

Securities Code: 9474  
May 26, 2017

**NOTICE OF THE 57TH ORDINARY GENERAL MEETING  
OF SHAREHOLDERS OF ZENRIN CO., LTD.**

Dear Shareholders,

This is to notify you of the 57th Ordinary General Meeting of Shareholders of Zenrin Co., Ltd. to be held as described below. We are looking forward to your attendance at the meeting.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please read the Reference Documents for the Ordinary General Meeting of Shareholders attached hereto, confirm the “Instructions concerning Exercise of Voting Rights, etc.” (on pages 37 and 38) and **exercise your voting rights no later than 5:30 p.m., Thursday, June 15, 2017.**

**[If you wish to exercise your voting rights by postal mail]**

Please indicate your approval or disapproval of each proposal on the enclosed Form for Exercising Voting Rights and send the Form back to us, making sure that it will arrive by the aforementioned exercise deadline.

**[If you wish to exercise your voting rights over the Internet]**

Please confirm the “Instructions concerning Exercise of Voting Rights over the Internet” (page 38) and enter your vote for or against each proposal by the aforementioned exercise deadline.

Yours very truly,  
Zenshi Takayama  
President & C.E.O.  
Zenrin Co., Ltd.

1-1-1, Muromachi, Kokurakita-ku, Kitakyushu-shi

Notice

1. Date: 10:00 a.m., Friday, June 16, 2017 (reception will open at 9:00 a.m.)
2. Place: Royal Hall, 4th floor, Rihga Royal Hotel Kokura,  
2-14-2, Asano, Kokurakita-ku, Kitakyushu-shi, Fukuoka-ken, Japan  
(Please see the map at the end of this note.)
3. Agenda  
Matters to report: i) The Business Report, consolidated financial statements  
and the Audit Reports of the Independent Auditors

and the Audit and Supervisory Committee for consolidated financial statements for the 57th fiscal year (from April 1, 2016 to March 31, 2017)

ii) The non-consolidated financial statements and the contents thereof for the 57th fiscal year (from April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposal 1:	Appropriation of retained earnings
Proposal 2:	Partial amendments to the Articles of Incorporation
Proposal 3:	Election of seven (7) directors (excluding directors serving as Audit and Supervisory Committee members)

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\* For those attending, please present the enclosed Form for Exercising Voting Rights at the reception desk upon arrival. Please also bring this Notice with you to help us save resources.

\* At the general meeting of shareholders, we will follow the “Cool Biz” (light clothing) dress code; shareholders are also encouraged to wear clothing made of lighter materials.

\* The following matters among those to be presented on attached documents are presented on the Company’s website (<http://www.zenrin.co.jp/ir/stock/meeting.html>) under laws and regulations and the provision of Article 15 of the Company’s Articles of Incorporation, and are therefore not stated in these attached documents.

(1) “Systems to Ensure Appropriate Operations and Their Implementation Status” in the Business Report

(2) “Basic Policy Regarding Control of the Company” in the Business Report

(3) “Notes to Consolidated Financial Statements” of the Consolidated Financial Statements

(4) “Notes to Non-consolidated Financial Statements” of the Non-consolidated Financial Statements

Therefore, the documents attached to this notice constitute only part of the consolidated and non-consolidated financial statements audited by the accounting auditor in preparing its accounting audit report and part of the business report, consolidated and non-consolidated financial statements audited by the Audit and Supervisory Committee in preparing their audit report.

\* Any changes in the Business Report, consolidated or non-consolidated financial statements or the Reference Documents for the Ordinary General Meeting of Shareholders will be reported on the Company’s website (<http://www.zenrin.co.jp/soukai.html>).

## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposal 1: Appropriation of retained earnings

We hereby propose the appropriation of retained earnings as follows:

#### Year-end dividends

We hereby propose the distribution of the year-end dividends for the 57th fiscal year as follows in consideration of the track record in the present fiscal year and our forecast of the future business development according to the policy stated in “1. Situation regarding the Company’s Operations, (5) Policy for Dividends, etc.” (page 15).

(1) Type of distributed assets

Dividends will be paid in cash.

