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Security Code:6694

March 11, 2026

(Commencement Date of Measures for Electronic Provision: March 4, 2026)

ZOOM CORPORATION

4-4-3 Kanda-surugadai, Chiyoda-ku, Tokyo 101-0062

## Notice of the 43rd Ordinary General Meeting of Shareholders

Dear Shareholders,

Please be informed that the 43rd Ordinary General Meeting of Shareholders of ZOOM CORPORATION will be held as outlined below. When convening this General Meeting of Shareholders, the Company implements measures for electronic provision with respect to information that constitutes the content of the reference information for the General Meeting of Shareholders (matters subject to measures for electronic provision), and the Company posts the matters subject to the measures for electronic provision on the Company website on the Internet as the "Notice of the 43rd Ordinary General Meeting of Shareholders." Accordingly, you are requested to access the following Company website and view the information.

Company website: <https://ir.zoom.co.jp/ir/stock/meeting/>



In addition to the above website, the matters subject to measures for electronic provision are also posted on the website of the Tokyo Stock Exchange (TSE). Please access the following TSE website (Listed Company Search), perform a search by entering the issue name (company name) or the code (securities code), select "Basic information" and "Documents for public inspection/PR information," and view the information.

TSE Website (Listed Company Search)

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show>



If you exercise voting rights via the Internet or in writing, please refer to the reference information for the General Meeting of Shareholders and send the Voting Rights Exercise Form to arrive by, or complete entry of exercise of voting rights via Internet by 5:30 p.m. on Wednesday, March 25, 2026.

Sincerely,  
Shunsuke Kudoh,  
Representative Director and CEO

## Details

### 1. Date and time

Thursday, March 26, 2026

10:00 am (reception opens at 9:30 am)

### 2. Location

Room B, Solacity Conference Center, 1F, Ochanomizu Solacity, 4-6 Kanda-surugadai, Chiyoda-ku, Tokyo

### 3. Agenda items

Matters to be reported:

1. Report on the business report, the consolidated financial statements, and the results of the audit of the consolidated financial statements by the Accounting Auditor and the Audit and Supervisory Committee for the 43rd fiscal year (from January 1, 2025 through December 31, 2025)
2. Report on the financial statements for the 43rd fiscal year (from January 1, 2025 through December 31, 2025)

Matters to be resolved:

Proposal No. 1: Appropriation of surplus

Proposal No. 2: Election of four Directors of the Board who are not Audit and Supervisory Committee Members

Proposal No. 3: Election of one Director of the Board who is Audit and Supervisory Committee Member

Proposal No. 4: Election of Independent Auditor

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- Ⓞ When attending on the day of the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
  - Ⓞ Only this Notice has been sent to shareholders who have not requested the delivery of written documents stating the matters subject to electronic provision measures.
  - Ⓞ The said written documents are sent to shareholders who have requested the delivery of the written documents.
  - Ⓞ In the event of any revisions to the matters subject to measures for electronic provision, the particulars before and after such revisions will be posted on the Company website on the Internet and the TSE website as stated above.

## Reference Information for the General Meeting of Shareholders

### Proposals and reference information

#### Proposal No. 1

##### Appropriation of surplus

We consider returning profits to shareholders to be an important management issue and strive to maintain stable dividends and return profits to our shareholders while taking into account the profit situation for each fiscal year and future business development. Specifically, we have a policy of implementing progressive dividends without reducing dividends, with a target payout ratio of about 30%. Based on this policy, we propose the following year-end dividends for the 43rd fiscal year.

1. Type of assets to be distributed

Cash

2. Matters related to the rate of allocation of dividend assets to shareholders and their total amount

Per share of Company common stock: 32 yen

Total amount of dividends: 138,410,464 yen

3. Effective date of dividend of surplus

March 27, 2026

Proposal No. 2:

Election of four Directors who are not Audit and Supervisory Committee Members

The term of office of the current four Directors who are not Audit and Supervisory Committee Members will expire at the close of this General Meeting of Shareholders. Accordingly, we propose to elect four Directors.

