

*(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

Delivery date: June 5, 2026

Start date of Measures for Electronic Provision: May 29, 2026

To Our Shareholders

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

## **NOTICE OF THE 50TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We hereby inform you that the 50th Ordinary General Meeting of Shareholders of Zuken Inc. (“Zuken” or the “Company”) to be held as follows.

Reference documents for this shareholders meeting (“Electronic Provision Measures Matters”) can be viewed using the internet on the following websites. Please use any of these websites to view this information.

Zuken website

<https://ir.zuken.co.jp/en/news/>

(Please visit the above website for more information.)

Tokyo Stock Exchange website (Listed company information service)

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

(After accessing the Tokyo Stock Exchange website, enter Zuken in the company name box or 6947 in the securities code box and click search. Select Basic Information and then Documents for public inspection/PR information. Notice of General Shareholders Meeting /Informational Materials for a General Shareholders Meeting are in the filed information available for public inspection section.)

If you are unable to attend the meeting, you may exercise your voting rights via the internet or in writing by 5:45 p.m. on Thursday, June 25, 2026. Please read the Reference Documents for the General Meeting of Shareholders before exercising your voting rights.

Exercise of voting rights via the internet

Please refer to the Guide to the Exercise of Voting Rights via Internet and enter your approval or disapproval for each agenda item by the above deadline.

Exercise of voting rights in writing

Please indicate your approval or disapproval for each agenda item on the enclosed voting rights exercise form and return the form to us by the above deadline.

**1. Time and Date:** 10 a.m., Friday, June 26, 2026

**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 50th Fiscal Year (April 1, 2025 to March 31, 2026)
  2. Report on the Non-consolidated Financial Statements for the 50th Fiscal Year (April 1, 2025 to March 31, 2026)

**Agenda:**

**Proposal No. 1:** Appropriation of Surplus

**Proposal No. 2:** Election of Five (5) Directors

**4. Matters to be Decided upon Convocation**

- (1) Votes left blank for one or more agenda items will be counted as “for” votes.
- (2) If you vote both in writing (by post) and via the internet, only the internet voting will be valid.
- (3) If you vote more than once via the internet, only your last vote will be valid.

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- ◎ For those attending, please present the enclosed voting rights exercise form at the reception desk.
  - ◎ At this shareholders meeting, a document containing the Electronic Provision Measures Matters will be sent uniformly regardless of whether or not a request for delivery of the document has been made. In accordance with laws and regulations and the Articles of Incorporation of the Company, the following items are not included in the relevant document. The Audit & Supervisory Board members and the accounting auditor have audited the documents subject to audit, including the following items.
    - Corporate Structure and Policy in the Business Reports
    - Notes to the Consolidated Financial Statements
    - Notes to the Non-consolidated Financial Statements
  - ◎ If there are revisions to the Electronic Provision Measures Matters, notification of the revisions and the information before and after revisions will be posted on the aforementioned websites.

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1: Appropriation of Surplus

Distributing profits to shareholders is one of the highest management priorities of Zuken. In order to further increase the clarity of the current policy of consistently paying a high-level of dividend while maintaining the Zuken Group's sound financial position, Zuken has adopted the dividend on equity ratio (DOE) as an indicator for dividend payments. The guideline is to pay fiscal year dividends that are at least 5% of consolidated shareholders' equity at the beginning of each fiscal year.

To express appreciation to shareholders on the occasion of its 50th anniversary of establishment, Zuken plans to pay a commemorative dividend of 100 yen for the year-end dividend of the fiscal year ended March 31, 2026. Accordingly, the year-end dividend will be 150 yen per share, including the ordinary dividend of 50 yen. With the interim dividend of 50 yen per share, this will result in a total dividend of 200 yen per share with a DOE of 11.3% for the fiscal year ended March 31, 2026.

#### 1. Type of dividend property

Cash

#### 2. Matters concerning allotment of dividend property and total amount to be distributed

A dividend of 150 yen per share of the Zuken common shares  
(Ordinary dividend: 50 yen; commemorative dividend: 100 yen)  
Total dividends: 3,161,364,900 yen

#### 3. Effective date of the distribution of retained earnings

June 29, 2026

**Proposal No. 2: Election of Five (5) Directors**

The terms of office of all five (5) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, election of five (5) Directors is proposed.

The candidates for Directors are as follows.

If this proposal is approved as proposed, there will be two Independent Outside Directors out of five Directors, including one female Director.