(2) Allocation and total amount of the dividends

We propose that the amount of dividend per common share to be ¥17.50.

The total amount of dividends in this case would be ¥ 646,388,278.

Given that ¥17.00 per share has been paid as an interim dividend, the annual dividend for the present fiscal year will be ¥34.50 per share.

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

We propose to make this date June 19, 2017.

**Proposal 2: Partial amendments to the Articles of Incorporation**

**1. Reasons for the amendments**

We hereby propose to add an item in the “Purpose” prescribed in Article 2 of the existing Articles of Incorporation in order to respond to the diversification of the business domains of the Company.

**2. Description of the amendments**

The amendments are as described below.

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

Amendments to the Articles of Incorporation pertaining to this Proposal shall come into effect at the close of this General Meeting of Shareholders.

(Amended text is underlined.)

Existing Articles of Incorporation	Draft Amendment
<p><b>Chapter 1: General Rules</b></p> <p><b>Article 2: Purpose</b>                      The purpose of the Company is to carry out the following businesses:                      1. to 12 (Omitted)                            (New)    <u>13.</u> to <u>14.</u> (Omitted)</p>	<p><b>Chapter 1: General Rules</b></p> <p><b>Article 2: Purpose</b>                      The purpose of the Company is to carry out the following businesses:                      1. to 12. (Unchanged)                      13. <u>Telecommunications business including the resale of telecommunication lines.</u>  <u>14.</u> to <u>15.</u> (Unchanged)</p>

**Proposal 3: Election of seven (7) directors (excluding directors serving as Audit and Supervisory Committee members)**

The term of office of all seven (7) directors (excluding directors who are Audit and Supervisory Committee members) will expire at the close of this General Meeting of Shareholders. Accordingly, we hereby propose the election of seven (7) directors (excluding directors who are Audit and Supervisory Committee members).

The candidates for directors are nominated in accordance with the following policy and procedure: To secure the optimal balance and diversity in the knowledge, experience, and skills of the Board of Directors as a whole that are necessary for sustainable growth and medium- to long-term enhancement of the corporate value of the Company, candidates are selected from among those who are to be promoted internally, senior corporate executives, experts, etc., who have a thorough knowledge of businesses or urgent issues of the Company in consideration of their experience, insight, and expertise and approved by the Board of Directors.


The Audit and Supervisory Committee exchanged opinions with the Representative Director regarding the nomination and remuneration, etc. of the candidates for directors and determined them to be appropriate after deliberating on them.


The candidates for directors (excluding directors serving as Audit and Supervisory Committee members) are as follows.


Candidate Number	Name	Current Position at the Company	Attendance at Meetings of Board of Directors (Attendance Rate)
1	Masao Osako Reappointment	Chairman, Director	15 out of 16 meetings (93%)
2	Zenshi Takayama Reappointment	President and CEO, Representative Director	16 out of 16 meetings (100%)
3	Junya Amita Reappointment	Executive Vice President, Representative Director	15 out of 16 meetings (93%)
4	Jun Kashiwagi Reappointment	Managing Director	16 out of 16 meetings (100%)
5	Masuo Osako Reappointment	Director	16 out of 16 meetings (100%)
6	Tatsuhiko Shimizu Reappointment	Director	16 out of 16 meetings (100%)
7	Kiyoaki Shiotsugu Reappointment Outside director Independent officer	Director	16 out of 16 meetings (100%)


Notes:


- Attendance at the meetings of the Board of Directors convened in the fiscal year ended March 31, 2017 is shown.
- There is no interest to be stated between the above candidates and the Company.


1	<b>Masao Osako</b> (Born on Nov. 15, 1955)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 447,177 shares
Brief personal history (Position and responsibility in the Company and significant concurrent positions)		
	Apr. 1979: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.) Jun. 1992: Director & head of Tokyo Office of the Company Jun. 1995: Managing Director & head of Osaka Branch of the Company Jul. 1997: Advisor to the Company Jul. 1999: Executive officer & General Manager of President's Office and Tokyo Office of the Company Apr. 2001: Executive officer & General Manager of President's Office of the Company Jun. 2001: Vice Chairman, Director of the Company Jun. 2006: Vice Chairman, Representative Director of the Company Apr. 2008: Vice Chairman, Director of the Company Apr. 2011: Chairman, Director of the Company (incumbent position)	
<Reason for Nomination> The candidate has long been engaged in liaison activities at the core of management since joining the Company, and has assumed office as Chairman, Director since April 2011. We nominated him as a candidate for Director again due to his wealth of experience and knowledge as a member of the management team of the Group.		

