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(Securities Code 7965)
January 29, 2018

To Shareholders with Voting Rights:

Norio Ichikawa
President
Zojirushi Corporation
1-20-5 Temma, Kita-ku, Osaka

**NOTICE OF
THE 73rd ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 73rd Annual General Meeting of Shareholders of Zojirushi Corporation (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Friday, February 16, 2018, Japan time.

- 1. Date and Time:** Monday, February 19, 2018 at 10:00 a.m. Japan time
(The reception desk will open at 9:00 a.m.)
- 2. Place:** Knowledge Capital Congrès Convention Center
Second Basement, North Building, Grand Front Osaka
3-1 Ofukacho, Kita-ku, Osaka
(Please note that the venue is different from that of the previous year.)
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 73rd Fiscal Year (November 21, 2016 – November 20, 2017) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-consolidated Financial Statements for the Company’s 73rd Fiscal Year (November 21, 2016 – November 20, 2017)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Ten (10) Directors
 - Proposal 3:** Election of One (1) Corporate Auditor
 - Proposal 4:** Revision of the Amounts of Remuneration to Directors and Corporate Auditors
 - Proposal 5:** Determination of the Amount and Details of Remuneration for Granting Restricted Stock to Directors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- You are advised to arrive in good time as the reception desk is expected to be crowded just before the start of the meeting. The reception desk will open at 9:00 a.m.
- Of the documents to be provided with this Notice, the “Consolidated Statement of Changes in Shareholders’ Equity,” “Notes to Consolidated Financial Statements,” the “Non-consolidated Statement of Changes in Shareholders’ Equity” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<http://www.zojirushi.co.jp/corp/>) (available only in Japanese) in accordance with provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation and therefore are not provided in the Appendix of this Notice. The Consolidated Financial Statements and Non-consolidated Financial Statements provided in the Appendix of this Notice are part of the Consolidated Financial Statements and Non-consolidated Financial Statements that were audited by the Board of Corporate Auditors and the Accounting Auditor.
- Should the Business Report, the Consolidated Financial Statements, the Non-consolidated Financial Statements, and/or the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website (<http://www.zojirushi.co.jp/>) (available only in Japanese).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

It is proposed that the surplus be appropriated as below.

It is proposed that a year-end dividend of ¥11 per share be paid out, taking into consideration in a comprehensive manner the Company's business results for the fiscal year ended November 20, 2017, internal reserves required for strengthening the Company's fundamentals and for future business expansion, and earnings forecast.

As the Company has paid out an interim dividend of ¥11 per share, the annual dividends for the fiscal year will amount to ¥22 per share.

- (1) Type of dividend property
Cash
- (2) Allocation of dividend property and total amount thereof
¥11 per share of common stock of the Company
Total amount of dividends: ¥743,252,796
- (3) Effective date of dividends from surplus
February 20, 2018

Proposal 2: Election of Ten (10) Directors

The terms of office of all of the nine (9) Directors will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of ten (10) Directors is proposed, increasing the number of Directors by one (1) in order to further strengthen the management system.

The candidates for Directors are as follows:

No.	Name	Current positions at the Company
1	Norio Ichikawa [Reappointment]	President
2	Masakiyo Iida [Reappointment]	Senior Managing Director
3	Tatsunori Matsumoto [Reappointment]	Director
4	Toshiro Nakamori [Reappointment]	Director
5	Hiroaki Jikyo [Reappointment]	Director
6	Yoshihiko Miyakoshi [Reappointment]	Director
7	Osamu Sanada [New appointment]	Corporate Officer
8	Masahiro Yoshida [Reappointment]	Director
9	Naoki Takagishi [Reappointment] [Outside Director] [Independent Director]	Outside Director
10	Hiromi Izumi [Reappointment] [Outside Director] [Independent Director]	Outside Director

