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(Securities Code: 6279)

(Issue Date) April 25, 2025

(Start Date for Measures for Providing Information in Electronic Format) April 18, 2025

To our shareholders:

Toyoshi Umebayashi, President
ZUIKO Corporation
2-1-2 Saito Hanada, Ibaraki, Osaka

Notice of the 62nd Annual General Meeting of Shareholders

We are pleased to announce the 62nd Annual General Meeting of Shareholders of ZUIKO Corporation (the “Company”), which will be held as described below.

Upon convening this meeting, we have taken measures for providing information that constitutes the content of the Reference Documents for the General Meeting of Shareholders, etc. in electronic format (items subject to measures for providing information in electronic format). This information is posted on the following websites. Please access any of the websites below to confirm the relevant information.

[The Company’s website]

<https://www.zuiko.co.jp/en/>

(Please access the website above and select the items in the top navigation bar in the following order: Investor Information, IR Library, and Other Disclosure Documents. Please view the materials posted as Notice of the 62nd Annual General Meeting of Shareholders and Items Subject to Measures for Providing Information in Electronic Format When Convening the 62nd Annual General Meeting of Shareholders.)

[Website providing materials on general meetings of shareholders]

<https://d.sokai.jp/6279/teiji/> (in Japanese)

[Tokyo Stock Exchange website (Tokyo Stock Exchange Listed Companies Information Service)]

<https://www2.jpx.co.jp/tseHpFront/JJK020010Action.do?Show=Show>

(Please access the Tokyo Stock Exchange website above and enter “ZUIKO” in the “Issue name (company name)” field or the Company’s securities code 6279 in the “Code” field and push the “Search” button. Please select and follow the menu items in the following order: “Basic information” and “Documents for public inspection/PR information.” In “Filed information available for public inspection,” please view the documents listed under the “[Notice of General Shareholders Meeting / Informational Materials for a General Shareholders Meeting]” row.)

If you are not attending the meeting, you may exercise your voting rights via the internet, etc. or in writing (via postal mail). We kindly request that you review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:15 p.m. on Thursday, May 15, 2025.

1. Date and Time: Friday, May 16, 2025, at 10:00 a.m. (JST)

2. Venue: The Company’s Head Office
2-1-2 Saito Hanada, Ibaraki, Osaka

3. Purpose of the Meeting

Matters to be reported

1. Business Report, Consolidated Financial Statements, and results of audits by the Financial Auditor and the Audit & Supervisory Committee of the Consolidated Financial Statements for the Company’s 62nd Fiscal Year (February 21, 2024 to February 20, 2025)
2. Non-consolidated Financial Statements for the Company’s 62nd Fiscal Year (February 21, 2024 to February 20, 2025)

Matters to be resolved

Proposal No. 1: Appropriation of Surplus

Proposal No. 2: Election of Three Directors (Excluding Directors who are Audit & Supervisory Committee Members)

Proposal No. 3: Election of Three Directors who are Audit & Supervisory Committee Members

Proposal No. 4: Election of Financial Auditor

4. Matters Determined upon Convening the Annual General Meeting of Shareholders

- (1) If you exercise your voting rights both via the internet, etc. and in writing (via postal mail), the voting rights you exercise via the internet, etc. will be treated as effective. If you exercise your voting rights more than once via the internet, etc., only the last vote you exercise will be treated as effective.
- (2) If you do not indicate whether you support or oppose each proposal on the voting form you return, your vote will be counted as if you supported each proposal.

- When attending the meeting, please submit the voting form at the reception of the meeting venue.
- For shareholders who have not made a request for delivery of paper-based documents by the record date, we will send paper-based documents summarizing items subject to measures for electronic provision. The paper-based documents containing items subject to measures for electronic provision will also be sent to shareholders who requested the delivery of paper-based documents. However, among items subject to measures for electronic provision, “Systems to Ensure Properness of Business Operations and Operational Status of Such Systems,” “Consolidated Statement of Changes in Equity,” “Notes to Consolidated Financial Statements,” “Non-consolidated Statement of Changes in Equity,” and “Notes to Non-consolidated Financial Statements” are not attached to the paper-based documents, in accordance with laws and regulations, and Article 15, paragraph 2 of the Company’s Articles of Incorporation. (For these documents, please refer to each of the websites listed above that provide items subject to measures for electronic provision.) Therefore, documents delivered to shareholders who requested the delivery of paper-based documents are part of the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Financial Auditor in preparation of the accounting audit report and part of the Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Committee in preparation of their audit report.
- If revisions to the items subject to measures for electronic provision arise, a notice of the revisions and the details of the items before and after the revisions will be posted on the Company’s aforementioned website and the TSE website.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1: Appropriation of Surplus

