

Securities Code: 9474  
May 24, 2019

**NOTICE OF THE 59TH ORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF ZENRIN CO., LTD.**

Dear Shareholders,

This is to notify you of the 59th 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 rights either in writing or over the Internet. Please read the Reference Documents for the Ordinary General Meeting of Shareholders attached hereto, and **exercise your voting rights no later than 5:30 p.m., Thursday, June 13, 2019.**

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., Friday, June 14, 2019 (reception will open at 9:00 a.m.)
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. Agenda  
Matters to report:
  - i) The Business Report, consolidated financial statements and the Audit Reports of the Independent Auditors and the Audit and Supervisory Committee for consolidated financial statements for the 59th fiscal year (from April 1, 2018 to March 31, 2019)
  - ii) The non-consolidated financial statements and the contents thereof for the 59th fiscal year (from April 1, 2018 to March 31, 2019)Matters to be resolved:
  - Proposal 1: Appropriation of retained earnings
  - Proposal 2: Election of nine (9) directors (excluding directors serving as Audit and Supervisory Committee members)

Matters concerning the Reference Documents for the Ordinary General Meeting of Shareholders and the Documents Attached to this Notice

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\* The following matters among those to be presented on attached documents are presented on the Company's website under laws and regulations and the provision of Article 15 of the Company's Articles of Incorporation, and are therefore not stated in these attached documents.

(1) "Systems to Ensure Appropriate Operations and Their Implementation Status" 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 Audit and Supervisory Committee in preparing their audit report.

\* 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.

\* The Company's website <https://www.zenrin.co.jp/company/ir/stock/meeting/index.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 59th 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 18).

- (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 ¥12.  
The total amount of dividends in this case would be ¥ 631,585,596.  
Given that ¥12 per share has been paid as an interim dividend, the annual dividend for the present fiscal year will be ¥24 per share.
- (3) Date when the appropriation of retained earnings becomes effective  
We propose to make this date June 17, 2019.

**Proposal 2: Election of nine (9) directors (excluding directors serving as Audit and Supervisory Committee members)**

The term of office of all nine (9) directors (excluding directors who are Audit and Supervisory Committee members) will expire at the close of this General Meeting of Shareholders. Accordingly, we hereby propose the election of nine (9) directors (excluding directors who are Audit and Supervisory Committee members).

The candidates for directors are nominated in accordance with the following policy and procedure: To secure the optimal balance and diversity in the knowledge, experience, and skills of the Board of Directors as a whole that are necessary for corporate value enhancement and sustainable growth of the company. candidates are selected from among those who are to be promoted internally, senior corporate executives, experts, etc., who have a thorough knowledge of businesses or urgent issues of the Company in consideration of their experience, insight, and expertise and approved by the Board of Directors.

The Audit and Supervisory Committee exchanged opinions with the Representative Director regarding the nomination and remuneration, etc. of the candidates for directors and determined them to be appropriate after deliberating on them.

The candidates for directors (excluding directors serving as Audit and Supervisory Committee members) are as follows.

Candidate Number	Name	Current Position and Responsibility at the Company	Attendance at Meetings of Board of Directors (Attendance Rate)	Number of years of service as director
1	Masao Osako Reappointment	Chairman, Director	100% (16 out of 16 meetings)	18 years
2	Zenshi Takayama Reappointment	President and CEO, Representative Director	100% (16 out of 16 meetings)	13 years
3	Junya Amita Reappointment	Executive Vice President, Representative Director	87% (14 out of 16 meetings)	15 years
4	Masaru Yamamoto Reappointment	Director, Senior Vice President & Head of Production & Development	100% (13 out of 13 meetings)	1 year
5	Hideyuki Fujisawa Reappointment	Director, Senior Vice President & Head of Business Operation	100% (13 out of 13 meetings)	1 year
6	Masami Matsuo Reappointment	Director, Senior Vice President & Head of Corporate Administration	100% (13 out of 13 meetings)	1 year
7	Masuo Osako Reappointment	Director	100% (16 out of 16 meetings)	39 years
8	Tatsuhiko Shimizu Reappointment	Director	93% (15 out of 16 meetings)	13 years
9	Kiyoaki Shiotsugu Reappointment Outside director Independent officer	Director	100% (16 out of 16 meetings)	5 years

- Notes: 1. The attendance shown above is based on the meetings of the Board of Directors held during the 59th fiscal year.  
2. The total number of meetings of Board of Directors held shown above differs with each candidate depending on the timing of the assumption of office.  
3. There is no interest to be stated between the above candidates and the Company.

