

Securities Code: 9474

May 30, 2014

**NOTICE OF THE 54TH ORDINARY GENERAL MEETING
OF SHAREHOLDERS OF ZENRIN CO., LTD.**

Dear Shareholders,

This is to notify you of the 54th Ordinary General Meeting of Shareholders of Zenrin Co., Ltd. to be held as described below. We are looking forward to your attendance at the meeting.

If you are unable to attend the meeting, you can exercise your voting right in writing or by an electronic means (e.g., on the Internet). Please read the Reference Documents for the Ordinary General Meeting of Shareholders attached hereto and return the enclosed Form for Exercising Voting Rights indicating your approval or disapproval of the proposals on the form or access the website for exercising voting rights (<http://www.evotep.jp/>) and indicate your approval or disapproval of the proposals. The form must reach the Company or the access to the website must be made not later than 5:30 p.m., Monday, June 16, 2014.

Yours very truly,
Zenshi Takayama
President & C.E.O.
Zenrin Co., Ltd.

1-1-1, Muromachi, Kokurakita-ku, Kitakyushu-shi

Notice

1. Date: 10:00 a.m., Tuesday, June 17, 2014
2. Place: Royal Hall, 4th floor, Rihga Royal Hotel Kokura,
2-14-2, Asano, Kokurakita-ku, Kitakyushu-shi, Fukuoka-ken, Japan
(Please see the map at the end of this note.)
3. Meeting Agenda
 - Matters to report:
 - i) The Business Report, consolidated financial statements and the Audit Reports of the Independent Auditors and Board of Auditors for consolidated financial statements for the 54th fiscal year
(from April 1, 2013 to March 31, 2014)
 - ii) The non-consolidated financial statements and the contents thereof for the 54th fiscal year
(from April 1, 2013 to March 31, 2014)
 - Matters to be resolved:
 - Proposal 1: Appropriation of retained earnings
 - Proposal 2: Election of seven (7) directors
 - Proposal 3: Election of one (1) auditor

4. Instructions concerning Exercise of Voting Rights, etc.

Please see the “Instructions concerning Exercise of Voting Rights, etc” on pages 36 through 38.

<To institutional investors>

The Company takes part in the platform for electronic exercise of voting rights for institutional investors managed by ICJ, Inc.

5. Guide to Disclosures on the Internet

The following matters among those to be presented on attached documents are presented on the Company’s website (<http://www.zenrin.co.jp/ir/stock/meeting.html>) under laws and regulations and the provision of Article 16 of the Company’s Articles of Incorporation, and are therefore not stated in these attached documents.

- (1) “Systems to Ensure Appropriate Operations” in the Business Report
- (2) “Basic Policy Regarding Control of the Company” in the Business Report
- (3) “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements
- (4) “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Therefore, the documents attached to this notice constitute only part of the consolidated and non-consolidated financial statements audited by the accounting auditor in preparing its accounting audit report and part of the business report, consolidated and non-consolidated financial statements audited by the auditor in preparing their audit report.

- * For those attending, please present the enclosed Form for Exercising Voting Rights at the reception desk upon arrival. Please also bring this Notice with you to help us save resources.
- * After the general meeting of shareholders, a get-together for shareholders will be held. We welcome you to attend the get-together.
- * Any changes in the Business Report, consolidated or non-consolidated financial statements or the Reference Documents for the Ordinary General Meeting of Shareholders will be reported on the Company’s website (<http://www.zenrin.co.jp/soukai.html>).

Reference Documents for the Ordinary General Meeting of Shareholders

Proposal 1: Appropriation of retained earnings

We hereby propose the appropriation of retained earnings as follows:

Year-end dividends

We hereby propose the distribution of the year-end dividends for the 54th fiscal year as follows in consideration of the track record in the present fiscal year and our forecast of the future business development according to the policy stated in “1. Situation regarding the Company’s Operations, (5) Policy for Dividends, etc.” (page 15).

(1) Type of distributed assets

Dividends will be paid in cash.

(2) Allocation and total amount of the dividends

We propose that the amount of dividend per common share to be ¥15.

The total amount of dividends in this case would be ¥540,972,510.

Given that ¥15 per share has been paid as an interim dividend, the annual dividend for the present fiscal year will be ¥30 per share.

(3) Date when the appropriation of retained earnings becomes effective

We propose to make this date June 18, 2014.

Proposal 2: Election of seven (7) directors

The term of office of all eight (8) directors will have expired at the close of the general meeting of shareholders.

