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(Security Code 6473)
June 5, 2015

To Shareholders with Voting Rights:

Tetsuo Agata
President
JTEKT Corporation
3-5-8 Minami-semba, Chuo-ku,
Osaka, Japan

**NOTICE OF
THE 115TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continuous support.

You are cordially invited to attend the 115th Annual General Meeting of Shareholders of JTEKT Corporation (the “Company”). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet.

Please follow “Guidance on Exercising Your Voting Rights” on page 2 of the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by no later than 5:40 p.m. on Wednesday, June 24, 2015, Japan time.

1. Date and Time: Thursday, June 25, 2015 at 10:00 a.m. Japan time

2. Place: Kujaku Room, 4F, Hotel Nikko Osaka located at
1-3-3 Shinsaibashi, Chuo-ku, Osaka, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 115th Fiscal Year (April 1, 2014 - March 31, 2015) and results of audits by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 115th Fiscal Year (April 1, 2014 - March 31, 2015)

Proposals to be resolved:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Partial Amendments to the Articles of Incorporation
Proposal 3: Election of Ten Directors
Proposal 4: Payment of Directors’ Bonuses

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, please remember to bring this convocation notice to the meeting place to help conserve paper resources.

Only our shareholders are allowed to enter the meeting place. Persons attending as proxies for shareholders must be shareholders themselves. Shareholders who concurrently exercise the voting rights of other shareholders as proxies are kindly requested to submit the following: their Voting Rights Exercise Forms as shareholders, their Voting Rights Exercise Forms for voting as proxies, and documents certifying their status as proxies.

Guidance on Exercising Your Voting Rights

By Attending the Meeting

Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.

Date of the meeting:

June 25, 2015 (Thursday),
10:00 a.m.

By Postal Mail

Please enter your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form.

Deadline for voting:

The Form must be received by
5:40 p.m., Wednesday, June
24, 2015.

Via the Internet

Please visit the website designated by the Company for the exercise of voting rights (<http://www.web54.net>) and enter your vote for or against each of the proposals.

Deadline for voting:

The votes must be received by
5:40 p.m., Wednesday, June 24,
2015.

Concerning the Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors have the option of voting by electromagnetic means via the Platform for the Electronic Exercise of Voting Rights operated by ICJ Inc.

Concerning the Disclosure via the Internet

- From among the documents attached to this convocation notice, the notes to the consolidated financial statements and the notes to the non-consolidated financial statements are disclosed on our website (<http://www.jtekt.co.jp>) in accordance with laws and regulations and the provisions of Article 14 of the Articles of Incorporation of the Company. Therefore, they are not stated in this convocation notice.
- If there is any need for revision, the revised documents will be posted on the Company's website immediately (<http://www.jtekt.co.jp>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In consideration of the business results of the 115th Fiscal Year and business development in the future, we propose the appropriation of surplus for the fiscal year under review as follows:

Matters related to the year-end dividend:

- (1) Matters related to the distribution of dividend properties to shareholders and the total dividend for the fiscal year under review
Payment of 20 yen per share of common stock Total: 6,860,441,340 yen
Combined with the interim dividend (14 yen per share), the total annual dividend for the fiscal year under review will be 34 yen per share of common stock.
- (2) Effective date of the dividend from surplus
June 26, 2015

Proposal 2: Partial Amendments to the Articles of Incorporation

(1) Reasons for the Amendments

Pursuant to the enforcement of the Act for Partial Revision of the Companies Act (Act No. 90 of 2014) effective as of May 1, 2015, the scope of directors and Members of the Audit & Supervisory Board with whom liability limitation agreements may be concluded has been changed. In accordance with this change, we propose partial amendments to the Articles of Incorporation of the Company. All Members of the Audit & Supervisory Board have consented to this amendment.