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
1	Norio Ichikawa (May 10, 1958)	April 1981	Joined the Company	8,378,009
	[Reappointment]	February 1997	General Manager, The 1st Product Development Department	
		February 1998	Director; General Manager, The 1st Product Development Department	
		February 2001	President	
		February 2010	President and Chief Sales Officer	
		November 2012	President (to present)	
		[Significant concurrent position] Chairman, Zojirushi-Simatelex Co., Ltd.		
[Reason for nomination as candidate for Director] Mr. Norio Ichikawa has extensive knowledge and experience of the Company’s overall business processes through his career in various departments. The Company nominated him again this year as a candidate for Director in view of his achievements as President of the Company.				
2	Masakiyo Iida (April 15, 1955)	April 1978	Joined The Osaka Bank, Ltd. (currently The Kinki Osaka Bank, Ltd.)	127,048
	[Reappointment]	April 1984	Joined Iida Co., Ltd.	
		April 1986	Joined ZO Hanbai Co., Ltd.	
		November 1995	Joined the Company	
		February 2007	Corporate Officer; General Manager, Business Promotion Department	
		November 2008	Corporate Officer; Chief Administrative Officer	
		February 2009	Director; Chief Administrative Officer	
		May 2011	Managing Director; Chief Administrative Officer	
		December 2016	Managing Director; Chief Administrative Officer and General Manager, General & Legal Affairs Department	
		February 2017	Senior Managing Director (to present)	
		[Significant concurrent positions] None		
[Reason for nomination as candidate for Director] In addition to a wealth of knowledge and experience of the Company’s business processes centering on sales and administration, Mr. Masakiyo Iida has experience in corporate management at a subsidiary, etc. The Company nominated him again this year as a candidate for Director in view of his achievements as Senior Managing Director of the Company.				

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
3	Tatsunori Matsumoto (January 1, 1961) [Reappointment]	April 1984 Joined the Company November 2007 Corporate Officer; General Manager, Sales Department November 2009 Corporate Officer; Deputy Chief Sales Officer and General Manager, Sales Department February 2010 Director; Deputy Chief Sales Officer and General Manager, Sales Department November 2012 Director; Chief Domestic Sales Officer and General Manager, Sales Department (to present) [Significant concurrent positions] None		13,623
	[Reason for nomination as candidate for Director] Mr. Tatsunori Matsumoto has a wealth of knowledge and experience of the Company's business processes centering on domestic sales and planning. The Company nominated him again this year as a candidate for Director in view of his achievements as Director of the Company.			
4	Toshiro Nakamori (July 17, 1955) [Reappointment]	April 1979 Joined SEKISUI CHEMICAL CO., LTD. April 1982 Joined NARASAKI SANGYO CO., LTD. January 1983 Joined the Company November 2007 Corporate Officer; General Manager, Tokyo Main Branch February 2011 Director; General Manager, Tokyo Main Branch November 2012 Director; Deputy Chief Domestic Sales Officer and General Manager, Tokyo Main Branch (to present) [Significant concurrent positions] None		19,079
	[Reason for nomination as candidate for Director] Mr. Toshiro Nakamori has a wealth of knowledge and experience of the Company's business processes centering on sales in the Tokyo Metropolitan area. The Company nominated him again this year as a candidate for Director in view of his achievements as Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
5	Hiroaki Jikyo (June 19, 1958) [Reappointment]	April 1982	Joined the Company	32,130
		November 2009	Corporate Officer; Deputy Chief Production & Development Officer	
		June 2010	Corporate Officer; Deputy Chief Production & Development Officer and General Manager, The 1st R&D Department	
		November 2010	Corporate Officer; Deputy Chief Production & Development Officer	
		February 2011	Director; Deputy Chief Production & Development Officer	
		November 2012	Director; Chief Production & Development Officer (to present)	
		[Significant concurrent positions]		
		None		
	[Reason for nomination as candidate for Director] Mr. Hiroaki Jikyo has a wealth of knowledge and experience of the Company’s wide-ranging business processes centering on production, development and planning. The Company nominated him again this year as a candidate for Director in view of his achievements as Director of the Company.			
6	Yoshihiko Miyakoshi (March 3, 1961) [Reappointment]	April 1984	Joined the Company	10,227
		November 2008	Corporate Officer; Assistant General Manager, International Department	
		November 2009	Corporate Officer; General Manager, International Department	
		November 2011	Corporate Officer; Deputy Chief Sales Officer and General Manager, International Department	
		February 2012	Director; Deputy Chief Sales Officer and General Manager, International Department	
		November 2012	Director; Chief International Sales Officer and General Manager, International Department (to present)	
		[Significant concurrent position]		
		Chairman of the Board, Zojirushi America Corporation		
	[Reason for nomination as candidate for Director] Mr. Yoshihiko Miyakoshi has a wealth of knowledge and experience of the Company’s business processes centering on international sales. He also has working experience at an overseas sales subsidiary. The Company nominated him again this year as a candidate for Director in view of his achievements as Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
7	Osamu Sanada (June 20, 1960) [New appointment]	April 1984 November 2012 November 2014 May 2016 February 2017 [Significant concurrent positions] None	Joined the Company Corporate Officer; General Manager, Accounting Department Corporate Officer; General Manager, Personnel Department and General Manager, Accounting Department Corporate Officer; Deputy Chief Administrative Officer, General Manager, Personnel Department, and General Manager, Accounting Department Corporate Officer; Chief Administrative Officer (to present)	6,529
	[Reason for nomination as candidate for Director] Mr. Osamu Sanada has a wealth of knowledge and experience of the Company’s business processes centering on administration as well as in various departments, including accounting, personnel, business planning and public relations. The Company nominated him as a candidate for Director in view of his achievements as Corporate Officer of the Company.			
8	Masahiro Yoshida (June 11, 1954) [Reappointment]	April 1977 February 2007 November 2007 November 2008 January 2010 January 2012 February 2013 [Significant concurrent position] President, Zojirushi Factory Japan Co., Ltd.	Joined the Company Corporate Officer; Assistant General Manager, Product Development Department and General Manager, The 3rd Development Department Corporate Officer; General Manager, Product Development Department Managing Director, Zojirushi Factory Japan Co., Ltd. Senior Managing Director, Zojirushi Factory Japan Co., Ltd. President, Zojirushi Factory Japan Co., Ltd. (to present) Director, the Company (to present)	17,217
	[Reason for nomination as candidate for Director] Mr. Masahiro Yoshida has a wealth of knowledge and experience of the Company’s business processes centering on production and development. He is also engaged in corporate management at an important subsidiary of the Company. The Company nominated him again this year as a candidate for Director in view of his achievements as Director of the Company.			

