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Security Code:6694

March 13, 2024

(Commencement Date of Measures for Electronic Provision: March 6, 2024)

ZOOM CORPORATION

4-4-3 Kanda-surugadai, Chiyoda-ku, Tokyo 101-0062

Notice of the 41st Ordinary General Meeting of Shareholders

Dear Shareholders,

Please be informed that the 41st Ordinary General Meeting of Shareholders of ZOOM CORPORATION will be held as outlined below. When convening this General Meeting of Shareholders, the Company implements measures for electronic provision with respect to information that constitutes the content of the reference information for the General Meeting of Shareholders (matters subject to measures for electronic provision), and the Company posts the matters subject to the measures for electronic provision on the Company website on the Internet as the "Notice of the 41st Ordinary General Meeting of Shareholders." Accordingly, you are requested to access the following Company website and view the information.

Company website: <https://ir.zoom.co.jp/ir/stock/meeting/>



In addition to the above website, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website (Listed Company Search), perform a search by entering the issue name (company name) or the code (securities code), select "Basic information" and "Documents for public inspection/PR information," and view the information.

TSE Website (Listed Company Search)

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



If you exercise voting rights via the Internet or in writing, please refer to the reference information for the General Meeting of Shareholders and send the Voting Rights Exercise Form to arrive by, or complete entry of exercise of voting rights via Internet by 5:30 p.m. on Wednesday, March 27, 2024.

Sincerely,
Shunsuke Kudoh,
Representative Director and CEO

Details

1. Date and time

Thursday, March 28, 2024

10:00 am (reception opens at 9:30 am)

2. Location

Room B, Solacity Conference Center, 1F, Ochanomizu Solacity, 4-6 Kanda-surugadai, Chiyoda-ku, Tokyo

3. Agenda items

Matters to be reported:

1. Report on the business report, the consolidated financial statements, and the results of the audit of the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 41st fiscal year (from January 1, 2023 through December 31, 2023)
2. Report on the financial statements for the 41st fiscal year (from January 1, 2023 through December 31, 2023)

Matters to be resolved:

Proposal No. 1: Appropriation of surplus

Proposal No. 2: Election of four Directors of the Board who are not Audit and Supervisory Committee Members

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- ⊙ When attending on the day of the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - ⊙ Only this Notice has been sent to shareholders who have not requested the delivery of written documents stating the matters subject to electronic provision measures.
 - ⊙ The said written documents are sent to shareholders who have requested the delivery of the written documents.
 - ⊙ In the event of any revisions to the matters subject to measures for electronic provision, the particulars before and after such revisions will be posted on the Company website on the Internet and the TSE website as stated above.

Reference Information for the General Meeting of Shareholders

Proposals and reference information

Proposal No. 1

Appropriation of surplus

We consider returning profits to shareholders to be an important management issue and strive to do so with consideration for such matters as the state of profits in each business year and future business prospects, while maintaining stable dividends. Specifically, our policy is to pay stable dividends with a target payout ratio of about 30%. Based on this policy, we propose the following year-end dividends for the 41st fiscal year.

1. Type of assets to be distributed

Cash

2. Matters related to the rate of allocation of dividend assets to shareholders and their total amount

Per share of Company common stock: 30 yen

Total amount of dividends: 129,769,830 yen

3. Effective date of dividend of surplus

March 29, 2024

Proposal No. 2:

Election of four Directors who are not Audit and Supervisory Committee Members

The term of office of the current four Directors who are not Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, we propose to elect four Directors.

Candidates for Directors are as follows:

1

Masahiro Iijima (date of birth: November 3, 1955)

Shares of Company stock owned: 355,400 shares
Attendance in Board of Directors meetings: 15/15 times (100%)

Reappointment

[Brief career history, position, and responsibilities]

April 1977: Joined KORG Inc.

September 1983: Participated in the establishment of ZOOM

April 1996: General Manager of Administrative Department

February 1998: Appointed Director

September 2003: Appointed Executive Managing Director

May 2008: Appointed Representative Director and CEO

May 2013: Appointed Manager of ZOOM North America, LLC
(present post)

April 2018: Appointed Director (President) of Mogar Music
S.p.A. (now Mogar Music S.r.l.) (present post)

March 2021: Appointed Director of Hook Up, Inc. (present
post)

January 2023: Appointed Director of Sound-Service
Musikanlagen-Vertriebsgesellschaft mbH (present post)

March 2023: Appointed Representative Director and Group
CEO

January 2024: Representative Director and Group CEO and
CSMO (present post)

[Important concurrent posts]

Manager of ZOOM North America, LLC

Director of Sound-Service Musikanlagen-Vertriebsgesellschaft
mbH

Director (President) of Mogar Music S.r.l.

Director of Hook Up, Inc.

Reasons for Candidacy as Director

As a member of the Company's founding team and Representative Director since May 2008, Mr. Iijima possesses a wealth of experience and a high degree of discernment as a manager. He is very familiar with the various sections of the Company from new-product development through marketing, production, and administration and is considered an appropriate human resource for the Group's sustained growth. For these reasons, we request his reappointment as Director.

2

Shunsuke Kudoh (date of birth: May 31, 1979)

Shares of Company stock owned: 37,893 shares
Attendance in Board of Directors meetings: 11/11 times (100%)

Reappointment

[Brief career history, position, and responsibilities]

April 2002: Joined ZOOM CORPORATION

March 2015: Senior Manager of Engineering Division

April 2018: CRDO and Vice President of Research & Development Division

April 2021: CRDO of Research & Development Division

February 2023: Appointed Director of Hook Up, Inc. (present post)

March 2023: Appointed Representative Director and CEO (present post)

March 2023: Nomination and Remuneration Committee member (present post)

[Important concurrent posts]

Director of Hook Up, Inc.