The Company recognizes the return of profits to our shareholders as one of the management's top priorities, in addition to realizing sustainable growth and enhancing its corporate value over the medium to long term. Regarding dividends from surplus, we use the dividend payout ratio as a basic indicator from the perspective of distributing the profits earned from business activities each year to our shareholders. We aim for a consolidated dividend payout ratio of 30% and determine the amount of dividends by taking into consideration the balance between internal reserves necessary for future business development and financial soundness, and improvements in capital efficiency.

In the fiscal year ended February 2025, profit attributable to owners of parent fell short of the forecast. However, in order to rebalance debt and equity and to improve capital efficiency, we have determined the annual dividend per share of 10.00 yen (interim dividend of 5.00 yen, year-end dividend of 5.00 yen) as per the dividend plan announced on October 3, 2024.

Year-end dividend and the aggregate amount

- (1) Type of dividend property
Cash
- (2) Allotment of dividend property to shareholders and the aggregate amount
¥5 per common share of the Company
Total payment: ¥132,325,875
- (3) Effective date of dividend of surplus
May 19, 2025

If this proposal is approved and adopted as originally proposed, the annual dividend will be ¥10 in total, comprising an interim dividend of ¥5 and a year-end dividend of ¥5.

Proposal No. 2: Election of Three Directors (Excluding Directors who are Audit & Supervisory Committee Members)

The terms of office of all three Directors (excluding Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors. As for this proposal, the Audit & Supervisory Committee of the Company has judged that all the candidates for Directors are qualified.

The candidates for Directors are as follows:

The candidates for Directors are as follows:			
Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Toyoshi Umebayashi (September 29, 1963) [Re-election]	Apr. 1990 Joined the Company Apr. 2002 General Manager of Design Department May 2003 Director and General Manager of Design Department Apr. 2009 Director of ZUIKO (SHANGHAI) CORPORATION (current position) Jan. 2011 Director of the Company Mar. 2018 Vice President, Executive Officer and COO May 2018 Vice President & COO May 2020 President & CEO (current position)	53,900
		[Reasons for nomination as candidate for Director] Toyoshi Umebayashi has been making aggressive investments to improve and expand the profitability of existing businesses and is also challenging himself to develop new businesses since he became his current position as President of the Company in May 2020. At the transition to the company with an Audit & Supervisory Committee, he dedicated to establishing not only an optimal business execution system but also promoted agile management and worked hard to strengthen our competitiveness through rapid decision-making. We believe that Mr. Umebayashi is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for Director.	
2	Yi Xu (June 27, 1974) [Re-election]	Feb. 1998 Joined the Company Dec. 2003 Seconded to ZUIKO (SHANGHAI) CORPORATION May 2013 Vice President May 2015 President (current position) May 2016 Executive Officer of the Company May 2017 Director and Executive Officer June 2017 Chairman of ZUIKO (SHANGHAI) CORPORATION (current position) Mar. 2018 Director and Executive Officer of the Company General Manager of Asia Area Division May 2018 Director General Manager of Asia Area Division May 2020 Director General Manager of Global Division May 2021 Director (current position)	
		[Reasons for nomination as candidate for Director] Yi Xu laid the foundation for the Company's Chinese base and has demonstrated strong leadership in driving the growth of its China business. He has strengthened cooperation with the Group's bases, including not only our base in China, but also in Thailand, Indonesia, India, and other locations, and has promoted Group strategies while planning projects with a broad and long-term perspective and demonstrating leadership since he became his current position of director in May 2017. We believe that Mr. Xu is well qualified to continue enhancing the Company's corporate value because he has ability to build business strategies with a holistic view of the entire our group, leadership skill in promoting change and so on. For this reason, we renominated him as a candidate for Director.	