2	<b>Zenshi Takayama</b> (Born on Apr. 24, 1962)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,500 shares
Brief personal history (Position and responsibility in the Company and significant concurrent positions)		
	Apr. 1986: Joined the Company Apr. 2004: Senior General Manager of Sales Division of the Company Apr. 2005: General Manager of Management Strategy Office of the Company Apr. 2006: Head of Sales Division of the Company Jun. 2006: Director & head of Sales Division of the Company Apr. 2008: President and CEO, Representative Director of the Company (incumbent position) General Manager of Management Strategy Office of the Company Apr. 2013: General Manager of Zenrin Information Platform Business Development Office of the Company Apr. 2016: General Manager of Corporate Planning Office of the Company (incumbent position)	
<Reason for Nomination> The candidate has been primarily engaged in the sales division since joining the Company, and has assumed office as President and CEO, Representative Director since April 2008 after having served as Head of Sales Division, etc. We nominated him as a candidate for Director again as he has been demonstrating leadership in fulfilling the "ZENRIN GROWTH PLAN 2020", a medium/long-term management plan which he formulated in May 2015.		


3	<b>Junya Amita</b> (Born on Jun. 23, 1959)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 10,300 shares
	<b>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</b> Jan. 1984: Joined the Company Apr. 2004: Head of ITS Business Division of the Company Jun. 2004: Director & head of ITS Business Division of the Company Apr. 2005: Managing Director & head of ITS Business Division of the Company Apr. 2006: Managing Director in charge of Management Planning Office and ITS-related Business of the Company Apr. 2007: Managing Director in charge of ITS-related Business & head of Production & Development Division of the Company Apr. 2008: Executive Vice President, Representative Director of the Company (incumbent position) Apr. 2010: General Manager of Technical Planning Office of the Company Jul. 2010: General Manager of Information System Office of the Company	
<Reason for Nomination> The candidate has been primarily engaged in the production and development division since joining the Company, and has assumed office as Executive Vice President, Representative Director since April 2008 after having served as head of ITS Business Division, etc. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of map database development on which the Company's businesses are based, having been in charge of the Technical Planning Office, etc.		

4	<b>Jun Kashiwagi</b> (Born on Nov. 2, 1954)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,500 shares
	<b>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</b> Apr. 1977: Joined Kabushiki-kaisha Nishi-nippon Sogo Ginko (current Nishi-Nippon City Bank, Ltd.) Jul. 2000: Seconded to the Company Apr. 2004: Senior General Manager of Administration Division of the Company Nov. 2004: Joined the Company Apr. 2005: General Manager of Executive Office of the Company Jun. 2005: Director & General Manager of Executive Office of the Company Apr. 2007: Director & Senior General Manager of Administration Division of the Company Apr. 2008: Director & head of Administration Division of the Company Apr. 2009: Director & General Manager of Governance Office of the Company Apr. 2010: Managing Director of the Company (incumbent position) Nov. 2011: General Manager of Internal Audit Office of the Company Apr. 2014: General Manager of Executive Office of the Company (incumbent position)	
<Reason for Nomination> The candidate has been primarily engaged in the administration division since joining the Company, and has assumed office as Managing Director since April 2010 after having served as General Manager of Executive Office, etc. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of accounting, finance and governance.		