1	<b>Masao Osako</b> (Born on Nov. 15, 1955)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 476,015 shares Number of years of service as director: 18 years
	<p><b>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</b></p> <p>Apr. 1979: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.)  Jun. 1992: Director &amp; head of Tokyo Office of the Company  Jun. 1995: Managing Director &amp; head of Osaka Branch of the Company  Jul. 1997: Advisor to the Company  Jul. 1999: Executive officer &amp; General Manager of President's Office and Tokyo Office of the Company  Apr. 2001: Executive officer &amp; 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  Apr. 2011: Chairman, Director of the Company (incumbent position)</p>	
<p>&lt;Reason for Nomination&gt;  The candidate has long been engaged in liaison activities at the core of management and has served as Chairman, Director since April 2011.  We nominated him as a candidate for Director again as we determined that he would be indispensable for future corporate value enhancement and sustainable growth of the Group on the grounds of his wealth of experience in business administration as well as his excellent personality and insight.</p>		

2	<b>Zenshi Takayama</b> (Born on Apr. 24, 1962)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 10,450 shares Number of years of service as director: 13 years
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1986: Joined the Company</p> <p>Apr. 2004: Senior General Manager of Sales Division of the Company</p> <p>Apr. 2005: General Manager of Management Strategy Office of the Company</p> <p>Apr. 2006: Head of Sales Division of the Company</p> <p>Jun. 2006: Director &amp; head of Sales Division of the Company</p> <p>Apr. 2008: President and CEO, Representative Director of the Company (incumbent position)</p> <p>Apr. 2013: General Manager of Management Strategy Office of the Company</p> <p>Apr. 2013: General Manager of Zenrin Information Platform Business Development Office of the Company</p> <p>Apr. 2016: General Manager of Corporate Planning Office of the Company</p>	
<p>&lt;Reason for Nomination&gt;</p> <p>Since the assumption of office as President and CEO, Representative Director in April 2008, he has led the Company and the Group, directed the formulation of medium- to long-term management plans to build a strong business foundation, and has been demonstrating strong leadership in fulfilling them.</p> <p>We nominated him as a candidate for Director again as we determined that he would be indispensable for future corporate value enhancement and sustainable growth of the Group for the reason above.</p>		

3	<b>Junya Amita</b> (Born on Jun. 23, 1959)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 16,050 shares Number of years of service as director: 15 years
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Jan. 1984:    Joined the Company</p> <p>Apr. 2004:    Head of ITS Business Division of the Company</p> <p>Jun. 2004:    Director &amp; head of ITS Business Division of the Company</p> <p>Apr. 2005:    Managing Director &amp; head of ITS Business Division of the Company</p> <p>Apr. 2006:    Managing Director in charge of Management Planning Office and ITS-related Business of the Company</p> <p>Apr. 2007:    Managing Director in charge of ITS-related Business &amp; head of Production &amp; Development Division of the Company</p> <p>Apr. 2008:    Executive Vice President, Representative Director of the Company (incumbent position)</p> <p>Apr. 2010:    General Manager of Technical Planning Office of the Company</p> <p>Jul. 2010:    General Manager of Information System Office of the Company</p>	
<p>&lt;Reason for Nomination&gt;</p> <p>The candidate has long been engaged in the production and development division and has been instrumental in the development of map databases, which are the business foundation of the Company. Since April 2008, he has promoted the development of platforms to provide new services as Executive Vice President, Representative Director of the Company.</p> <p>We nominated him as a candidate for Director again as we determined that he would be indispensable for future corporate value enhancement and sustainable growth of the Group for the reason above.</p>		