Candidates for Directors are as follows:

1

**Shunsuke Kudoh** (date of birth: May 31, 1979)

Shares of Company stock owned: 41,093 shares  
Attendance in Board of Directors meetings: 14/14 times (100%)

Reappointment

**[Brief career history, position, and responsibilities]**

Apr. 2002: Joined ZOOM CORPORATION

Mar. 2015: Senior Manager of Engineering Division

Apr. 2018: CRDO and Vice President of Research & Development Division

Apr. 2021: CRDO of Research & Development Division

Feb. 2023: Appointed Director of Hook Up, Inc. (present post)

Mar. 2023: Appointed Representative Director and CEO (present post)

Mar. 2023: Nomination and Remuneration Committee member (present post)

**[Important concurrent posts]**

Director of Hook Up, Inc.

**Reasons for Candidacy as Director**

Since joining the Company, Mr. Kudoh has been engaged in the development of new products as a development engineer. He is very familiar with the Company's products and development operations. As he has been involved in company management as Executive Officer since 2018 and as a Representative Director and CEO since 2023, he has extensive experience and knowledge about the Company's business operations. He is considered an indispensable human resource to achieve the midterm term business plan for the Group's sustained growth. For these reasons, we request his appointment as Director.

2

**Tatsuya Kawano** (date of birth: October 6, 1964)

Shares of Company stock owned: 61,800 shares

Attendance in Board of Directors meetings: 12/14 times (86%)

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Reappointment

**[Brief career history, position, and responsibilities]**

Mar. 1988: Joined ZOOM CORPORATION

Sep. 2005: General Manager of Engineering Division

Feb. 2012: Appointed Director and Vice President of Product Development

Mar. 2016: CDO and Vice President of Engineering Division

Apr. 2018: CPDO and Vice President of Product Development Division

Apr. 2021: CTO of Engineering Division

Mar. 2023: Appointed Director and CTO (present post)

**[Important concurrent posts]**

None

**Reasons for Candidacy as Director**

Since joining the Company, Mr. Kawano has been engaged in the development of new products as a development engineer. He is very familiar with the Company's products and development operations. In addition, he has been involved in company management as Director or Executive Officer of the Company for ten years or more and has extensive experience and knowledge about the Company's business operations. We consider that he will continue to be an indispensable human resource for the product development as a core of Group's sustained growth. For these reasons, we request his appointment as Director.

# 3

**Tatsuzo Yamada** (date of birth: July 20, 1969)

Shares of Company stock owned: 61,400 shares  
Attendance in Board of Directors meetings: 14/14 times (100%)

## Reappointment

### [Brief career history, position, and responsibilities]

October 1995: Joined Tohmatsu & Co. (now Deloitte Touche Tohmatsu LLC)	Jun. 2012: Joined ZOOM CORPORATION, Vice President of Administration Division
May 1999: Registered as certified public accountant	Mar. 2013: Appointed Director and CFO (present post)
Jul. 2002: Seconded to Deloitte Kuala Lumpur Office as Director	Mar. 2018: Appointed Manager of ZOOM North America, LLC (present post)
Jun. 2008: Joined BrainPad Inc.	Apr. 2018: Appointed Director of Mogar Music S.p.A. (now Mogar Music S.r.l.) (present post)
Aug. 2008: Appointed Director of BrainPad Inc.	Mar. 2021: Appointed Director of Hook Up, Inc. (present post)
Dec. 2009: Joined MISUMI Inc., seconded to Promiclos Inc. (now CYGNI Inc.)	Jan. 2023: Appointed Director of Sound-Service Musikanlagen-Vertriebsgesellschaft mbH (present post)

### [Important concurrent posts]

Manager of Zoom North America, LLC	Director of Mogar Music S.r.l.
Director of Sound-Service Musikanlagen-Vertriebsgesellschaft mbH	Director of Hook Up, Inc.

### Reasons for Candidacy as Director

Mr. Yamada has been responsible for administrative sections since joining the Company, and he has contributed to building the Company's administrative structure, including that of Group companies. In addition, he has been involved in company management as CFO since 2013, and he has amassed a wealth of experience and knowledge regarding Group business activities. He is considered an appropriate human resource to strengthen the governance which is essential for the Group's sustained growth. For these reasons, we request his reappointment as Director.

## Reappointment

**[Brief career history, position, and responsibilities]**

Apr. 1977: Joined KORG Inc.