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
3	Fumihiko Okuno (November 5, 1961) [New election]	<p>Apr. 1985 Joined Sumitomo Bank Ltd. (currently Sumitomo Mitsui Banking Corporation)</p> <p>June 2005 General Manager Kohama Corporate Business Office, Sumitomo Mitsui Banking Corporation</p> <p>May 2007 General Manager Hyogo Corporate Business Office, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2009 General Manager Small and Medium Enterprises Marketing Department, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2011 General Manager Nagoya Corporate Business Office-2, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2014 General Manager Umeda Corporate Business Office-1, Sumitomo Mitsui Banking Corporation</p> <p>Apr. 2015 Director General Manager Umeda Corporate Business Office-1, Sumitomo Mitsui Banking Corporation</p> <p>Aug. 2016 Director Managing Executive Officer, Management Department General Manager, Paloma Co., Ltd.</p> <p>Apr. 2017 Director Senior Executive Officer, in charge of Management Division, Paloma Co., Ltd.</p> <p>Apr. 2019 Director Senior Managing Executive Officer, in charge of Management Division, Paloma Co., Ltd.</p> <p>Dec. 2021 Managing Executive Officer, Insurance Business Division, Ginsen Co., Ltd.</p> <p>June 2022 President and Representative Director, OTEMACHI TATEMONO KANRI CO.,LTD.</p> <p>July 2024 Joined the Company, President's Office (current position)</p>	329
<p>[Reasons for nomination as candidate for Director]</p> <p>Fumihiko Okuno has worked in bank sales for over 30 years and has deep knowledge of finance and accounting. In addition, he served as a director in charge of the management department at Paloma Co., Ltd., and has also been involved in management at Ginsen Co., Ltd. and OTEMACHI TATEMONO KANRI CO.,LTD., giving him experience and insight into management in general. He has not only conducted factor analysis to improve profitability and presented specific improvement methods, but has also worked closely with the person in charge to promote projects and achieve improvement results since he joined the company. We believe that Mr. Okuno is well qualified to continue enhancing the Company's corporate value. For this reason, we renominated him as a candidate for Director.</p>			

- Notes:
- There is no special interest between any of the candidates and the Company.
 - The Company has entered into a directors and officers liability insurance policy with an insurance company whose content is summarized below. Each of the candidates is already an insured under the policy and will continue to be such if the re-election of each candidate is approved. We plan to renew this insurance policy, with the content unchanged, before their terms of office end. In addition, if the election of Fumihiko Okuno is approved, the Company intends to enter into a similar limited liability agreement with him.
 - Actual portion of insurance premiums borne by the insureds
The insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds.
 - Summary of insurance incidents covered
The policy, including special clauses, covers losses and court costs that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality.

Proposal No. 3: Election of Three Directors who are Audit & Supervisory Committee Members

The terms of office of all three Directors who are Audit & Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. Therefore, the Company proposes the election of three Directors. As for this proposal, the Audit & Supervisory Committee of the Company has judged that all the candidates for Directors are qualified.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares owned
1	Takao Takeuchi (December 3, 1950) Candidate for Outside Director [Re-election]	<div>Apr. 1977 Registered as Attorney</div> <div>Apr. 1977 Joined Miyake Joint Partnership Law Office (currently Miyake & Partners)</div> <div>Apr. 1984 Partner, Miyake Joint Partnership Law Office</div> <div>Apr. 1988 Managing Partner, Takeuchi Sogo Law Office (current position)</div> <div>May 2008 Outside Audit & Supervisory Board Member of the Company</div> <div>May 2023 Outside Director who is Audit & Supervisory Committee Member of the Company (current position)</div>	—
<p>[Reasons for nomination as candidate for Director Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles]</p> <p>Takao Takeuchi has played an appropriate role in auditing operations as an outside auditor of the Company, he. Even after being appointed as Director who is Audit & Supervisory Committee Member of the Company, he continues to supervise the Company's management and provide advice on overall management, focusing on legal affairs and compliance, from an independent standpoint based on his extensive experience and specialized knowledge as an attorney. For these reasons, we have determined that he is an appropriate person to supervise the execution of business operations in order to further strengthen the management foundation of our group and increase its corporate value, also we have nominated him as a candidate for Director who is Audit & Supervisory Committee Member. We expect him to play an important role in providing appropriate advice and supervision to the management of our group.</p>			