4	<b>Masaru Yamamoto</b> (Born on Feb. 24, 1966)	<div style="background-color: #90EE90; display: inline-block; padding: 2px;">Reappointment</div> Number of the Company's shares held: 1,556 shares Number of years of service as director: 1 year
		<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1990: Joined the Company</p> <p>Apr. 2005: General Manager, in charge of business strategy, of Management Strategy Office of the Company</p> <p>Apr. 2006: General Manager, in charge of sales strategy, of Sales Division of the Company</p> <p>Apr. 2007: General Manager, in charge of business strategy, of Sales Division of the Company</p> <p>Apr. 2008: General Manager, in charge of business strategy, of Management Strategy Office of the Company</p> <p>Apr. 2009: Executive officer &amp; Head of Contents Solution Division of the Company</p> <p>Apr. 2012: Senior Executive officer &amp; Head of Business Group-1 of the Company</p> <p>Apr. 2018: Senior Vice President &amp; Head of Production &amp; Development</p> <p>Jun. 2018: Director, Senior Vice President &amp; Head of Production &amp; Development (incumbent position)</p>
<p>&lt;Reason for Nomination&gt;</p> <p>The candidate has long been engaged in the sales division where he promoted sales process reform and has been instrumental in profit growth.</p> <p>Since April 2018, he has supervised the production division of the Company as Head of Production &amp; Development and has worked to ensure stable operation of and productivity improvements in the Zenrin Integrated Geospatial System. We nominated him as a candidate for Director again as we determined that he would be indispensable for the promotion of production activities for the reason above.</p>		

5	<b>Hideyuki Fujisawa</b> (Born on Jul. 17, 1961)	<span style="background-color: #90EE90; padding: 2px;">Reappointment</span> Number of the Company's shares held: 100 shares Number of years of service as director: 1 year
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1986: Recruit FromA Co., Ltd. (current Recruit Jobs Co., Ltd.) Apr. 2003: Joined Zenrin DataCom Co., Ltd. Jun. 2003: Managing Director of Zenrin DataCom Co., Ltd. Apr. 2008: Executive Vice President of Zenrin DataCom Co., Ltd. Jun. 2009: Executive Vice President, Representative Director of Zenrin DataCom Co., Ltd. Apr. 2016: Joined the Company. Senior Executive Officer & Head of Business Group-2 Apr. 2018: Senior Vice President & Head of Business Operation Jun. 2018: Director, Senior Vice President & Head of Business Operation (incumbent position)	
<Reason for Nomination> The candidate has been leveraging his wealth of experience in and knowledge of the advertising and publishing industry and contributing to the business expansion of the Group since joining Zenrin DataCom Co., Ltd. Since April 2018, he has supervised the business of the Company in general as Head of Business Operation and has promoted the starting-up of and profit growth in new businesses. We nominated him as a candidate for Director again as we determined that he would be indispensable for the promotion of business activities for the reason above.		

6	<b>Masami Matsuo</b> (Born on Oct. 24, 1960)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,200 shares Number of years of service as director: 1 year
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1983: Joined Yasuda Mutual Life Insurance Company (current Meiji Yasuda Life Insurance Company).          Nov. 2004: Joined Mizuho Bank, Ltd.          Apr. 2005: Joined the Company          Apr. 2007: General Manager of General Affairs &amp; Personnel Division          Apr. 2008: Senior General Manager of Administration Division of the Company          Apr. 2009: Executive Officer &amp; Head of Administration Division of the Company          Apr. 2012: Executive Officer &amp; Head of Governance office of the Company          Apr. 2013: Executive Officer &amp; Head of Corporate Management Division          Apr. 2018: Senior Vice President &amp; Head of Corporate Administration          Jun. 2018: Director, Senior Vice President &amp; Head of Corporate Administration (incumbent position)</p>	
<p>&lt;Reason for Nomination&gt;          The candidate has long been involved in administrative divisions, and areas of his responsibility included capital policy and M&amp;A. His work in these areas has been instrumental in the enhancement of the corporation value of the Group.          Since April 2018, he has been leading the promotion of “workstyle reform” as Head of Corporate Administration, leveraging his ample experience and insight in personnel affairs. We nominated him as a candidate for Director again as we determined that he would be indispensable for the realization of growth strategies through the optimization of management resources.</p>		

