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June 28, 2016

To Shareholders:

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

## **NOTICE OF RESOLUTIONS OF THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

The following matters were reported and resolved at the 116th Annual General Meeting of Shareholders of JTEKT Corporation (the "Company") held today.

### **Matters reported:**

1. The Business Report, Consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements  
The contents of the above were duly reported.
2. Non-consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2015 - March 31, 2016)  
The contents of the above were duly reported.

### **Proposals resolved:**

#### **Proposal 1:** Appropriation of Surplus

The proposal was approved and resolved as originally proposed, and the year-end dividend was decided to be 21 yen per share.

#### **Proposal 2:** Election of 11 Directors

The proposal was approved as originally proposed, and 8 candidates, Messrs. Tetsuo Agata, Seiho Kawakami, Masakazu Isaka, Atsushi Kume, Hiroyuki Miyazaki, Hiroyuki Kaijima, Takao Miyatani and Iwao Okamoto were reappointed as Directors, and 3 candidates, Messrs. Seiichi Sudo, Tomokazu Takahashi and Takumi Matsumoto were newly appointed as Directors, and assumed their respective offices.

#### **Proposal 3:** Payment of Directors' Bonuses

The proposal was approved and resolved as originally proposed, and the payment of Directors' bonuses in the total amount of 168,925 thousand yen was decided. It was decided that the decisions on the payment date, payment method, and amounts to be allocated to the respective directors were to be entrusted to the Board of Directors.

The Representative Directors and Directors with special titles were elected as below at the Board of Directors' meeting held after the conclusion of the Annual General Meeting of Shareholders, and assumed their respective offices. Also, Standing Members of the Audit & Supervisory Board were elected as below at the meeting of the Audit & Supervisory Board, and assumed their respective offices.

Representative Director Chairman	Seiichi Sudo	Executive Director	Takumi Matsumoto
Representative Director President	Tetsuo Agata	Director	Takao Miyatani
Executive Vice President	Seiho Kawakami	Director	Iwao Okamoto
Executive Vice President	Masakazu Isaka	Standing Member of the Audit & Supervisory Board	Masatake Enomoto
Senior Executive Director	Atsushi Kume	Standing Member of the Audit & Supervisory Board	Hiroshi Takenaka
Senior Executive Director	Hiroyuki Miyazaki	Member of the Audit & Supervisory Board	Koichi Fukaya
Executive Director	Hiroyuki Kajjima	Member of the Audit & Supervisory Board	Masaaki Kobayashi
Executive Director	Tomokazu Takahashi	Member of the Audit & Supervisory Board	Koei Saga

Notes:

1. Directors Takao Miyatani and Iwao Okamoto are Outside Directors as stipulated in article 2, item 15 of the Companies Act.
2. Members of the Audit & Supervisory Board Koichi Fukaya, Masaaki Kobayashi and Koei Saga are Outside Members of the Audit & Supervisory Board as stipulated in article 2, item 16 of the Companies Act.

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#### Notice Regarding Payment of Year-end Dividend

The year-end dividend for the 116th Fiscal Year was decided to be 21 yen per share. To receive payment of the year-end dividend, please take the enclosed "Year-end Dividend Receipt for the 116th Fiscal Year" to head office or branch office of Japan Post Bank Co., Ltd. or post office during the payout period (from June 29, 2016 to July 29, 2016).

For those shareholders who designated direct deposit as the payout method, please confirm the enclosed "Dividend Statement" and "Reference to the Transfer Destination." For those shareholders who designated the method for proportionate allocation of dividends based on the number of shares as the payout method, please confirm the enclosed "Dividend Statement" and "Reference to the Dividend Receipt Method."