Sep. 1983: Participated in the establishment of ZOOM

Apr. 1996: General Manager of Administrative Department

Feb. 1998: Appointed Director

Sep. 2003: Appointed Executive Managing Director

May 2008: Appointed Representative Director and CEO

May 2013: Appointed Manager of ZOOM North America, LLC  
(present post)

Apr. 2018: Appointed Director (President) of Mogar Music  
S.p.A. (now Mogar Music S.r.l.) (present post)

Mar. 2021: Appointed Director of Hook Up, Inc. (present post)

Jan. 2023: Appointed Director of Sound-Service  
Musikanlagen-Vertriebsgesellschaft mbH (present post)

Mar. 2023: Appointed Representative Director and Group CEO  
(present post)

Jan. 2024: Representative Director and Group CEO and  
CSMO

Mar. 2025: Appointed Director and Founder

**[Important concurrent posts]**

Manager of ZOOM North America, LLC

Director of Sound-Service Musikanlagen-Vertriebsgesellschaft  
mbH

Director (President) of Mogar Music S.r.l.

Director of Hook Up, Inc.

**Reasons for Candidacy as Director**

As a member of the Company's founding team and Representative Director since May 2008, Mr. Iijima possesses a wealth of experience and a high degree of discernment as a manager. He is very familiar with the various sections of the Company from new-product development through marketing, production, and administration and is considered an appropriate human resource for the Group's sustained growth. For these reasons, we request his reappointment as Director.

## Notes:

1. There are no special interests between either of the candidates and the Company.
2. Each director candidate was determined by the Board of Directors based on the advice and recommendations of a voluntary Nomination and Remuneration Committee, the majority of its members and its chairperson are outside directors.
3. The Company Audit and Supervisory Committee has judged all candidate Directors who are not Audit and Supervisory Committee Members covered by this proposal to be appropriate for such candidacy.
4. The Company has entered into a liability insurance contract with directors and officers as provided for in Article 430-3, Paragraph 1, of the Companies Act and bears all insurance premiums. The scope of insured parties of the insurance policy covers directors, corporate auditors, executive officers, and managerial employees of the Company and its subsidiaries (including those who have

already retired or resigned and those who will assume their positions during the insurance period.) The outline of the insurance policy is to cover damages that may arise due to the insured officers assuming responsibility for the execution of their duties or being subject to pursuit of such responsibility. However, certain exemptions are provided, such as exclusion from coverage in cases where the insured is aware that the act is in violation of laws and regulations, and measures are implemented to ensure that the appropriateness of the execution of duties by the relevant officers is not impaired. If the appointment or reappointment of each candidate for director is approved, the candidate will be included as an insured person under the relevant insurance policy. The insurance policy is scheduled to be renewed in the same terms and conditions at the next renewal.

Proposal No. 3:

Election of one Directors who is Audit and Supervisory Committee Member

Director who is Audit and Supervisory Committee Member, Mr. Fukashi Yamane, will resign upon the conclusion of this General Meeting of Shareholders. Accordingly, we propose to elect one substitute Director who is Audit and Supervisory Committee Member. The term of office will continue until the conclusion of the General Meeting of Shareholders in March 2027. The consent of the Audit and Supervisory Committee has been obtained concerning this proposal.

A candidate for Director is as follows:

**Yosuke Nakano** (date of birth: March 14, 1983)

Shares of Company stock owned: -

Attendance in Board of Directors meetings: 0/0 times (-%)

Attendance in Audit and Supervisory Committee meetings: 0/0 times (-%)

New appointment

**[Brief career history, position, and responsibilities]**

July 2004: Joined Tohmatsu & Co. (now Deloitte Touche Tohmatsu LLC)

Oct. 2011: Joined AGS Consulting Co., Ltd.

Jan. 2016: Established Nakano CPA & Tax Accountant Office and appointed Representative (present post)

Jan. 2016: Established AAA Accounting Co. and appointed Representative Director (present post)

Jun. 2018: Appointed Outside Director and Audit and Supervisory Committee Member of Ishigaki Food Co., Ltd. (now Wel-Dish.Incorporated)

Jul. 2020: Appointed Representative Partner of Accelerator Audit Co. (present post)

Dec. 2023: Appointed Outside Auditor of Tokyo Koki Co., Ltd.  
May 2024: Appointed Outside Director and Audit and Supervisory Committee Member of Tokyo Koki Co., Ltd. (present post)

**[Important concurrent posts]**

Representative of Nakano Accounting and Tax Office

Representative Partner of Accelerator Audit Co.

Representative Director of AAA Accounting Co., Ltd.

Outside Director and Audit and Supervisory Committee Member of Tokyo Koki Co., Ltd.

