internal reserves, we plan to become more cost-competitive than ever to create stronger systems for engineering and manufacturing development designed to meet market needs in preparation for possible changes in the business environment in years to come. We also intend to efficiently invest in the implementation of our global strategies.

Accordingly, the year-end dividend for the fiscal year ended February 20, 2022 shall be a common dividend of ¥10 per share.

Year-end dividend and the aggregate amount

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and the aggregate amount
¥10 per common share of the Company
Total payment: ¥262,893,120
- (3) Effective date of dividend of surplus
May 18, 2022

If this Proposal is approved and adopted as originally proposed, the annual dividend will be ¥16.20 in total, comprising an interim dividend of ¥6.20 and a year-end dividend of ¥10.

is the date of enforcement of the revised provisions provided for in the proviso to Article 1 of the Supplementary Provisions of the Act Partially Amending the Companies Act (Act No. 70 of 2019) (hereinafter referred to as the “Date of Enforcement”).

2. Notwithstanding the provision of the preceding paragraph, Article 15 of the Articles of Incorporation (Internet Disclosure and Deemed Provision of Reference Documents for the General Meeting of Shareholders, Etc.) shall remain effective regarding any general meeting of shareholders held on a date within six months from the Date of Enforcement.

3. These Supplementary Provisions shall be deleted on the date when six months have elapsed from the Date of Enforcement or three months have elapsed from the date of the general meeting of shareholders in the preceding paragraph, whichever is later.

Proposal No. 3: Election of Six Directors

The terms of office of all six Directors will expire at the conclusion of this meeting. Therefore, the Company proposes the election of six Directors (including two outside Directors).

These candidates were nominated after consultation with the Executive Appointment and Remuneration Advisory Board chaired by the independent lead outside Director. The majority of the members of this Board are outside Directors.

With the approval of the election of the six Directors presented below, the Company intends to build a management structure equipped with a speedy and appropriate business execution function for further growth and a sound and highly transparent corporate governance function.

