(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 7, 2019

To Our Shareholders

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

NOTICE OF CONVOCATION OF THE 43rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 43rd 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 Wednesday, June 26, 2019.

1. Time and Date: 10 a.m., Thursday, June 27, 2019

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 43rd Fiscal Year (April 1, 2018 to March 31, 2019)
2. Report on the Non-consolidated Financial Statements for the 43rd Fiscal Year (April 1, 2018 to March 31, 2019)

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. The basic policy is to pay a stable dividend in light of factors including our business performance and operating conditions.

Regarding the business performance for the fiscal year ended March 31, 2019, the Zuken Group posted strong growth in sales and earnings compared with the previous fiscal year. Upon having considered the above business results and the dividend policy mentioned above, we propose the year-end dividend and the appropriation of retained earnings for the 43rd fiscal year as follows:

We plan to increase the year-end dividend by 2 yen to 14 yen per share.

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 14 yen per share of the Zuken common shares
Total dividends: 325,495,646 yen

With the interim dividend of 12 yen per share, this will result in a dividend of 26 yen per share for the fiscal year ended March 31, 2019.

(3) Effective date of the distribution of retained earnings
June 28, 2019

2. Matters concerning the appropriation of retained earnings

(1) Item and amount of decrease in surplus
Retained earnings brought forward: 1,200,000,000 yen

(2) Item and amount of increase in surplus
General reserve: 1,200,000,000 yen