(2) Contents of the Amendments

The details of the proposed amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>Section 4. Directors and the board of directors</p> <p>Article 25. (Discharge of directors from responsibility and agreements limiting liability)</p> <ol style="list-style-type: none"> 1) (Omitted) 2) In accordance with article 427-1 of the Companies Act, the Company may limit the liability of <u>an outside director</u> in regard to the actions stipulated in article 423-1 of the Companies Act through concluding with such <u>outside</u> director a liability limitation agreements establishing the minimum liability stipulated in article 425-1 of the Companies Act as the maximum liability of such <u>outside</u> director. <p>Section 5. Members of the Audit & Supervisory Board and Audit & Supervisory Board</p> <p>Article 32. (Discharge of Members of the Audit & Supervisory Board from responsibility and agreements limiting liability)</p> <ol style="list-style-type: none"> 1) (Omitted) 2) In accordance with article 427-1 of the Companies Act, the Company may limit the liability of <u>an outside Member of the Audit & Supervisory Board</u> in regard to the actions stipulated in article 423-1 of the Companies Act through concluding with such <u>outside</u> Members of the Audit & Supervisory Board a liability limitation agreement establishing the minimum liability stipulated in article 425-1 of the Companies Act as the maximum liability of such <u>outside</u> Members of the Audit & Supervisory Board. 	<p>Section 4. Directors and the board of directors</p> <p>Article 25. (Discharge of directors from responsibility and agreements limiting liability)</p> <ol style="list-style-type: none"> 1) (Unchanged) 2) In accordance with article 427-1 of the Companies Act, the Company may limit the liability of <u>a director (excluding managing officer, etc.)</u> in regard to the actions stipulated in article 423-1 of the Companies Act through concluding with such director a liability limitation agreement establishing the minimum liability stipulated in article 425-1 of the Companies Act as the maximum liability of such director. <p>Section 5. Members of the Audit & Supervisory Board and Audit & Supervisory Board</p> <p>Article 32. (Discharge of Members of the Audit & Supervisory Board from responsibility and agreements limiting liability)</p> <ol style="list-style-type: none"> 1) (Unchanged) 2) In accordance with article 427-1 of the Companies Act, the Company may limit the liability of <u>a Members of the Audit & Supervisory Board</u> in regard to the actions stipulated in article 423-1 of the Companies Act through concluding with such Member of the Audit & Supervisory Board a liability limitation agreement establishing the minimum liability stipulated in article 425-1 of the Companies Act as the maximum liability of such Members of the Audit & Supervisory Board.

Proposal 3: Election of 10 Directors

The terms of office of all 10 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 10 Directors is proposed.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Atsushi Niimi (July 30, 1947) <Reappointed>	<p>April 1971 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 2000 Member of the Board of Directors, Toyota Motor Corporation</p> <p>June 2003 Managing Officer, Toyota Motor Corporation</p> <p>June 2004 Member of the Board of Directors, Toyota Motor Corporation</p> <p>June 2005 Senior Managing Director, Toyota Motor Corporation</p> <p>June 2009 Executive Vice President, Member of the Board of Directors, Toyota Motor Corporation</p> <p>June 2009 Member of the Audit & Supervisory Board of the Company</p> <p>June 2013 Chairman of the Board (to present)</p> <p>[Significant concurrent positions] Outside Director of Yamaha Motor Co., Ltd.</p>	11,000
2	Tetsuo Agata (April 26, 1953) <Reappointed>	<p>April 1976 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 2004 Managing Officer, Toyota Motor Corporation</p> <p>June 2008 Senior Managing Director, Toyota Motor Corporation</p> <p>May 2011 Advisor, Toyota Industries Corporation</p> <p>June 2011 Vice President, Toyota Industries Corporation</p> <p>May 2013 Advisor of the Company</p> <p>June 2013 President (to present)</p>	44,200
3	Seiho Kawakami (December 23, 1953) <Reappointed>	<p>April 1978 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 2006 Managing Officer, Toyota Motor Corporation</p> <p>June 2010 Senior Executive Director of the Company</p> <p>June 2013 Executive Vice President (to present)</p> <p>[Responsibilities] TQM Propotion Dept., R&D Headquarters, Automotive Systems Business Headquarters</p>	12,600
4	Masakazu Isaka (November 1, 1952) <Reappointed>	<p>April 1975 Joined the Company</p> <p>June 2004 Director</p> <p>June 2005 Managing Officer</p> <p>June 2008 Executive Managing Officer</p> <p>June 2010 Executive Director</p> <p>June 2011 Senior Executive Director</p> <p>June 2013 Executive Vice President (to present)</p> <p>[Responsibilities] Safety & Health Control Dept., Machine Tools and Mechatronics operations Headquarters</p>	23,700
5	Atsushi Kume (September 22, 1954) <Reappointed>	<p>April 1977 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>January 2007 Seconded to Toyota Motor Engineering & Manufacturing North America, Inc. (TEMA), equivalent to General Manager, Toyota Motor Corporation</p> <p>April 2011 Advisor of the Company</p> <p>June 2011 Managing Officer</p> <p>June 2012 Executive Director</p> <p>June 2014 Senior Executive Director (to present)</p> <p>[Responsibilities] Export Control Dept., Production Engineering Headquarters, Purchasing Headquarters, Production Administration Headquarters</p>	14,000

