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(Securities Code: 6279)

(Issue Date) April 26, 2024

(Start Date for Measures for Providing Information in Electronic Format) April 19, 2024

To our shareholders:

Toyoshi Umebayashi, President

ZUIKO Corporation

2-1-2 Saito Hanada, Ibaraki, Osaka

Notice of the 61st Annual General Meeting of Shareholders

We are pleased to announce the 61st Annual General Meeting of Shareholders of ZUIKO Corporation (the “Company”), which will be held as described below.

Upon convening this meeting, we have taken measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. in electronic format (items subject to measures for providing information in electronic format). This information is posted on the following websites. Please access any of the websites below to confirm the relevant information.

[The Company’s website]

<https://www.zuiko.co.jp/en/>

(Please access the website above, and select the items in the top navigation bar in the following order: Investor Information, IR Library, and Other Disclosure Documents. Please view the materials posted as Notice of the 61st Annual General Meeting of Shareholders and Items Subject to Measures for Providing Information in Electronic Format When Convening the 61st Annual General Meeting of Shareholders.)

[Website providing materials on general meetings of shareholders]

<https://d.sokai.jp/6279/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Tokyo Stock Exchange Listed Companies Information Service)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the Tokyo Stock Exchange website above and enter “ZUIKO” in the “Issue name (company name)” field or the Company’s securities code 6279 in the “Code” field and push the “Search” button. Please select and follow the menu items in the following order: “Basic information” and “Documents for public inspection/PR information.” In “Filed information available for public inspection,” please view the documents listed under the “[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting]” row.)

If you are not attending the meeting, you may exercise your voting rights via the internet, etc. or in writing (via postal mail). We kindly request that you review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:15 p.m. on Thursday, May 16, 2024.

1. Date and Time: Friday, May 17, 2024, at 10:00 a.m. (JST)

2. Venue: The Company’s Head Office
2-1-2 Saito Hanada, Ibaraki, Osaka

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 Committee of the Consolidated Financial Statements for the Company’s 61st Fiscal Year (February 21, 2023 to February 20, 2024)
2. Non-consolidated Financial Statements for the Company’s 61st Fiscal Year (February 21, 2023 to February 20, 2024)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Three Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

4. Matters Determined upon Convening the Annual General Meeting of Shareholders

- (1) If you exercise your voting rights both via the internet, etc. and in writing (via postal mail), the voting rights you exercise via the internet, etc. will be treated as effective. If you exercise your voting rights more than once via the internet, etc., only the last vote you exercise will be treated as effective.
- (2) If you do not indicate whether you support or oppose each proposal on the voting form you return, your vote will be counted as if you supported each proposal.

- When attending the meeting, please submit the voting form at the reception of the meeting venue.
- For shareholders who have not made a request for delivery of paper-based documents by the record date, we will send paper-based documents summarizing items subject to measures for electronic provision. The paper-based documents containing items subject to measures for electronic provision will also be sent to shareholders who requested the delivery of paper-based documents. However, among items subject to measures for electronic provision, “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 not attached to the paper-based documents, in accordance with laws and regulations, and Article 15, paragraph 2 of the Company’s Articles of Incorporation. (For these documents, please refer to each of the websites listed above that provide items subject to measures for electronic provision.) Therefore, documents delivered to shareholders who requested the delivery of paper-based documents are part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditor in preparation of the accounting audit report and part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Committee in preparation of their audit report.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

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, 2024 shall be a 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: ¥264,197,870

(3) Effective date of dividend of surplus

May 20, 2024

If this proposal is approved and adopted as originally proposed, the annual dividend will be ¥20 in total, comprising an interim dividend of ¥10 and a year-end dividend of ¥10.

Proposal No. 2: Election of Three Directors (Excluding Directors Who Are Audit & Supervisory Committee Members)

The terms of office of all three Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting.

Therefore, the Company proposes the election of three Directors.

As for this proposal, the Audit & Supervisory Committee of the Company has judged that all the candidates for Directors are qualified.

The candidates for Directors 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 Umabayashi (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)	45,600
[Reasons for nomination as candidate for Director] As President of the Company, Toyoshi Umabayashi provides strong leadership in pursuing our medium-term management plan. Mr. Umabayashi 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. Umabayashi is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for Director.			
2	Yi Xu (June 27, 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 Xu 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. Xu 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	Norihiro Asada (December 14, 1956) [Re-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 President and Representative Director of Consulting Office ASADA Inc.</p> <p>Jan. 2022 Joined the Company General Manager of Corporate Strategy Department</p> <p>May 2022 Director (current position)</p> <p>July 2022 Auditor of ZUIKO (SHANGHAI) CORPORATION (current position)</p>	5,300
<p>[Reasons for nomination as candidate for Director]</p> <p>Norihiro Asada has more than 30 years of experience at securities companies. Utilizing this experience, 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, he has been committed to the establishment of the governance structure of the entire Group. We believe that Mr. Asada is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for 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 is already an insured under the policy and will continue to be such if the re-election of each candidate is approved. We plan to renew this insurance policy, with the content unchanged, before their terms of office 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.

[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 Committee Members						
			Management Experience	Sales Marketing	Technological Development	Finance and Accounting	Human Resource Development Labor	Legal Affairs Compliance	Overseas Operation
Toyoshi Umebayashi	President & CEO		●	●	●			●	●
Yi Xu	Director		●	●					●
Norihiro Asada	Director		●			●			
Takao Takeuchi	Outside Director (Audit & Supervisory Committee Member)	●						●	
Masakatsu Hioki	Outside Director (Audit & Supervisory Committee Member)	●					●		
Miho Ishihara	Outside Director (Audit & Supervisory Committee Member)	●				●			

* The skill matrix above does not show all of the expertise and experience that each Director possesses.