The candidates for Director, including those for outside Director, 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	Toyoshi Umebayashi (September 29, 1963) [Re-election]	Apr. 1990 Joined the Company Apr. 2002 General Manager of Design Department May 2003 Director and General Manager of Design Department Apr. 2009 Director of ZUIKO (SHANGHAI) CORPORATION (current position) Jan. 2011 Director of the Company Mar. 2018 Vice President, Executive Officer and COO May 2018 Vice President & COO May 2020 President & CEO (current position)	25,300
[Reasons for nomination as candidate for Director] As President of the Company, Toyoshi Umebayashi provides strong leadership in pursuing our medium-term management plan. Mr. Umebayashi has a long track record in our Group's businesses and management, together with a wide range of insights. As a Director of the Company, he has contributed to the growth and development of our Group for many years. We believe that Mr. Umebayashi is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for Director.			
2	Yi Jo (June 28, 1974) [Re-election]	Feb. 1998 Joined the Company Dec. 2003 Seconded to ZUIKO (SHANGHAI) CORPORATION May 2013 Vice President May 2015 President (current position) May 2016 Executive Officer of the Company May 2017 Director and Executive Officer June 2017 Chairman of ZUIKO (SHANGHAI) CORPORATION (current position) Mar. 2018 Director and Executive Officer of the Company General Manager of Asia Area Division May 2018 Director General Manager of Asia Area Division May 2020 Director General Manager of Global Division May 2021 Director (current position)	—
[Reasons for nomination as candidate for Director] Yi Jo laid the foundation for the Company's Chinese base, and has demonstrated strong leadership in driving the growth of its China business. Given that his management capabilities will contribute to energizing the Board of Directors of the Company, we believe that Mr. Jo is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for 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	Noboru Wada (September 2, 1969) [Re-election]	<p>Feb. 1999 Joined the Company</p> <p>June 2000 General Manager of President's Office</p> <p>May 2001 Director and General Manager of President's Office</p> <p>Mar. 2003 Director of ZUIKO (SHANGHAI) CORPORATION</p> <p>Aug. 2003 Director of the Company</p> <p>Sept. 2006 President of ZUIKO MEDICAL CORPORATION</p> <p>May 2008 President of the Company</p> <p>Apr. 2009 Chairman of ZUIKO (SHANGHAI) CORPORATION</p> <p>June 2017 Director</p> <p>Mar. 2018 President, Executive Officer and CEO of the Company</p> <p>May 2018 President & CEO</p> <p>May 2020 Director and Chairman</p> <p>May 2021 Director (current position)</p>	126,680
<p>[Reasons for nomination as candidate for Director]</p> <p>Noboru Wada has worked as President as well as Director and Chairman of the Company since 2008. He has been proactively providing opinions and suggestions on important matters for the Company's management such as the creation of new frameworks including overseas expansion. With the experience and knowledge that can be drawn upon to supervise the execution of business, we believe that Mr. Wada is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for Director.</p>			
4	Norihiro Asada (December 14, 1956) [New election]	<p>Apr. 1979 Joined Nikko Securities Co., Ltd. (currently SMBC Nikko Securities Inc.)</p> <p>Sept. 1996 President of Asia Hong Kong</p> <p>May 1999 Joined Tokyo-Mitsubishi Securities (currently Mitsubishi UFJ Morgan Stanley Securities Co., Ltd.)</p> <p>July 1999 Vice President of Mitsubishi Securities International (London) plc</p> <p>Apr. 2004 General Manager of 1st Division of investment bank, Headquarters</p> <p>July 2006 General Manager of Equity Sales Division</p> <p>Apr. 2008 General Manager of Solution Group</p> <p>June 2010 Standing Audit & Supervisory Board Member of KOKUSAI Asset Management Co., Ltd. (currently Mitsubishi UFJ Kokusai Asset Management Co., Ltd.)</p> <p>Apr. 2016 General Manager of Asia Area Division</p> <p>Apr. 2016 President and Representative Director of Consulting Office ASADA Inc.</p> <p>Jan. 2022 Joined the Company</p> <p>Jan. 2022 General Manager of Corporate Strategy Department (current position)</p>	-
<p>[Reasons for nomination as candidate for Director]</p> <p>Norihiro Asada has utilized his experience at securities companies for over 30 years, and has not only improved current operations for the Company's accounting and finance as a consultant at Consulting Office ASADA Inc. from June 1, 2020 until December 31, 2021, but has also given advice related to medium- to long-term initiatives from a higher perspective. After joining the Company, he has concentrated on areas such as planning and promotion of IR activities, and has worked to enhance corporate value. Furthermore, as he has experience working overseas as well as management experience, we believe that Mr. Asada is well qualified to enhance the Company's corporate value. For this reason, we nominated him as a candidate for Director.</p>			