5	<b>Masuo Osako</b> (Born on Jul. 30, 1953)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 605,316 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1977: Joined Kabushiki-kaisha Zenrin (current Zenrin Co., Ltd.) Mar. 1980: Director of the Company Mar. 1986: Managing Director & head of plant at headquarters of the Company Apr. 1991: Senior Managing Director of the Company Jun. 1992: Director of the Company (incumbent position) <Significant concurrent position> Chairman, Director of Zenrin Printex Co., Ltd.	
<Reason for Nomination> The candidate has long been engaged in the production division since joining the Company, and has served as head of plant at headquarters, Senior Managing Director, etc. after the assumption of office as Director. He currently serves as Chairman, Director of Zenrin Printex Co., Ltd. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of management of the Group in general.		

6	<b>Tatsuhiko Shimizu</b> (Born on Jan. 20, 1964)	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Reappointment</div> Number of the Company's shares held: 6,500 shares
	Brief personal history (Position and responsibility in the Company and significant concurrent positions) Apr. 1986: Joined the Company Jun. 2000: Vice President of Zenrin USA, Inc. Apr. 2002: Seconded to Zenrin DataCom Co., Ltd. Jun. 2002: Director of Zenrin DataCom Co., Ltd. Apr. 2003: Transferred to Zenrin DataCom Co., Ltd. Apr. 2003: Executive Vice President & Director of Zenrin DataCom Co., Ltd. Jun. 2006: Director of the Company (incumbent position) <Significant concurrent position> President and CEO, Representative Director of Zenrin DataCom Co., Ltd.	
<Reason for Nomination> The candidate has been primarily engaged in the sales division since joining the Company. After serving as Vice President of Zenrin USA, Inc., he was seconded in April 2002 to Zenrin DataCom Co., Ltd., where he now serves as President and CEO, Representative Director. He has contributed to the enhancement of synergies within the Group in the business field since assuming office as Director of the Company in June 2006. We nominated him as a candidate for Director again due to his wealth of experience in and knowledge of management of the Group in general.		



7	<b>Kiyoaki Shiotsugu</b> (Born on Oct. 8, 1947)	<div style="text-align: right;"> <span style="border: 1px solid black; padding: 2px;">Reappointment</span>  <span style="border: 1px solid black; padding: 2px;">Outside director</span>  <span style="border: 1px solid black; padding: 2px;">Independent officer</span> </div> Number of the Company's shares held: 0 shares Number of years of service as outside director: 3 years
	<p><b>Brief personal history (Position and responsibility in the Company and significant concurrent positions)</b></p> <p>Apr. 1992: Professor in the Faculty of Business Administration at Matsuyama University</p> <p>Apr. 1993: Professor in the School of Economics at Kyushu University</p> <p>Jun. 2001: Director of Kyushu TLO Company Limited</p> <p>Apr. 2003: Head of the Department of Business and Technology Management, Graduate School of Economics, Kyushu University (Kyushu University Business School-QBS)</p> <p>Mar. 2011: Professor emeritus at Kyushu University</p> <p>Apr. 2011: Professor in the International College of Arts and Sciences at Fukuoka Women's University</p> <p>Apr. 2012: Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University</p> <p>Jun. 2014: Outside Director of the Company (incumbent position)</p>	
<p>&lt;Reason for Nomination&gt;            The candidate, since his appointment to outside director in June 2014, has given advice, conducted supervision, etc. on the management of the Company in general from an independent standpoint as an expert in business administration. We nominated him as a candidate for Outside Director again from the perspective of the enhancement of the Company's corporate governance, due to his wealth of experience in and knowledge of corporate management.</p> <p>&lt;Special notes concerning outside director&gt;</p> <ul style="list-style-type: none"> <li>• The Company, pursuant to the provision of paragraph 1 of Article 427 of the Companies Act, has concluded an agreement with the candidate to limit the liability for damages under paragraph 1 of Article 423 of said Act. The amount of liability for damages pursuant to said agreement is limited to the Minimum Liability Amount prescribed in paragraph 1 of Article 425 of the Companies Act.              If the election of the candidate is approved as proposed, the Company plans to continue said agreement with the candidate.</li> <li>• The Company has filed the designation of the candidate as an independent officer of the Company with both the Tokyo Stock Exchange and the Fukuoka Stock Exchange.</li> </ul>		

Note: The candidate resigned as Professor under special appointment in the International College of Arts and Sciences at Fukuoka Women's University as of March 31, 2017.