

Securities Code: 9474

May 29, 2015

**NOTICE OF THE 55TH ORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF ZENRIN CO., LTD.**

Dear Shareholders,

This is to notify you of the 55th 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., Wednesday, June 17, 2015.

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., Thursday, June 18, 2015
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 55th fiscal year  
(from April 1, 2014 to March 31, 2015)
    - ii) The non-consolidated financial statements and the contents thereof for the 55th fiscal year  
(from April 1, 2014 to March 31, 2015)
  - Matters to be resolved:
    - Proposal 1: Appropriation of retained earnings
    - Proposal 2: 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 31 through 33.

##### < 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 55th 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 10).

#### **(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 ¥16.

The total amount of dividends in this case would be ¥ 577,014,976.

Given that ¥15 per share has been paid as an interim dividend, the annual dividend for the present fiscal year will be ¥31 per share.

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

We propose to make this date June 19, 2015.

**Proposal 2: Election of one (1) auditor**

The term of office of Auditor Hiroshi Yugeta 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.

<b>Mr. Naoya Isoda</b> (September 10, 1977)		<div>New</div>
Number of the Company's shares held: 0 shares		<div>Candidate for outside auditor</div>
	Brief personal history (Position and responsibility in the Company and significant concurrent positions)	
	Oct. 2004	Admission as attorney at law (Tokyo Bar Association)
	Oct. 2004	Joined Yuasa and Hara (present)
	Sep. 2010	Joined Dorsey & Whitney, Seattle, WA
	Jun. 2011	Left Dorsey & Whitney, Seattle, WA
	Jun. 2011	Admission as Attorney-at-law in New York
Significant concurrent positions Attorney-at-law, YUASA & HARA		
Reason for nomination <p>Mr. Naoya Isoda is specialized in corporate legal affairs with his knowledge, experience and insights as an attorney-at-law. We nominated him as a candidate for outside auditor based on the judgment that his independent and objective position apart from the management team in charge of business execution would be utilized to enhance the Company's audit structure.</p> <p>Although he has no experience participating in company management in the past, we judged he would be capable of performing his duties as an outside auditor appropriately with his specialties in corporate legal affairs from an expert's point of view as an attorney-at-law.</p>		
Special notes concerning outside auditor <ul style="list-style-type: none"> <li>The Company, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, will enter into a liability limitation agreement with Mr. Naoya Isoda in the event that his election to the position of outside auditor is approved. The outline of the liability limitation agreement is as follows:            (Liability limitation agreement)            In cases in which an outside auditor is 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 auditor would be held liable for damages up to the greater of 5 million yen or the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.</li> <li>The Company will file the designation of Mr. Naoya Isoda 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.</li> </ul>		

**Note:** There is no interest to be stated between the above candidate for auditor and the Company.