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions		Number of shares of the Company held
9	Naoki Takagishi (December 9, 1964) [Reappointment] [Outside Director] [Independent Director]	April 1992	Joined Shunji Takagishi Certified Tax Accountant Office (currently Shunji Takagishi and Naoki Takagishi Certified Tax Accountants Office) (to present)	13,334
		February 1998	Registered as certified tax accountant	
		February 2005	Corporate Auditor, the Company	
		April 2007	Part-time Lecturer (Commercial Law), Distant Learning Division, Nihon University (to present)	
		April 2008	Part-time Lecturer (Commercial Law), Faculty of Law, Daito Bunka University	
		April 2011	Part-time Lecturer (Commercial Law), Faculty of Regional Policy, Takasaki City University of Economics (to present)	
		April 2014	Part-time Lecturer (Commercial Law), School of Management, Tokyo University of Science (to present)	
		February 2015	Outside Director, the Company (to present)	
		April 2016	Associate Professor (Business Law), Faculty of International Politics and Economics, Nishogakusha University (to present)	
			[Significant concurrent positions] Certified tax accountant (Shunji Takagishi and Naoki Takagishi Certified Tax Accountants Office) Associate Professor, Faculty of International Politics and Economics, Nishogakusha University	
[Reason for nomination as candidate for Outside Director] In addition to professional knowledge and experience as a certified tax accountant, Mr. Naoki Takagishi also has academic insight on the Companies Act as an associate professor and a lecturer at universities. The Company nominated him again this year as a candidate for Outside Director so that he can supervise management from an objective and neutral standpoint based on his extensive experience and insight. Although he has never directly been engaged in corporate management, the Company believes that he is capable of appropriately fulfilling duties as an Outside Director for the above-stated reasons.				
10	Hiromi Izumi (October 2, 1958) [Reappointment] [Outside Director] [Independent Director]	April 2003	Chairman and Representative Director, Millieme Co., Ltd.	1,407
		January 2004	Chairman of the Board of Trustees, Wanogakko Non-profit Organization (to present)	
		April 2013	Councilor, Konnichian Foundation (to present)	
		February 2016	Outside Director, the Company (to present)	
		April 2017	Chairman and Director, Millieme Co., Ltd. (to present)	
			[Significant concurrent positions] Chairman and Director, Millieme Co., Ltd. Chairman of the Board of Trustees, Wanogakko Non-profit Organization	
[Reason for nomination as candidate for Outside Director] Ms. Hiromi Izumi has extensive experience through management of a company and corporations that disseminate information on Japan’s traditional culture and traditional industries to both adults and children in Japan and abroad and promote them. The Company nominated her again this year as a candidate for Outside Director so that she can utilize her multifaceted perspective and female perspective for the Company’s management from an objective and neutral standpoint.				