Candidate No.	Name (Date of birth)	Career summary, position and responsibility in the Company, and significant concurrent positions outside the Company		Number of the Company's shares owned
2	Miho Ishihara (February 17, 1969) Candidate for Outside Director [Re-election]	Oct. 1996	Joined Asahi & Co. (currently KPMG AZSA LLC)	—
		Jan. 2002	Registered as Certified Public Accountant	
		Feb. 2006	Joined Protiviti Japan (currently Protiviti LLC)	
		Apr. 2009	Joined EY Advisory Co., Ltd. (currently EY Advisory & Consulting Co., Ltd.)	
		May 2010	Opened Ishihara Certified Public Accountant Office (currently Ishihara Certified Public Accountant & Certified Public Tax Accountant Office), Head of the office (current position)	
		June 2019	Outside Audit & Supervisory Board Member, Yodogawa Steel Works, Ltd.	
		June 2022	Outside Director of NICHIA STEEL WORKS, LTD. (current position)	
		May 2023	Outside Director of the Company (current position)	
		July 2023	President of Kainan Audit Corporation (current position)	
		June 2024	Outside Director, Yodogawa Steel Works, Ltd. (current position)	
<p>[Reasons for nomination as candidate for Director Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles]</p> <p>Miho Ishihara has been engaged in business plan development support, business succession, asset management, financial strategies and other duties, as well as financial audit work as a Certified Public Accountant and a Certified Public Tax Accountant. In addition, as an outside director who is Audit & Supervisory Committee Member, she provides advice and recommendations to ensure the legitimacy of the decisions made by the board of directors. For these reasons, we have determined that she is an appropriate person to supervise the execution of business operations in order to further strengthen the management foundation of our group and increase its corporate value, also we have nominated her as a candidate for Director who is Audit & Supervisory Committee Member. We expect her to play an important role in providing appropriate advice and supervision to the management of our group.</p>				
3	Jun Sakamoto (October 10, 1964) Candidate for Outside Director [New election]	Apr. 1987	Joined NACHI-FUJIKOSHI CORP.	—
		Feb. 2010	Head of Business Management, Corporate Planning Department, NACHI-FUJIKOSHI CORP.	
		Feb. 2015	Executive Officer and Head of Business Management, Corporate Planning Department, NACHI-FUJIKOSHI CORP.	
		Feb. 2019	President and Representative Director, NACHI-FUJIKOSHI CORP.	
		Feb. 2023	Retired as Director and Became Advisor, NACHI-FUJIKOSHI CORP.	
		Feb. 2024	Retired as Advisor, NACHI-FUJIKOSHI CORP.	
<p>[Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles]</p> <p>Jun Sakamoto demonstrated leadership as a manager in the machining business at NACHI-FUJIKOSHI CORP, including machining and robots, the functional parts business, including bearings and hydraulic equipment, and the materials business, including materials and heat treatment, which are related to our company's business. He has been working hard to reform the business structure and expand the scope of our business. For these reasons, we have determined that he is an appropriate person to supervise the execution of business operations in order to further strengthen the management foundation of our group and increase its corporate value, also we have nominated him as a candidate for Director who is Audit & Supervisory Committee Member. We expect him to play an important role in providing appropriate advice and supervision to the management of our group.</p>				