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)		Number of the Company's shares held
1	Makoto Kaneko (Mar. 15, 1945)	Dec. 1976	Established Zukei Shori Gijutsu Kenkyusho Inc. (Currently Zuken Inc.) President and Representative Director	2,226,531
		Apr. 2020	Chairman and CEO (Current)	
2	Jinya Katsube (Oct. 13, 1942)	Jan. 1982	Joined the Company as General Manager of Sales Department	64,100
		Jan. 1984	Director and General Manager of Sales Division	
		Jun. 1995	Senior Managing Director and General Manager of Business Administration Division, Overseas Business Division and Technology Division	
		Apr. 1999	Senior Managing Director	
		Jun. 2004	COO and Representative Director	
		Apr. 2020	President and COO (Current)	
3	Yoshikazu Soma (Jan. 15, 1960)	Mar. 1991	Joined the Company	15,000
		Apr. 2001	General Manager of General Affairs Department	
		Jan. 2004	General Manager of General Affairs and Human Resources Department	
		Apr. 2005	General Manager of Finance and Administration Division	
		Jun. 2005	Director and General Manager of Finance and Administration Division	
		Jun. 2016	Managing Director and General Manager of Finance and Administration Division	
		Apr. 2020	Executive Vice President and Director and General Manager of Finance and Administration Division	
		Apr. 2024	Representative Director and Executive Vice President (Current)	

No.	Name (Date of birth)	Past experience, positions and responsibilities (Significant concurrent positions)	Number of the Company's shares held
4	Wakana Takahara (Mar. 26, 1973)	Oct. 2000 Registered as an attorney at law (Admitted to Tokyo Bar Association) Joined Arai Sogo Law Offices (Current) Jun. 2024 Director of the Company (Current) (Significant concurrent positions) Attorney	-
5	Arihiro Takanohashi* (Jan. 18, 1984)	Apr. 2007 Joined Nikko Cordial Securities Inc. (currently SMBC Nikko Securities Inc.) Dec. 2017 Executive Officer of J-TAP Advisory Inc. May 2021 Director of J-TAP Advisory Inc. (Current) (Significant concurrent positions) Director of J-TAP Advisory Inc.	-

- Notes:
1. No material conflict of interest exists between the Company and any of the above candidates.
  2. From the perspectives on the right person in the right place, the Company appoints as Directors a well-balanced group of individuals with deep knowledge, abundant experience, and high skills in each of the fields of sales, technology, business administration, and overseas operations, as well as outstanding personal qualities and insights. Each candidate has knowledge, experience, ability and other skills in the above fields necessary in light of the Company's management strategy.
  3. The asterisk mark (\*) indicates a candidate to be newly elected as Director.
  4. Ms. Wakana Takahara's name on her family register is Wakana Nonaka.
  5. Ms. Wakana Takahara and Mr. Arihiro Takanohashi are candidates for Outside Directors.
  6. Reasons for nominating Ms. Wakana Takahara and Mr. Arihiro Takanohashi as candidates for Outside Directors and summary of expected roles
    - 1) Ms. Wakana Takahara has not directly been involved in company management in the past, but has a wealth of professional knowledge and experience cultivated for many years as an attorney at law. The Company proposes the election of Ms. Takahara as an Outside Director to leverage her knowledge and experience in its management. If she is elected, the Company expects her to provide advice for the selection of candidates for Directors and the determination of Directors' remuneration, etc. in an independent position as a member of the Nomination and Remuneration Committee.
    - 2) Mr. Arihiro Takanohashi has a wealth of experience as a top corporate management as well as the specialized knowledge and experience in financial strategy and corporate valuation gained through investment banking at a securities firm. The Company proposes the election of Mr. Takanohashi as an Outside Director to leverage his knowledge and experience in its management. If he is elected, the Company expects him to provide advice for the selection of candidates for Directors and the determination of Directors' remuneration, etc. in an independent position as a member of the Nomination and Remuneration Committee.
  7. The Company has entered into a directors and officers liability insurance contract with an insurance company in accordance with the provisions of Article 430-3, Paragraph 1 of the Companies Act of Japan, to insure its Directors. The Company pays the entire cost of the insurance policy. The policy covers damages of the individual due to demands concerning the obligation to fulfill responsibilities involving the performance of the duties of insured Directors. There are some exemptions from this insurance coverage to prevent the performance of duties by an insured individual from no longer being suitable. For example, the insurance does not cover damages arising from acts committed by the insured person with the knowledge that such acts violate laws and regulations. If the candidate is appointed as Director, he or she will become an insured person under the relevant insurance policy. The Company plans to renew this insurance contract with the same terms at the end of the insurance period.
  8. The term of office of Ms. Wakana Takahara as an Outside Director of the Company will be about two years. The Company has registered Ms. Takahara as an Independent Director as provided for the rules of the Tokyo Stock Exchange.
  9. If Mr. Arihiro Takanohashi is elected, the Company plans to register him as an Independent Director as provided for the rules of the Tokyo Stock Exchange.