(Notes)

1. No special interests exist between the candidates for Directors and the Company.
2. The numbers of shares of the Company held by the candidates for Directors are as of November 20, 2017. The numbers of shares stated include the numbers of shares held by the respective individuals through the Zojirushi Officer Shareholding Association.
3. Mr. Naoki Takagishi and Ms. Hiromi Izumi are candidates for Outside Directors. Mr. Naoki Takagishi will have been in office as Outside Director for three (3) years at the conclusion of this Annual General Meeting of Shareholders. Ms. Hiromi Izumi will have been in office as Outside Director for two (2) years at the conclusion of this Annual General Meeting of Shareholders.
4. The Company has submitted notifications of appointment of Mr. Naoki Takagishi and Ms. Hiromi Izumi as independent directors as defined by the Tokyo Stock Exchange.
5. The Company has entered into limited liability agreements with Mr. Naoki Takagishi and Ms. Hiromi Izumi in accordance with Article 427, Paragraph 1 of the Companies Act to limit their liability for damages pursuant to Article 423, Paragraph 1 of the said act to the amount stipulated by laws and regulations. Subject to approval of their reappointment, the Company intends to continue the said agreements with them.

Proposal 3: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Mr. Yoshinori Satoi will expire at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the election of one (1) Corporate Auditor is proposed.

The Board of Corporate Auditors has already given consent to the submission of this Proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, positions and significant concurrent positions		Number of shares of the Company held
Kanae Shiono (July 24, 1961)	April 1984	Joined Taiyo-Kobe Bank, Limited (currently Sumitomo Mitsui Banking Corporation)	-
	August 1986	Joined Osaka Branch, Irving Bank (currently The Bank of New York Mellon)	
	March 1995	Joined Takashi Shiono Law Office	
[New appointment]	January 1996	Joined Sumio Ikegami Certified Tax Accountant Office	
	March 1998	Registered as certified tax accountant	
[Outside Corporate Auditor]	April 2000	Opened Shiono Kanae Certified Public Tax Accountant Office Representative (to present)	
	[Significant concurrent position] Certified tax accountant (Representative, Shiono Kanae Certified Public Tax Accountant Office)		
[Reason for nomination as candidate for Outside Corporate Auditor] In addition to professional knowledge and experience as a certified tax accountant, Ms. Kanae Shiono also has significant knowledge on finance and accounting, including business experience at financial institutions. The Company nominated her as a candidate for Outside Corporate Auditor so that she can utilize her extensive experience and professional knowledge in strengthening the audit system of the Company. Although she has never directly been engaged in corporate management, the Company believes that she is capable of appropriately fulfilling duties as an Outside Corporate Auditor for the above-stated reasons.			

(Notes)

1. No special interests exist between the candidate and the Company.
2. Ms. Kanae Shiono is a candidate for Outside Corporate Auditor.
3. Subject to approval of appointment of Ms. Kanae Shiono, the Company intends to enter into a limited liability agreement with her in accordance with Article 427, Paragraph 1 of the Companies Act to limit her liability for damages pursuant to Article 423, Paragraph 1 of the said act to the amount stipulated by laws and regulations.

Proposal 4: Revision of the Amounts of Remuneration to Directors and Corporate Auditors

It was approved at the 45th Annual General Meeting of Shareholders held on February 19, 1990 that the total amount of remuneration to Directors and that to Corporate Auditors shall be within ¥250 million per year (not including the amount of employee salaries payable to Directors who are also employees) and within ¥40 million per year, respectively, and this has been unchanged to the present. In order to clarify the amount of remuneration to Directors by including the amount of employee salaries payable to Directors who are also employees, which was not included in the amount of remuneration to Directors, and also taking into consideration greater responsibilities of Directors and Corporate Auditors as well as other various factors, such as changes in economic circumstances and the business environment, we propose to revise the total amount of remuneration to Directors and that to Corporate Auditors to be within ¥450 million per year (within ¥50 million per year for Outside Directors) and within ¥50 million, respectively.

Whereas the current numbers of Directors and Corporate Auditors are nine (9) (including two (2) Outside Directors) and three (3), respectively, should Proposal 2 and Proposal 3 be approved and resolved as originally proposed, the numbers of Directors and Corporate Auditors will be ten (10) (including two (2) Outside Directors) and three (3), respectively.

Proposal 5: Determination of the Amount and Details of Remuneration for Granting Restricted Stock to Directors

The total amount of remuneration to the Company's Directors is within ¥250 million per year (not including the amount of employee salaries payable to Directors who are also employees), as approved at the 45th Annual General Meeting of Shareholders held on February 19, 1990. For the purpose of incentivizing the Company's Directors (excluding Outside Directors, hereinafter referred to as the "Eligible Directors") and to further facilitate sharing of value by the Eligible Directors with the shareholders, we propose to provide remuneration to Eligible Directors for granting restricted stock, separately from the amount of remuneration stated above, and request approval.