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Takao Takeuchi, Miho Ishihara and Jun Sakamoto are candidates for Outside Directors.
 3. The Company has entered into an agreement with Takao Takeuchi and Miho Ishihara to limit the liability for damages stipulated in Article 423, Paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act and the Articles of Incorporation of the Company. If their election is approved, the Company intends to continue the above agreement with them. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for under laws and regulations. In addition, If the election of Jun Sakamoto is approved, the Company intends to enter into a similar limited liability agreement with him.
 4. The Company has entered into a directors and officers liability insurance policy with an insurance company whose content is summarized below. Takao Takeuchi and Miho Ishihara are already insureds under the policy and will continue to be such if they are elected. Furthermore, if the election of Jun Sakamoto is approved, she will become an insured under the policy. We plan to renew this insurance policy, with the content unchanged, before their terms of office end.
 - (i) Actual portion of insurance premiums borne by the insureds
The insurance premiums, including those for special clauses, are borne by the Company, and there are no insurance premiums actually borne by the insureds.
 - (ii) Summary of insurance incidents covered
The policy, including special clauses, covers losses and court costs that may arise from the insured's assumption of liability incurred in the course of the performance of duties as an officer or a person at a certain position, or receipt of claims pertaining to the pursuit of such liability. However, there are certain reasons for coverage exclusion, such as performance of an illegal act with full knowledge of its illegality.
 5. Candidates for Outside Director
 - (1) Independence as Outside Director
There is no business relationship between the Group and any of the companies at which Takao Takeuchi, Miho Ishihara and Jun Sakamoto hold concurrent positions as executives. Therefore, we have determined that they have sufficient independence without the risk of conflicts of interest with general shareholders according to the independence standards set by the Company (please see [Reference] Independence Standards for Outside Directors, presented later in the document).
 - (2) Ability to properly carry out duties as an Outside Director
Other than being appointed as Outside Officers, Takao Takeuchi and Miho Ishihara have had no previous involvement in corporate management. However, for the reasons stated in "Reasons for nomination as candidate for Outside Director who is an Audit & Supervisory Committee Member and outline of expected roles" above, we have judged that they will be able to properly carry out their duties as Outside Directors who are Audit & Supervisory Committee Members.
 - (3) Tenure as Outside Director of the Company
Takao Takeuchi and Miho Ishihara are currently outside directors who are Audit & Supervisory Committee Members of the Company, and their terms of office will be two years at the close of this meeting. Mr. Takeuchi has previously served as Audit & Supervisory Board Member of the Company.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Takao Takeuchi and Miho Ishihara have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company intends to continue to designate them as independent officers accordingly. In addition, if the election of Jun Sakamoto is approved, the Company intends to designate her as an independent officer.

[Reference] Skill Matrix of the Board of Directors as of the Conclusion of This General Meeting

Name	Position and Responsibility	Independence	Areas of Expertise Particularly Expected of Directors and Audit & Supervisory Committee Members								
			Management Experience	Finance and Accounting	Legal Affairs Compliance	Risk Management	Human Resource Development Labor	Sales	Overseas Operation	Marketing	Technological Development
Toyoshi Umebayashi	President & CEO		●		●	●		●	●	●	●
Yi Xu	Director		●			●		●	●	●	
Fumihiko Okuno	Director		●	●		●	●	●			
Takao Takeuchi	Outside Director (Audit & Supervisory Committee Member)	●			●	●					
Miho Ishihara	Outside Director (Audit & Supervisory Committee Member)	●		●		●					
Jun Sakamoto	Outside Director (Audit & Supervisory Committee Member)	●				●				●	

* The skill matrix above does not show all of the expertise and experience that each Director possesses.

Proposal No. 4: Election of Financial Auditor

The Company's Financial Auditor, Ernst & Young ShinNihon LLC, will resign from its position due to the expiration of its term of office at the conclusion of this Annual General Meeting of Shareholders. Accordingly, based on the decision of the Audit & Supervisory Committee, the Company proposes the election of Grant Thornton Taiyo LLC as the new Financial Auditor.

Furthermore, the Audit & Supervisory Committee selected Grant Thornton Taiyo LLC as the candidate for Financial Auditor because, comprehensively considering professional skills as an auditing firm, independency, quality control system, and auditing fees of Grant Thornton Taiyo LLC, as well as the expectation to provide audits from new perspectives, the Company has determined that the firm is qualified for providing services that suit the Company's operations.

The candidate for Financial Auditor is as follows:

(as of Feb. 20, 2025)

(i)	Name	Grant Thornton Taiyo LLC	
(ii)	Address	22F, Akasaka K Tower, 1-2-7 Moto -Akasaka, Minato-ku, Tokyo	
(iii)	History	Sep. 1971	Established Taiyo Audit Corporation
		Jan. 2006	Taiyo Audit Corporation and ASG Audit Corporation merged to form Grant Thornton Taiyo ASG
		July 2008	Transitioned to a limited liability corporation structure and became Grant Thornton Taiyo ASG LLC
		July 2012	Merged with Eisho Audit Corporation
		Oct. 2013	Merged with Kasumigaseki Audit Corporation
		Oct. 2014	Changed name to Grant Thornton Taiyo LLC
		July 2018	Merged with YUSEI Audit Corporation
(iv)	Detail	Capital	530 million yen
		Members	
		Senior Partners and Partners	95
		Specified Partners	5
		Certified Public Accountants	376
		Persons who have passed the Certified Public Accountant examination, etc.	253
		Other Professionals	216
		Administrative Staff	101
		Advisor	1
		Contractual staff	276
		Summary	1,323
		Involved Companies	1,120