**Reasons for Candidacy as Outside Director and Expected Roles**

Mr. Yosuke Nakano possesses extensive knowledge and experience as an accounting and tax specialist. We believe he is well-suited to serve as an outside director and audit and supervisory committee member, as we expect him to leverage his broad expertise to conduct audits for our group. Accordingly, we propose his appointment.

Notes:

1. There are no special interests between Mr. Yosuke Nakano, a candidate for director and the Company.
2. Mr. Yosuke Nakano is a candidate for outside director.
3. Mr. Yosuke Nakano meets the requirements for an independent director as stipulated by TSE. If his appointment is approved, he will be reported to TSE as an independent director.
4. The Company has entered into an agreement limiting liability for damages under Article 423, Paragraph 1 of the Companies Act, based on the provisions of Article 427, Paragraph 1 of the same Act. The maximum liability amount under this agreement is set as the minimum liability limit stipulated in Article 425, Paragraph 1 of the Act. Should Mr. Yosuke Nakano's appointment be approved, the Company intends to enter into a similar agreement with him.
5. The Company has entered into a directors and officers liability insurance contract as prescribed in Article 430-3, Paragraph 1 of the Companies Act, and the Company bears the full cost of the insurance premiums. The scope of insured parties under this insurance contract includes directors, auditors, executive officers, and managerial employees of the Company and its subsidiaries (including those who have already retired or resigned and those who assume such positions during the insurance period). The essence of this insurance contract is to compensate for damages that may arise from insured officers and other covered parties being held liable or facing claims for liability in connection with the execution of their duties. However, certain exclusions apply, such as damages arising from acts the insured knew violated laws or regulations, and measures have been implemented to ensure the proper execution of duties by such officers and employees is not impaired. Should the appointment of Mr. Yosuke Nakano be approved, we plan to enter into a similar indemnity agreement with him. Furthermore, we plan to renew this insurance policy with the same terms at the next renewal date.

[Reference: Directors' Skill Matrix]

The skill matrix of the Directors in the event that Proposal No.2 and No.3 are approved as proposed at this General Meeting of Shareholders is as follows.

Name	Post	Main skills, experience, etc.					
		Corporate Management	Legal Affairs Risk Management	Finance & Accounting	Engineering/Product Development	Sales and Marketing	Global (Internationality)
Shunsuke Kudoh	Representative Director & CEO	●			●	●	●
Tatsuya Kawano	Director & CTO				●		●
Tatsuzo Yamada	Director & CFO			●			●
Masahiro Iijima	Director & Founder	●			●	●	●
Kazuki Yokoyama*	Director & Audit & Supervisory Committee Member	●		●			
Katsuhiko Ito*	Director & Audit & Supervisory Committee Member		●				
Yosuke Nakano*	Director & Audit & Supervisory Committee Member	●		●			

\*Outside and Independent Director

Proposal No. 4:

Election of Independent Auditor

Since the term of service of the Company's current Independent Auditor, Grant Thornton Taiyo LLC, will expire at the close of this General Meeting of Shareholders, pursuant to a decision by the Audit and Supervisory Committee we request approval of the election of Forvis Mazars Japan Audit LLC as a new independent auditor.

The Audit and Supervisory Committee selected Forvis Mazars Japan Audit LLC as a candidate for the independent auditor because this audit firm possesses strengths in its global network, particularly in Europe and the United States where our Group has important bases. In addition to the expectation that it will enable the establishment of an efficient and highly effective audit framework across the entire Group, it has been judged to be appropriate as our independent auditor based on comprehensive consideration of matters such as the firm's expertise, independence and quality-control systems, and audit fees.

The Candidate for Independent Auditor is as follows:

(As of August 31, 2025)

Name	Forvis Mazars Japan Audit LLC		
Head Office	Akasaka Intercity 5F, 1-11-44 Akasaka, Minato-ku, Tokyo		
History	May 2011	Established	
	Sep 2014	Started partnership with Mazars	
	Jul 2019	Transition from unlimited liability audit corporation to limited liability audit corporation	
	Oct 2024	Renamed Forvis Mazars Japan Audit LLC	
	Oct 2024	Registered in the List of Auditors for Listed Companies etc..	
Overview	Number of Personnel	Representative Partners:	2
		Partners:	10
		Certified Public Accountants:	21
		CPA Exam Passers, etc.:	8
		Other Professionals:	63
		Administrative Staff:	9
		TOTAL (excluding part-time):	113
	Audited Companies	196 companies	