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
5	Masakatsu Hioki (July 30, 1950) Candidate for outside Director [Re-election]	<p>Apr. 1975 Joined Komatsu Ltd.</p> <p>Apr. 2004 Executive Officer</p> <p>Apr. 2008 Senior Executive Officer (Jomu)</p> <p>July 2012 Advisor</p> <p>June 2014 Outside Director of THK CO., LTD. (current position)</p> <p>Nov. 2014 Outside Director of Sukiya Headquarters Co., Ltd. (currently Sukiya Co., Ltd.) (current position)</p> <p>Apr. 2015 Visiting Professor of Ritsumeikan University Business School</p> <p>May 2016 Outside Director of the Company (current position)</p> <p>Nov. 2021 Director of ZUIKO (SHANGHAI) CORPORATION (current position)</p>	–
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Masakatsu Hioki has acquired advanced insight about management, human resources and general affairs, along with a wealth of experience, through the years he worked at a global company. Mr. Hioki actively offers opinions based on these insight and experience at the meetings of the Board of Directors, playing an appropriate role as our outside Director, which includes supervising the execution of business. He also attends the meetings of the Executive Appointment and Remuneration Advisory Board as Chairman to actively provide his opinions. We expect Mr. Hioki to continue objectively supervising the Company's management in a capacity independent from executives. For this reason, we renominated him as a candidate for outside Director.</p>			
6	Michio Sasaki (March 7, 1957) Candidate for outside Director [Re-election]	<p>Mar. 1982 Joined Lead Electric Co., Ltd. (currently KEYENCE CORPORATION)</p> <p>June 1999 Director, General Manager of APSULT Business Department and General Manager of Business Promotion Department</p> <p>Dec. 2000 President</p> <p>Dec. 2010 Director and Special Advisor</p> <p>May 2017 Outside Director of the Company (current position)</p> <p>June 2018 Corporate Director (Outside Director) of Tokyo Electron Ltd. (current position)</p> <p>Nov. 2018 Independent Outside Director of SHIFT Inc.</p> <p>Nov. 2020 Director and Vice President (current position)</p>	–
<p>[Reasons for nomination as candidate for Outside Director and outline of expected roles]</p> <p>Michio Sasaki has acquired advanced insight about the sales and marketing areas, along with a wealth of experience, through the years he worked at a global company. He also has insight and experience, among others, necessary for a corporate manager to make multifaceted management decisions. Mr. Sasaki actively offers opinions based on these insight and experience at the meetings of the Board of Directors, playing an appropriate role as our outside Director, which includes supervising the execution of business. He also attends the meetings of the Executive Appointment and Remuneration Advisory Board as a member to actively provide his opinions. We expect Mr. Sasaki to continue objectively supervising the Company's management in a capacity independent from executives. For this reason, we renominated him as a candidate for outside Director.</p>			

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. The Company has entered into a directors and officers liability insurance policy with an insurance company whose content is summarized below. Each of the candidates, other than Norihiro Asada, is already an insured under the policy and will continue to be such when they are reelected. Furthermore, if Mr. Asada is elected, he will be an insured under the policy. We plan to renew this insurance policy, with the content unchanged, before their terms end.
 - (i) Actual portion of insurance premiums borne by the insureds
The insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds.
 - (ii) Summary of insurance incidents covered
The policy, including special clauses, covers losses and court costs that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of

claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality.

3. Candidates for outside Director

(1) Independence as outside Director

There is no business relationship between the Group and any of the companies at which Masakatsu Hioki and Michio Sasaki hold concurrent positions as executives. Therefore, we have determined that they have sufficient independence without the risk of conflicts of interest with general shareholders according to the independence standards set by the Company (please see [Reference] Independence Standards for Outside Directors, presented later in the document).

(2) Officers of the Company's subsidiary

Masakatsu Hioki is a Director of ZUIKO (SHANGHAI) CORPORATION, a subsidiary of the Company. Mr. Hioki does not have the authority over business execution at ZUIKO (SHANGHAI) CORPORATION.

(3) Limited liability agreements with outside Directors

The Company has entered into an agreement with Masakatsu Hioki and Michio Sasaki to limit the liability for damages stipulated in Article 423, paragraph (1) of the Companies Act, pursuant to the provisions of Article 427, paragraph (1) of the Companies Act and the Articles of Incorporation of the Company. If their re-election is approved, the Company intends to continue the above agreement with them. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations.

(4) Tenure as outside Director of the Company

Mr. Hioki and Mr. Sasaki will have served as outside Directors of the Company for six years and five years, respectively, at the conclusion of this meeting.

4. The Company has submitted notification to the Tokyo Stock Exchange that Mr. Hioki and Mr. Sasaki have been designated as independent officers as provided for by the aforementioned exchange. If Mr. Hioki and Mr. Sasaki are re-elected, the Company intends to continue to designate them as independent officers accordingly.

