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FOR IMMEDIATE RELEASE

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Notice of Partial Amendments to the Articles of Incorporation and Reassignment of Officers After Transition to “Company with Audit and Supervisory Committee”

ZENRIN Co., Ltd. (“the Company”) plans to transform into a “company with audit and supervisory committee”, conditional upon approval at the 56th Ordinary General Meeting of Shareholders which is scheduled to be convened on June 17, 2016, as disclosed separately in the “Notice of Transition to Company with Audit and Supervisory Committee” dated March 23, 2016. In conjunction with this, please be informed that at the meeting of the Board of Directors held today, the Board decided to submit a proposal on the partial amendments to the Articles of Incorporation and a proposal on the candidates for Directors after the Company’s transition into a “company with audit and supervisory committee” at said Ordinary General Meeting of Shareholders as follows.

1. Partial amendments to the Articles of Incorporation

(1) Purpose of the amendments

- (1) The Company intends to transform into a “company with audit and supervisory committee” as newly established by the Act Partially Amending the Companies Act, which came into effect on May 1, 2015, in order to strengthen the functions of auditing and supervising the compliance and appropriateness of directors’ execution of duties, speed up the decision-making process and thereby bring about even stronger corporate governance and more enhanced corporate value. For this purpose, necessary amendments will be made, such as establishing new provisions on the Audit and Supervisory Committee and its members.
- (2) In conjunction with changes in the scope of officers, etc. with whom an agreement limiting liability may be concluded pursuant to the Act Partially Amending the Companies Act, Article 30 of the existing Articles of Incorporation will be amended to enable the Company to enter into an agreement to limit the liability for damages also with directors who are not executive directors, etc. so that they can fully fulfill the roles they are expected to perform.
The consent of each auditor has been obtained for this amendment.
- (3) For a flexible dividend policy and capital policy, a new provision will be established to enable the distribution of surplus, etc. by resolution of the Board of Directors, and Articles 7 and 45 of the existing Articles of Incorporation will be deleted as they will overlap with said provision.
This amendment will not eliminate the General Meeting of Shareholders’ authority to determine the distribution of surplus.
- (4) Article 2 of the existing Articles of Incorporation will be amended in order to adapt to the diversification of the Company’s business domains and to make its business purpose reflect the realities.
- (5) In addition to the above, the provisions will be renumbered and other revisions will be made in line with the amendments and deletions referred to above.

2. Description of the amendments

The amendments are as shown in the Appendix.

(3) Timeline

Resolution of the Board of Directors: May 9, 2016
Resolution of the General Meeting of Shareholders: June 17, 2016
Day on which amendments to the Articles of Incorporation come into effect: June 17, 2016

2. Reassignment of officers after the Company's transition into a "company with audit and supervisory committee"

(1) Candidates for directors (excluding directors serving as Audit and Supervisory Committee members)

Name	New position	Current position
Masao Osako	Chairman & Director	Same as left
Zenshi Takayama	President and CEO, Representative Director	Same as left
Junya Amita	Executive Vice President, Representative Director	Same as left
Jun Kashiwagi	Managing Director	Same as left
Masuo Osako	Director	Same as left
Tatsuhiko Shimizu	Director	Same as left
Kiyoaki Shiotsugu	Outside Director	Same as left

(2) Candidates for directors serving as Audit and Supervisory Committee members

Name	New position	Current position
Kazuhiko Inaba	Director and full-time member of Audit and Supervisory Committee	Full-time Corporate Auditor
Takahiro Tsuji	Outside Director and member of Audit and Supervisory Committee	Outside Corporate Auditor
Naoya Isoda	Outside Director and member of Audit and Supervisory Committee	Outside Corporate Auditor

(3) Day on which reassignment is scheduled to come into effect: June 17, 2016

(Appendix)

The amendments are as described below.

Provisions of the existing Articles of Incorporation that are not subject to amendments have been omitted.

(Amended text is underlined.)