7	<b>Masuo Osako</b> (Born on Jul. 30, 1953)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 459,074 shares Number of years of service as director: 39 years
	Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
	Apr. 1977:    Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.) Mar. 1980:    Director of the Company Mar. 1986:    Managing Director & head of plant at headquarters of the Company Apr. 1991:    Senior Managing Director of the Company Jun. 1992:    Director of the Company (incumbent position)	
<Significant concurrent position> Chairman, Director of Zenrin Printex Co., Ltd.		
<Reason for Nomination> The candidate has long been engaged in the production division since joining the Company. He previously served as head of plant at headquarters, Senior Managing Director, etc. and is currently serves as Chairman, Director of Zenrin Printex Co., Ltd. We nominated him as a candidate for Director again as we determined that he would be indispensable for future corporate value enhancement and sustainable growth of the Group on the grounds of his wealth of experience and insight in business administration in general.		

8	<b>Tatsuhiko Shimizu</b> (Born on Jan. 20, 1964)	<div style="background-color: #90EE90; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 10,850 shares Number of years of service as director: 13 years
	<p>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</p> <p>Apr. 1986:      Joined the Company  Jun. 2000:      Vice President of Zenrin USA, Inc.  Apr. 2002:      Seconded to Zenrin DataCom Co., Ltd.  Jun. 2002:      Director of Zenrin DataCom Co., Ltd.  Apr. 2003:      Transferred to Zenrin DataCom Co., Ltd.  Apr. 2003:      Executive Vice President &amp; Director of Zenrin DataCom Co., Ltd.  Jun. 2006:      Director of the Company (incumbent position)</p> <p>&lt;Significant concurrent position&gt;  President and CEO, Representative Director of Zenrin DataCom Co., Ltd.</p>	
<p>&lt;Reason for Nomination&gt;  After serving as Vice President of Zenrin USA, Inc., the candidate currently serves as President and CEO, Representative Director of Zenrin DataCom Co., Ltd., where he takes command and is working to strengthen group synergy in the business field.  We nominated him as a candidate for Director again as we determined that he would be indispensable for future corporate value enhancement and sustainable growth of the Group on the grounds of his wealth of experience and insight in business administration in general.</p>		

9	<b>Kiyoaki Shiotsugu</b> (Born on Oct. 8, 1947)	<div style="text-align: right;"> <span style="background-color: #90EE90; padding: 2px;">Reappointment</span>  <span style="background-color: #FFA500; padding: 2px;">Outside director</span>  <span style="background-color: #6495ED; padding: 2px;">Independent officer</span> </div> <p>Number of the Company's shares held: 650 shares  Number of years of service as outside director: 5 years</p>
	<p><b>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</b></p> <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</p> <p>Jun. 2014: Outside Director of the Company (incumbent position)</p>	
<p>&lt;Reason for Nomination as candidate for Outside Director &gt;</p> <p>The candidate has actively given advice and suggestions on the management of the Company in general from an independent standpoint as an expert in the study of business administration.</p> <p>We nominated him as a candidate for Outside Director again as we determined that he would be indispensable for management supervision from an objective standpoint on the grounds of his wealth of knowledge of business administration.</p> <p>&lt;Special notes concerning outside director&gt;</p> <ul style="list-style-type: none"> <li>• The Company, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, has concluded an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act. The amount of liability for damages pursuant to said agreement is limited to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act.</li> </ul> <p>If the election of the candidate is approved, the Company plans to continue said agreement with the candidate.</p> <ul style="list-style-type: none"> <li>• The Company has filed the designation of the candidate as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange.</li> </ul>		