Accordingly, we hereby propose the election of seven (7) directors.

The candidates for directors are as follows.

1	Masao Osako (Nov. 15, 1955) Number of the Company's shares held: 476,677 shares
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
Apr. 1979: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.)	
Jun. 1992: Director & head of Tokyo Office of the Company	
Jun. 1995: Managing Director & head of Osaka Branch of the Company	
Jul. 1997: Advisor to the Company	
Jul. 1999: Executive officer & General Manager of President's Office and Tokyo Office of the Company	
Apr. 2001: Executive officer & General Manager of President's Office of the Company	
Jun. 2001: Vice Chairman & Director of the Company	
Jun. 2006: Vice Chairman & Representative Director of the Company	
Apr. 2008: Vice Chairman & Director of the Company	
April 2011: Chairman & Representative Director of the Company (incumbent position)	

2	Zenshi Takayama (Apr. 24, 1962) Number of the Company's shares held: 4,900 shares
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
Apr. 1986: Joined the Company	
Apr. 2004: Senior General Manager of Sales Division of the Company	
Apr. 2005: Head of Management Strategy Office of the Company	
Apr. 2006: Head of Sales Division of the Company	
Jun. 2006: Director & head of Sales Division of the Company	
Apr. 2008: President, Representative Director & head of Management Strategy Office of the Company	
April 2012: President & Representative Director of the Company	
April 2013: President & Representative Director & head of Zenrin Information Platform Business Development Office of the Company	
April 2014: President & Representative Director of the Company (incumbent position)	

3	<p>Junya Amita (Jun. 23, 1959)</p> <p>Number of the Company's shares held: 8,800 shares</p>
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
<p>Jan. 1984:</p> <p>Apr. 2004:</p> <p>Jun. 2004:</p> <p>Apr. 2005:</p> <p>Apr. 2006:</p> <p>Apr. 2007:</p> <p>Apr. 2008:</p> <p>Apr. 2010:</p> <p>July 2010:</p> <p>April 2012:</p>	<p>Joined the Company</p> <p>Head of ITS Business Division of the Company</p> <p>Director & head of ITS Business Division of the Company</p> <p>Managing Director & head of ITS Business Division of the Company</p> <p>Managing Director in charge of Management Planning Office and ITS-related Business of the Company</p> <p>Managing Director in charge of ITS-related Business & head of Production & Development Division of the Company</p> <p>Vice President & Representative Director of the Company</p> <p>Vice President, Representative Director & head of Technical Planning Office of the Company</p> <p>Vice President, Representative Director & head of Technical Planning Office & head of Information System Office of the Company</p> <p>Vice President & Representative Director of the Company (incumbent position)</p>

4	<p>Jun Kashiwagi (Nov. 2, 1954)</p> <p>Number of the Company's shares held: 4,600 shares</p>
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
<p>Apr. 1977:</p> <p>Jul. 2000:</p> <p>Apr. 2004:</p> <p>Nov. 2004:</p> <p>Apr. 2005:</p> <p>Jun. 2005:</p> <p>Apr. 2007:</p> <p>Apr. 2008:</p> <p>Apr. 2009:</p> <p>Apr. 2010:</p> <p>Nov. 2011:</p> <p>April 2012:</p> <p>April 2014:</p>	<p>Joined Kabushiki-kaisha Nishi-nippon Sogo Ginko (current Nishi-Nippon City Bank, Ltd.)</p> <p>Seconded to the Company</p> <p>Senior General Manager of Administration Division of the Company</p> <p>Joined the Company</p> <p>Head of President's Office of the Company</p> <p>Director & head of President's Office of the Company</p> <p>Director & Senior General Manager of Administration Division of the Company</p> <p>Director & head of Administration Division of the Company</p> <p>Director & head of Governance Office of the Company</p> <p>Managing Director of the Company</p> <p>Managing Director & head of Internal Audit Office of the Company</p> <p>Managing Director of the Company</p> <p>Managing Director & head of Executive Office of the Company (incumbent position)</p>

5	<p>Masuo Osako (Jul. 30, 1953)</p> <p>Number of the Company's shares held: 603,016 shares</p>
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
<p>Apr. 1977: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.)</p> <p>Mar. 1980: Director of the Company</p> <p>Mar. 1986: Managing Director & head of plant at headquarters of the Company</p> <p>Apr. 1991: Senior Managing Director of the Company</p> <p>Jun. 1992: Director of the Company (incumbent position)</p>	
<p><Significant concurrent position></p> <p>Chairman & Director of Zenrin Printex Co., Ltd.</p>	