Existing Articles of Incorporation	Draft Amendment
<p>Chapter 1: General Rules</p> <p>Article 2: Purpose The purpose of the Company is to carry out the following businesses:</p> <ol style="list-style-type: none"> 1. <u>Design, publication</u> and sale of residential maps, other maps, <u>books and other printed materials</u>; 2. to 14. (Omitted) <p>Article 4: Bodies The Company shall place the following bodies in addition to the General Meetings of Shareholders and directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Auditors</u> 3. <u>Board of Auditors</u> 4. Accounting auditors <p>Chapter 2: Shares</p> <p>Article 7: Acquisition of Own Shares <u>The Company may acquire its own shares through market transactions or otherwise with resolution of the Board of Directors in accordance with the provision of paragraph 2, Article 165 of the Companies Act.</u></p> <p>Article 8 to Article 12 (Omitted)</p>	<p>Chapter 1: General Rules</p> <p>Article 2: Purpose The purpose of the Company is to carry out the following businesses:</p> <ol style="list-style-type: none"> 1. <u>Design, creation</u> and sale of residential maps, other maps, <u>map-related products, etc.</u>; 2. to 14. (Unchanged) <p>Article 4: Bodies The Company shall place the following bodies in addition to the General Meetings of Shareholders and directors:</p> <ol style="list-style-type: none"> 1. Board of Directors 2. <u>Audit and Supervisory Committee</u> (Deleted) 3. Accounting auditors <p>Chapter 2: Shares</p> <p>(Deleted)</p> <p>Article 7 to Article 11 (Unchanged)</p>

Existing Articles of Incorporation	Draft Amendment
<p>Chapter 2-2: Preferred Shares</p> <p>Article 12-2 to Article 12-4 (Omitted)</p> <p>Article 12-5: General Meeting of Holders of Class Shares</p> <ul style="list-style-type: none"> (1) (Omitted) (2) The provision of <u>Article 14</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares in cases where matters to be resolved at the Ordinary General Meeting of Shareholders require not only the resolution of the Ordinary General Meeting of Shareholders but also the resolution of the General Meeting of holders of class shares. (3) The provisions of <u>Articles 15, 16, 18 and 19</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares. (4) The provision of paragraph 2 of <u>Article 17</u> shall be applied <i>mutatis mutandis</i> to the resolution of the General Meeting of holders of class shares under the provision of paragraph 2 of Article 324 of the Companies Act. <p>Article 12-6 to Article 12-7 (Omitted)</p> <p>Article 12-8: Other Matters</p> <p>The Company shall determine matters concerning class 1 preferred shares by a resolution of the Board of Directors before issuing class 1 preferred shares, in addition to having such matters stipulated in Article <u>12-2</u> through Article 12-7.</p> <p>Article 13 to Article 19 (Omitted)</p>	<p>Chapter 2-2: Preferred Shares</p> <p>Article 11-2 to Article 11-4 (Unchanged)</p> <p>Article 11-5: General Meeting of Holders of Class Shares</p> <ul style="list-style-type: none"> (1) (Unchanged) (2) The provision of <u>Article 13</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares in cases where matters to be resolved at the Ordinary General Meeting of Shareholders require not only the resolution of the Ordinary General Meeting of Shareholders but also the resolution of the General Meeting of holders of class shares. (3) The provisions of <u>Articles 14, 15, 17 and 18</u> shall be applied <i>mutatis mutandis</i> to the General Meeting of holders of class shares. (4) The provision of paragraph 2 of <u>Article 16</u> shall be applied <i>mutatis mutandis</i> to the resolution of the General Meeting of holders of class shares under the provision of paragraph 2 of Article 324 of the Companies Act. <p>Article 11-6 to Article 11-7 (Unchanged)</p> <p>Article 11-8: Other Matters</p> <p>The Company shall determine matters concerning class 1 preferred shares by a resolution of the Board of Directors before issuing class 1 preferred shares, in addition to having such matters stipulated in Article <u>11-2</u> through Article 11-7.</p> <p>Article 12 to Article 18 (Unchanged)</p>