Reasons for Candidacy as Director

Since joining the Company, Mr. Kudoh has been engaged in the development of new products as a development engineer. He is very familiar with the Company's products and development operations. As he has been involved in company management as Executive Officer since 2018 and as a Representative Director and CEO since 2023, he has extensive experience and knowledge about the Company's business operations. He is considered an indispensable human resource to achieve the midterm term business plan for the Group's sustained growth. For these reasons, we request his appointment as Director.

3

Tatsuya Kawano (date of birth: October 6, 1964)

Shares of Company stock owned: 58,600 shares
Attendance in Board of Directors meetings: 11/11 times (100%)

Reappointment

[Brief career history, position, and responsibilities]

March 1988: Joined ZOOM CORPORATION

September 2005: General Manager of Engineering Division

February 2012: Appointed Director and Vice President of Product Development

March 2016: CDO and Vice President of Engineering Division

April 2018: CPDO and Vice President of Product Development Division

April 2021: CTO of Engineering Division

March 2023: Appointed Director and CTO (present post)

[Important concurrent posts]

None

Reasons for Candidacy as Director

Since joining the Company, Mr. Kawano has been engaged in the development of new products as a development engineer. He is very familiar with the Company's products and development operations. In addition, he has been involved in company management as Director or Executive Officer of the Company for ten years or more and has extensive experience and knowledge about the Company's business operations. We consider that he will continue to be an indispensable human resource for the product development as a core of Group's sustained growth. For these reasons, we request his appointment as Director.

Reappointment

[Brief career history, position, and responsibilities]

October 1995: Joined Tohmatsu & Co. (now Deloitte Touche Tohmatsu LLC)	June 2012: Joined ZOOM CORPORATION, Vice President of Administration Division (present post)
May 1999: Registered as certified public accountant	March 2013: Appointed Director and CFO (present post)
July 2002: Seconded to Deloitte Kuala Lumpur Office as Director	March 2018: Appointed Manager of ZOOM North America, LLC (present post)
June 2008: Joined BrainPad Inc.	April 2018: Appointed Director of Mogar Music S.p.A. (now Mogar Music S.r.l.) (present post)
August 2008: Appointed Director of BrainPad Inc.	March 2021: Appointed Director of Hook Up, Inc. (present post)
December 2009: Joined MISUMI Inc., seconded to Promiclos Inc. (now CYGNI Inc.)	January 2023: Appointed Director of Sound-Service Musikanlagen-Vertriebsgesellschaft mbH (present post)

[Important concurrent posts]

Manager of Zoom North America, LLC	Director of Mogar Music S.r.l.
Director of Sound-Service Musikanlagen-Vertriebsgesellschaft mbH	Director of Hook Up, Inc.

Reasons for Candidacy as Director

Mr. Yamada has been responsible for administrative sections since joining the Company, and he has contributed to building the Company's administrative structure, including that of Group companies. In addition, he has been involved in company management as CFO since 2013, and he has amassed a wealth of experience and knowledge regarding Group business activities. He is considered an appropriate human resource to strengthen the governance which is essential for the Group's sustained growth. For these reasons, we request his reappointment as Director.

Notes:

1. There are no special interests between either of the candidates and the Company.
2. Each director candidate was determined by the Board of Directors based on the advice and recommendations of a voluntary Nomination and Remuneration Committee, the majority of its members and its chairperson are outside directors.
3. The Company Audit and Supervisory Committee has judged all candidate Directors who are not Audit and Supervisory Committee Members covered by this proposal to be appropriate for such candidacy.
4. Mr. Shunsuke Kudoh and Mr. Tatsuya Kawano were newly elected as directors at the 40th Annual General Meeting of Shareholders (March 28, 2023); therefore, the number of meetings of the Board of Directors differs from other directors.

5. The Company has entered into a liability insurance contract with directors and officers as provided for in Article 430-3, Paragraph 1, of the Companies Act and bears all insurance premiums. The scope of insured parties of the insurance policy covers directors, corporate auditors, executive officers, and managerial employees of the Company and its subsidiaries (including those who have already retired or resigned and those who will assume their positions during the insurance period.) The outline of the insurance policy is to cover damages that may arise due to the insured officers assuming responsibility for the execution of their duties or being subject to pursuit of such responsibility. However, certain exemptions are provided, such as exclusion from coverage in cases where the insured is aware that the act is in violation of laws and regulations, and measures are implemented to ensure that the appropriateness of the execution of duties by the relevant officers is not impaired. If the appointment or reappointment of each candidate for director is approved, the candidate will be included as an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed in the same terms and conditions at the next renewal.

[Reference: Director Skill Matrix]

The skill matrix of the Directors in the event that Proposal No.2 is approved as proposed at this meeting is as follows.

Name	Post	Main skills, experience, etc.					
		Corporate Management	Legal Affairs Risk Management	Finance & Accounting	Engineering/Product Development	Sales and Marketing	Global (Internationality)
Masahiro Iijima	Representative Director & Group CEO	●			●	●	●
Shunsuke Kudoh	Representative Director & CEO	●			●	●	●
Tatsuya Kawano	Director CTO				●		●
Tatsuzo Yamada	Director CFO			●			●
Kazuki Yokoyama*	Director & Audit & Supervisory Committee Member			●			
Fukashi Yamane*	Director & Audit & Supervisory Committee Member			●			
Katsuhiko Ito*	Director & Audit & Supervisory Committee Member		●				

*Outside and Independent Director