[Reference] Independence Standards for Outside Directors

The Board of Directors of the Company has established the following independence standards for outside Directors in order to ensure that candidates who are capable of contributing to open, lively, and constructive discussions at board meetings are nominated.

1 Basic stance

The term “independent outside Director” shall refer to an outside Director without the risk of causing conflicts of interest with the Company’s general shareholders.

If a person may be significantly controlled by the Company’s senior management, or if he or she may have significant control over the Company’s senior management, the Company judges that he or she does not have the independence because it may cause conflicts of interest with general shareholders.

2 Independence standards

Considering the basic stance stated in 1 above, a person who falls under any of the following is judged not to be independent.

- (1) Person who does business with the Company or any of its subsidiaries as a major business partner, or an executive thereof

The definition refers to a business partner or an executive thereof with whom the Company or any of its subsidiaries has a business relationship that may have a significant influence on the business partner’s decision-making. More specifically, the definition includes the said business partner if sales from transactions with the Company or any of its subsidiaries make up 5 percent or more of the business partner’s sales.

Each year, the Company looks into the business relationship that the Company and/or any of its subsidiaries has with the corporation where a candidate for outside Director holds a concurrent position (as an executive) in order to make a judgment about the independence of the candidate. The Company’s department in charge of transactions with the said corporation directly contacts the corporation to make inquiries, and/or takes any other relevant actions, as a means of this examination.

- (2) Major business partner of the Company or an executive thereof

The definition refers to a business partner or an executive thereof whose business relationship with the Company may have a significant influence on the Company’s decision-making. More specifically, the definition includes the said business partner if sales from transactions with the business partner make up 5 percent or more of the Company’s sales.

Each year, the Company has a discussion with its department in charge of transactions with the corporation where a candidate for outside Director holds a concurrent position (as an executive) in order to make a judgment about the independence of the candidate.

- (3) Specialist (consultant, certified public accountant, or lawyer) who, other than executive compensation, receives a large amount of money or other assets (or a person who belongs to a group such as a corporation that receives such money or assets)

Whether a specialist receives “a large amount of money or other assets” shall be determined in light of “a large amount of money or other assets” as defined in Article 74, paragraph (4), item (vii)-(d) of the Regulations for Enforcement of the Companies Act, or Article 76, paragraph (4), item (vi)-(d) of the same Regulations. If the total income of the person who receives such money or assets considerably relies on the remuneration from the Company, the remuneration shall be judged to fall within the definition.

- (4) Person who falls under any of (1) to (3) above in the last one year

- (5) Spouse or relative within the second degree of kinship of any of the material personnel among the personnel listed below:

- (a) A person who falls under any of (1) to (4) above;
- (b) An executive of the Company’s subsidiary;
- (c) A person who fell under (b) above in the last one year; or
- (d) A person who was an executive of the Company in the last one year.

[Reference] Skill Matrix of the Board of Directors as of the Conclusion of This General Meeting

Name	Position and Responsibility	Independence	Areas of Expertise Particularly Expected of Directors and Audit & Supervisory Board Members						
			Management Experience Corporate Planning	Sales Marketing	Production Technological Development	Finance and Accounting	Human Resource Development Labor	Legal Affairs Governance Risk Management	Overseas Operation
Toyoshi Umebayashi	President & CEO		●		●			●	●
Yi Jo	Director		●	●					●
Noboru Wada	Director		●						
Norihiro Asada	Director		●			●			
Masakatsu Hioki	Outside Director	●					●		
Michio Sasaki	Outside Director	●	●	●					
Naoshi Iwamuro	Audit & Supervisory Board Member (full-time)		●	●					●
Takao Takeuchi	Outside Audit & Supervisory Board Member	●						●	
Keiko Kimura	Outside Audit & Supervisory Board Member	●	●			●		●	

* The skill matrix above does not show all of the expertise and experience that each Director and Audit & Supervisory Board Member has.