Existing Articles of Incorporation	Draft Amendment
<p>Chapter 4: Directors and Board of Directors</p> <p>Article 20: Number of Directors and Method of Election</p> <p>(1) The number of directors of the Company shall be no more than twelve (12). Directors shall be elected at the General Meeting of Shareholders.</p> <p>(2) (Omitted)</p> <p>Article 21 (Omitted)</p> <p>Article 22: Term of Office of Directors</p> <p>(1) The term of office of directors shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within <u>two (2)</u> years after the election.</p> <p>(New)</p> <p>(2) <u>The term of office of a director who assumes office to fill a vacancy or to increase the number shall expire at the time when the term of remaining incumbents expires.</u></p>	<p>Chapter 4: Directors and Board of Directors</p> <p>Article 19: Number of Directors and Method of Election</p> <p>(1) The number of directors of the Company <u>(excluding directors serving as Audit and Supervisory Committee members)</u> shall be no more than twelve (12), <u>and the number of directors serving as Audit and Supervisory Committee members shall be no more than five (5).</u> Directors shall be elected at the General Meeting of Shareholders <u>by distinguishing between directors serving as Audit and Supervisory Committee members and other directors.</u></p> <p>(2) (Unchanged).</p> <p>Article 20 (Unchanged)</p> <p>Article 21: Term of Office of Directors</p> <p>(1) The term of office of directors <u>(excluding directors serving as Audit and Supervisory Committee members)</u> shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within <u>one (1)</u> year after the election.</p> <p>(2) <u>The term of office of directors serving as Audit and Supervisory Committee members shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years after the election.</u></p> <p>(3) <u>The term of office of a director serving as an Audit and Supervisory Committee member who assumes office to fill a vacancy resulting from the resignation of a director serving as an Audit and Supervisory Committee member before the expiry of his/her term of office shall expire at the time when the term of office of the director serving as Audit and Supervisory Committee member who resigned would have expired.</u></p>

Existing Articles of Incorporation	Draft Amendment
<p>(New)</p> <p>Article 23: Executive Directors The Company may, among directors, have one Director President, and when necessary one Director Chairman and some number of Director Vice Chairman, Director Vice Presidents, Senior Managing Directors and Managing Directors by a resolution of the Board of Directors.</p> <p>Article 26: Convocation Procedures for Meetings of the Board of Directors The notification to convene a meeting of the Board of Directors shall be issued to directors <u>and auditors</u> three (3) days before the date of the meeting. If there is an urgent need, however, this period of days may be shortened.</p> <p>(New)</p> <p>Article 28: Minutes of the Meetings of the Board of Directors Minutes of the meeting of the Board of Directors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the chairperson, directors <u>and auditors</u> present thereat shall affix their signatures thereto or their names and seals thereon.</p>	<p><u>Article 22: Effect of Appointment to Substitute Director serving as Audit and Supervisory Committee Member</u> <u>The effect of appointment to a substitute director serving as an Audit and Supervisory Committee member shall expire at the opening of the Ordinary General Meeting of Shareholders for the last business year that ends within two (2) years after the election.</u></p> <p>Article 23: Executive Directors The Company may, among directors <u>(excluding directors serving as Audit and Supervisory Committee members)</u>, have one Director President, and when necessary one Director Chairman and some number of Director Vice Chairman, Director Vice Presidents, Senior Managing Directors and Managing Directors by a resolution of the Board of Directors.</p> <p>Article 26: Convocation Procedures for Meetings of the Board of Directors The notification to convene a meeting of the Board of Directors shall be issued to directors <u>by at least three</u> (3) days before the date of the meeting. If there is an urgent need, however, this period of days may be shortened.</p> <p><u>Article 28: Delegation to Directors</u> <u>The Company may, pursuant to paragraph 6 of Article 399-13 of the Companies Act, delegate all or some of decisions on the execution of important operations (excluding matters set forth in each item of paragraph 5 of said Article) to directors by a resolution of the Board of Directors.</u></p> <p>Article 29: Minutes of the Meetings of the Board of Directors Minutes of the meeting of the Board of Directors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the chairperson and directors present thereat shall affix their signatures thereto or their names and seals thereon.</p>