Based on this Proposal, the total amount of monetary compensation to be provided to the Eligible Directors for granting restricted stock shall be within ¥80 million per year as deemed reasonable in light of the above-stated purposes. The specific timing of the provision and allocation to each Eligible Director shall be determined by the Board of Directors.

The current number of Eligible Directors is seven (7). Should Proposal 2 be approved and resolved as originally proposed, the number of Eligible Directors will be eight (8).

Based on the resolution of the Company's Board of Directors, the Eligible Directors shall make in-kind contribution of all monetary compensation receivables to be granted according to this Proposal, and shall, in return, receive shares of the Company's common stock that will be issued or disposed of by the Company. The total number of shares of the Company's common stock to be issued or disposed of in this way shall not exceed 40,000 shares per year. (In the event that, a stock split of the Company's common stock (including gratis allotment of shares of the Company's common stock) or a reverse stock split is conducted whose effective date is on or after the date of approval and resolution of this Proposal, the total number of shares shall be reasonably adjusted, as necessary, according to the ratio of the split or the reverse split on or after the effective date.) The amount to be paid in per share shall be the amount determined by the Board of Directors within the range that is not particularly advantageous to the Eligible Directors who will receive such shares of the Company's common stock, based on the closing price of the Company's common stock on the Tokyo Stock Exchange on the business day immediately preceding the date of each resolution of the Board of Directors (or the closing price on the transaction day immediately prior thereto if no transaction is made on such business day). For the purpose of such issuance or disposal of shares of the Company's common stock, a restricted stock allotment agreement including the following contents (hereinafter referred to as the "Allotment Agreement") shall be concluded between the Company and each Eligible Director. (The shares of the Company's common stock allotted under the Allotment Agreement shall be referred to as the "Allotted Shares.")

(1) Transfer restriction period

The Eligible Directors shall not transfer, create a security interest on, or otherwise dispose of the Allotted Shares during a time period set out preliminarily by the Company's Board of Directors (hereinafter referred to as the "Transfer Restriction Period"), which shall be between three years and six years from the payment due date for the Allotted Shares.

(2) Treatment upon retirement

If the Eligible Director retires from his or her position as Director or Corporate Officer of the Company or of a subsidiary of the Company prior to the expiry of the Transfer Restriction Period, the Company shall naturally acquire free of charge the Allotted Shares, unless such retirement is due to expiry of the term of office, reaching the retirement age, death or other reasons deemed justifiable by the Company's Board of Directors.

(3) Removal of the transfer restriction

Notwithstanding the provision in (1) above, the Company shall remove the transfer restriction with respect to the Allotted Shares in whole at the expiry of the Transfer Restriction Period, provided that the Eligible Director continuously served as Director or Corporate Officer of the Company or a subsidiary of the Company during the Transfer Restriction Period. However, in the event that an Eligible Director leaves the position specified in (2) above prior to the expiry of the Transfer Restriction Period for reasons deemed justifiable by the Company's Board of Directors as specified in (2) above, the number of the Allotted Shares subject to removal of the transfer restriction and the timing of such removal of the transfer restriction shall be reasonably adjusted, as necessary.

(4) Treatment of the Allotted Shares in the event of organizational restructuring, etc.

Notwithstanding the provision in (1) above, if a matter concerning the organizational restructuring, etc. of the Company, such as a merger agreement whereby the Company will be the non-surviving party to the merger, or a share exchange agreement or share transfer plan whereby the Company will become a wholly owned subsidiary of another party, is approved at the Company's General Meeting of Shareholders (or at the Company's Board of Directors if such organizational restructuring, etc. does not require an approval of the Company's General Meeting of Shareholders) during the Transfer Restriction Period, the Company shall remove, based on the resolution of the Board of Directors of the Company, the transfer restriction of the Allotted Shares at a date prior to the effective date of such organizational restructuring, etc. The number of such Allotted Shares subject to removal of the transfer restriction shall be reasonably determined in light of the period from the date of the start of the Transfer Restriction Period to the date of approval of such organizational restructuring, etc.

In the case specified above, immediately after the removal of the transfer restriction, the Company shall naturally acquire free of charge the Allotted Shares for which the transfer restriction has not been removed.

(5) Other matters

Besides the above-mentioned matters, other matters concerning the Allotment Agreement shall be determined by the Company's Board of Directors.