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
6	Hiroyuki Miyazaki (May 23, 1956) <Reappointed>	April 1980 Joined the Company January 2008 Senior General Manager June 2009 Managing Officer June 2012 Executive Managing Officer June 2013 Executive Director October 2014 Senior Executive Director (to present) [Responsibilities] Quality Business Revolution Office, Quality Management Headquarters, Bearing Operation Headquarters	8,100
7	Hiroyuki Kaijima (August 26, 1956) <Reappointed>	April 1979 Joined Toyota Machine Works Ltd. February 2002 General Manager, Overseas Business Dept., Toyota Machine Works Ltd. June 2003 Director, Toyota Machine Works Ltd. June 2005 Managing Officer, Toyota Machine Works Ltd. January 2006 Managing Officer of the Company June 2012 Executive Managing Officer June 2014 Executive Director (to present)	9,140
8	Shinji Uetake (December 17, 1955) <Reappointed>	April 1981 Joined Toyota Machine Works Ltd. January 2007 Senior General Manager of the Company January 2009 General Manager, Development Dept., Machine Tools and Mechatronics operations Headquarters June 2009 Managing Officer June 2013 Executive Managing Officer June 2014 Executive Director (to present)	4,500
9	Takao Miyatani (December 24, 1940) <Newly appointed> <Outside Director> <Independent Director>	April 1963 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) July 1995 General Manager (Senior General Manager), IT Engineering Dept., Toyota Motor Corporation January 1999 Seconded to YUTAKA SEIMITSU KOGYO LTD., equivalent to Counselor, Toyota Motor Corporation June 1999 President, YUTAKA SEIMITSU KOGYO LTD. May 2000 Vice Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION May 2005 Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION	2,000
10	Iwao Okamoto (June 25, 1946) <Newly appointed> <Outside Director> <Independent Director>	April 1970 Joined the Ministry of International Trade and Industry (MITI) (currently Ministry of Economy, Trade and Industry (METI)) September 1999 Director-General, Basic Industries Bureau, MITI January 2001 Director-General, Manufacturing Industries Bureau, METI July 2002 Director-General, Agency for Natural Resources and Energy October 2003 Senior Executive Director, Japan Bank for International Cooperation October 2005 Managing Executive Officer, SUMITOMO CORPORATION April 2006 Senior Managing Executive Officer, SUMITOMO CORPORATION June 2007 Representative Director, Senior Managing Executive Officer, SUMITOMO CORPORATION April 2009 Representative Director, Assistant to President and CEO, SUMITOMO CORPORATION July 2009 President, Japan Cooperation Center for the Middle East (JCCME) May 2011 President Executive, JAPAN-CHINA ECONOMIC ASSOCIATION (to present)	0

(Notes)

1. No conflicts of interest exist between the Company and above candidates.
2. Messrs. Takao Miyatani and Iwao Okamoto are candidates for Outside Directors.
3. Messrs. Takao Miyatani and Iwao Okamoto are candidates for independent directors under the provisions of the Tokyo

Stock Exchange, etc.

4. Reasons for their nomination as Outside Directors and liability limitation agreement

(1) Reasons for their nomination as Outside Directors

1) Mr. Takao Miyatani has acquired extensive experience and broad knowledge through his many years of involvement in manufacturing as a business manager and chairman of industrial organizations and is expected to provide valuable opinions and advice on the management of the Company. We therefore propose his election as an Outside Director.

2) Mr. Iwao Okamoto has acquired broad knowledge and extensive experience in industrial and economic activities in Japan and abroad through his service in significant positions in various organizations such as the Ministry of Economy, Trade and Industry and the JAPAN-CHINA ECONOMIC ASSOCIATION and is expected to provide valuable opinions and advice on the management of the Company. We therefore propose his election as an Outside Director.

(2) Liability limitation agreement

If elections of Mr. Takao Miyatani and Mr. Iwao Okamoto are approved as proposed, the Company intends to conclude a liability limitation agreement with each of them to limit the liability each bears as stipulated in article 423-1 of the Companies Act up to the minimum amount stipulated in article 425-1 of the Companies Act, in accordance with the Articles of Incorporation.

Proposal 4: Payment of Directors' Bonuses

In consideration of the business results of the fiscal year under review, we propose the payment of Directors' bonuses in the total amount of 204,700,000 yen to 10 Directors in office as of the end of the fiscal year under review. We also propose that decisions on the payment date, payment method, and amounts to be allocated to the respective directors be entrusted to the Board of Directors.