Existing Articles of Incorporation	Draft Amendment
<p>Article 29: Remuneration, etc. of Directors Directors' remuneration, bonus and other financial benefits received from the Company in consideration of their performance (<u>hereinafter referred to as "Remuneration, etc."</u>) shall be determined by a resolution of the General Meeting of Shareholders.</p>	<p>Article 30: Remuneration, etc. of Directors Directors' remuneration, bonus and other financial benefits received from the Company in consideration of their performance shall be determined by a resolution of the General Meeting of Shareholders <u>by distinguishing between directors serving as Audit and Supervisory Committee members and other directors.</u></p>
<p>Article 30: Exemption from Liabilities of Directors</p> <ol style="list-style-type: none"> (1) (Omitted) (2) The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>outside directors</u> which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be <u>the higher of 10 million yen or the amount defined by laws and regulations.</u> 	<p>Article 31: Exemption from Liabilities of Directors</p> <ol style="list-style-type: none"> (1) (Unchanged) (2) The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with <u>directors (excluding those who are executive directors, etc.)</u> which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be the amount defined by laws and regulations.
<p>Chapter 5: Auditors and Board of Auditors</p>	<p>Chapter 5: Audit and Supervisory Committee</p>
<p>Article 31: Number and Election Method of Auditors</p> <ol style="list-style-type: none"> (1) <u>The number of auditors of the Company shall be no more than five (5). Auditors shall be elected at the General Meeting of Shareholders.</u> (2) <u>Resolution on election of auditors shall require the majority of the voting rights of the shareholders present at the meeting at which shareholders holding one-third or more of voting rights of the shareholders entitled to vote are present.</u> 	<p>(Deleted)</p>
<p>Article 32: Effect of Appointment As Substitute Auditor <u>The effect of appointment as a substitute auditor shall expire upon the opening of the Ordinary General Meeting of Shareholders for the last business year ending within four (4) years after the election to office of said substitute auditor.</u></p>	<p>(Deleted)</p>

Existing Articles of Incorporation	Draft Amendment
<p>Article 33: Term of Office of Auditors</p> <p>(1) <u>The term of office of auditors shall expire at the close of the Ordinary General Meeting of Shareholders for the last business year that ends within four (4) years after the election.</u></p> <p>(2) <u>The term of office of the auditor who assumes office to fill a vacancy after an auditor retired during his or her term shall be the same as the remaining period of the retired auditor.</u></p>	(Deleted)
<p>Article 34: Full-time Auditors</p> <p><u>The Board of Auditors shall, by its resolution, elect one or more full-time auditors.</u></p>	(Deleted)
<p>Article 35: Procedure for Convocation of the Meeting of the Board of Auditors</p> <p><u>The meeting of the Board of Auditors shall be convened by sending a notice thereof to each auditor by at least three (3) days before the date of the meeting; provided, however, that said period may be shortened in the event of an emergency.</u></p>	(Deleted)
<p>Article 36: Method of Resolution of Board of Auditors</p> <p><u>Except as otherwise provided in laws and regulations, resolutions of the Board of Auditors shall be adopted by a majority of auditors.</u></p>	(Deleted)
<p>Article 37: Minutes of the Meetings of the Board of Auditors</p> <p><u>Minutes of the meeting of the Board of Auditors shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the auditors present thereat shall affix their signatures thereto or their names and seals thereon.</u></p>	(Deleted)
<p>Article 38: Remuneration, etc. of Auditors</p> <p><u>Auditors' remuneration, etc. shall be determined by a resolution of the General Meeting of Shareholders.</u></p>	(Deleted)