6	<p>Tatsuhiko Shimizu (Jan. 20, 1964)</p> <p>Number of the Company's shares held: 4,200 shares</p>
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
<p>Apr. 1986: Joined the Company</p> <p>Jun. 2000: Vice President of Zenrin USA, Inc.</p> <p>Apr. 2002: Seconded to Zenrin DataCom Co., Ltd.</p> <p>Jun. 2002: Director of Zenrin DataCom Co., Ltd.</p> <p>Apr. 2003: Transferred to Zenrin DataCom Co., Ltd.</p> <p style="padding-left: 40px;">Vice President & Director of Zenrin DataCom Co., Ltd.</p> <p>Jun. 2006: Director of the Company (incumbent position)</p>	
<p><Significant concurrent position></p> <p>President & Representative Director of Zenrin DataCom Co., Ltd.</p>	

7	<p>Kiyoaki Shiotsugu (Oct. 8, 1947)</p> <p>Number of the Company's shares held: 0 shares</p>	<div style="border: 1px solid black; padding: 2px; display: inline-block;">New</div>	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Candidate for Outside Director</div>
Brief personal history (Position and responsibility in the Company and significant concurrent positions)			
<p>Apr. 1992: Professor in the Faculty of Business Administration at Matsuyama University</p> <p>Apr. 1993: Professor in the School of Economics at Kyushu University</p> <p>Jun. 2001: Director of Kyushu TLO Company Limited</p> <p>Apr. 2003: Head of the Department of Business and Technology Management, Graduate School of Economics, Kyushu University (Kyushu University Business School-QBS)</p> <p>Mar. 2011: Professor emeritus at Kyushu University</p> <p>Apr. 2011: Professor in the International College of Arts and Sciences at Fukuoka Women's University</p> <p>Apr. 2012: Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University (incumbent position)</p>			
<p><Significant concurrent position></p> <p>Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University</p>			
<p><Reason for nomination></p> <p>Mr. Kiyoaki Shiotsugu has extensive knowledge and insight as a specialist in business administration. We nominated him as a candidate for outside director based on the judgment that his experience-based advice on the overall business management of the Company from an independent standpoint would be instrumental in the strengthening of the corporate governance of the Company.</p>			
<p><Special notes concerning outside directors></p> <ul style="list-style-type: none"> • The Company, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, will enter into a liability limitation agreement with Mr. Kiyoaki Shiotsugu in the event that his election to the position of outside director is approved. The outline of the liability limitation agreement is as follows: (Outline of the liability limitation agreement with the outside director) <p>In a case in which an outside director has been without knowledge of wrongdoing and has not been grossly negligent in performing his or her duties with respect to the obligations prescribed in Article 423, Paragraph 1 of the Companies Act since the conclusion of this Agreement, the outside director would be held liable for damages up to the greater of 10 million yen or the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.</p> <ul style="list-style-type: none"> • The Company will file the designation of Mr. Kiyoaki Shiotsugu as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange in the event that the election of the candidate is approved. 			

Note: There is no interest to be stated between the above candidates for directors and the Company.

Proposal 3: Election of one (1) auditor

The term of office of Auditor Chiyuki Imai will have expired at the close of the general meeting of shareholders, and we hereby propose the election of one (1) auditor.

The submission of this proposal is agreed by the Board of Auditors.

The candidate for auditor is as follows.

Kazuhiko Inaba (May 6, 1960)	New
Number of the Company's shares held: 14,900 shares	
Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
Apr. 1984:	Joined Kabushiki-kaisha Mitsui Kosakujyo (current Mitsui Hi-tech, Inc.)
Aug. 2000:	Joined the Company
Apr. 2005	Senior General Manager of Administration Division & head of Accounting Department of the Company
Jun. 2005:	Company Director & Senior General Manager of Administration Division & head of Accounting Department of the Company
Apr. 2006:	Director & head of Administration Division of the Company
Apr. 2007:	Director & head of Management Planning Office of the Company
Apr. 2008:	Director & head of Governance Office of the Company
Apr. 2009:	Director & head of Integrated Information System Office of the Company
Apr. 2010:	Director & head of Information System Office of the Company
July 2010:	Director & head of IFRS Project of the Company
Apr. 2013:	Director of the Company (incumbent position)

Note:

1. There is no interest to be stated between the above candidate for auditor and the Company.
2. Mr. Kazuhiko Inaba will resign as Director of the Company at the close of the general meeting of shareholders.