

(English Translation)
This English translation is an abridged version of the original document in Japanese.
In the event of any discrepancy, the Japanese version prevails.

Securities code: 6947

June 9, 2021

To Our Shareholders

Jinya Katsube, President and Representative
Director
ZUKEN Inc.
2-25-1, Edahigashi Tsuzuki-ku, Yokohama

**NOTICE OF CONVOCATION OF
THE 45th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you that the 45th Ordinary General Meeting of Shareholders of Zuken Inc. to be held as follows.

If you are unable to attend the meeting, you may submit your votes in writing. Please read the Reference Documents for the General Meeting of Shareholders. You are requested to indicate your approval or disapproval of the proposals on the enclosed Voting Rights Exercise Form and return it so that it will reach us by 5:45 p.m. on Monday, June 28, 2021.

- 1. Time and Date:** 10 a.m., Tuesday, June 29, 2021
- 2. Place:** Zuken Hall, 1F, Head Office/Central Research Facility
2-25-1, Edahigashi Tsuzuki-ku, Yokohama
- 3. Objectives of the Meeting:**
- Reports:**
1. Reports on the Business Report and the Consolidated Financial Statements, and the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 45th Fiscal Year (April 1, 2020 to March 31, 2021)
 2. Report on the Non-consolidated Financial Statements for the 45th Fiscal Year (April 1, 2020 to March 31, 2021)
- Agenda:**
- Proposal:** Appropriation of Surplus

For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk.

If any amendment is made to the Reference Documents for the General Meeting of Shareholders, the Business Report, or the Consolidated and/or Non-consolidated Financial Statements, the amended information will be disclosed on Zuken's website (<https://www.zuken.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposal: Appropriation of Surplus

Distributing profits to shareholders is one of the highest management priorities of Zuken Inc., and paying a stable dividend in light of factors including our business performance and operating conditions is the fundamental policy. In consideration of our financial condition, performance trends, and the policy of paying a stable dividend, we propose the year-end dividend and the appropriation of retained earnings for the 45th fiscal year as follows:

1. Matters concerning year-end dividend

(1) Type of dividend property

Cash

(2) Matters concerning allotment of dividend property and total amount to be distributed

A dividend of 15 yen per share of the Zuken common shares

Total dividends: 348,737,145 yen

With the interim dividend of 15 yen per share, this will result in a dividend of 30 yen per share for the fiscal year ended March 31, 2021.

(3) Effective date of the distribution of retained earnings

June 30, 2021

2. Matters concerning the appropriation of retained earnings

(1) Item and amount of decrease in surplus

Retained earnings brought forward: 1,500,000,000 yen

(2) Item and amount of increase in surplus

General reserve: 1,500,000,000 yen