Existing Articles of Incorporation	Draft Amendment
<p><u>Article 39: Exemption from Liabilities of Auditors</u></p> <p>(1) The Company may, pursuant to paragraph 1 of Article 426 in the Companies Act, exempt auditors (including former auditors) from their liability for damages resulting from neglect of duty to the extent permitted by laws and regulations by a resolution of the Board of Directors.</p> <p>(2) The Company may, pursuant to paragraph 1 of Article 427 of the Companies Act, enter into an agreement with outside auditors which sets forth the limited liability for damages resulting from neglect of duty, provided that the maximum liability based on the relevant agreement shall be the higher of 5 million yen or the amount defined by laws and regulations.</p>	<p>(Deleted)</p>
(New)	<p><u>Article 32: Full-time Member of Audit and Supervisory Committee</u></p> <p>(1) The Audit and Supervisory Committee may, by its resolution, elect a full-time member of the Audit and Supervisory Committee from among members of the Audit and Supervisory Committee.</p>
(New)	<p><u>Article 33: Procedure for Convocation of the Meeting of the Audit and Supervisory Committee</u></p> <p>The meeting of the Audit and Supervisory Committee shall be convened by sending a notice thereof to each Audit and Supervisory Committee member by at least three (3) days before the date of the meeting; provided, however, that said period may be shortened in the event of an emergency.</p>
(New)	<p><u>Article 34: Method of Resolution of the Audit and Supervisory Committee</u></p> <p>Resolutions of the Audit and Supervisory Committee shall be adopted by a majority of Audit and Supervisory Committee members present at the meeting at which the majority of Audit and Supervisory Committee members are present.</p>
(New)	<p><u>Article 35: Minutes of the Meetings of the Audit and Supervisory Committee</u></p> <p>Minutes of the meeting of the Audit and Supervisory Committee shall record the proceedings and the outcome of the meeting and other matters prescribed by laws and regulations, and the Audit and Supervisory Committee members present thereat shall affix their signatures thereto or their names and seals thereon.</p>

Existing Articles of Incorporation	Draft Amendment
<p>Chapter 6: Accounting Auditors</p> <p>Article 40 to Article 41 (Omitted)</p> <p>Article 42: Remuneration, etc. of Accounting Auditors Remuneration, etc. of accounting auditors shall be determined by Representative Directors with the consent of the <u>Board of Auditors</u>.</p> <p>Chapter 7: Calculation</p> <p>Article 43 (Omitted) (New)</p> <p>Article 44: Record Date of Distribution of Surplus (1) The record date of year-end dividends of the Company shall be March 31 of each year. (New) (2) The Company may distribute surplus by setting a record date in addition to the one indicated in the <u>preceding paragraph</u></p> <p>Article 45: Payment of Interim Dividends The Company may, by a resolution of the <u>Board of Directors, distribute interim dividends, for which the record date shall be September 30 of each year.</u></p> <p>Article 46 (Omitted) (New)</p>	<p>Chapter 6: Accounting Auditors</p> <p>Article 36 to Article 37 (Unchanged)</p> <p>Article 38: Remuneration, etc. of Accounting Auditors Remuneration, etc. of accounting auditors shall be determined by Representative Directors with the consent of the <u>Audit and Supervisory Committee</u>.</p> <p>Chapter 7: Calculation</p> <p>Article 39 (Unchanged) Article 40: Decision-making Body on Distribution of Surplus, etc. <u>The Company may, by a resolution of the Board of Directors, decide the matters prescribed in each item of paragraph 1 of Article 459 of the Companies Act such as the distribution of surplus, except as otherwise provided in laws and regulations.</u></p> <p>Article 41: Record Date of Distribution of Surplus (1) The record date of year-end dividends of the Company shall be March 31 of each year. (2) <u>The record date of interim dividends of the Company shall be September 30 of each year.</u> (3) <u>The Company may distribute surplus by setting a record date in addition to those indicated in the preceding two paragraphs.</u></p> <p>(Deleted)</p> <p>Article 42 (Unchanged)</p> <p>Supplementary Provisions</p> <p>Transitional Measures regarding Exemption of Auditors from Liability 1. <u>The Company may, by a resolution of the Board of Directors, exempt auditors (including former auditors) from their liability for damages under paragraph 1 of Article 423 of the Companies Act in relation to acts before the close of the 56th Ordinary General Meeting of Shareholders to the extent permitted by laws and regulations.</u> 2. <u>The Company shall be governed by the provision of paragraph 2 of Article 39 of the pre-amendment Articles of Incorporation by a resolution of the 56th Ordinary General Meeting of Shareholders with respect to agreements limiting liability for damages under paragraph 1 of Article 423 of the Companies Act in relation to acts by outside auditors (including former outside auditors) before the close of said Ordinary General Meeting of Shareholders.</u></p>