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(Security Code 6473)
June 7, 2018

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 118TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 118th 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 and exercise your voting rights by reference to the attached Reference Documents for the General Meeting of Shareholders by no later than 5:40 p.m. on Tuesday, June 26, 2018, Japan time.

- 1. Date and Time:** Wednesday, June 27, 2018 at 10:00 a.m. Japan time
- 2. Place:** Kujaku Room, 4F, Hotel Nikko Osaka located at
1-3-3 Nishi-Shinsaibashi, Chuo-ku, Osaka, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 118th Fiscal Year (April 1, 2017 - March 31, 2018) 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 118th Fiscal Year (April 1, 2017 - March 31, 2018)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 12 Directors
 - Proposal 3:** Election of 4 Members of the Audit & Supervisory Board
 - 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	By Postal Mail	Via the Internet
Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.	Please enter your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form.	Please visit the website designated by the Company for the exercise of voting rights (https://www.web54.net) and enter your vote for or against each of the proposals.
<u>Date of the meeting:</u> June 27, 2018 (Wednesday), 10:00 a.m.	<u>Deadline for voting:</u> The Form must be received by 5:40 p.m., Tuesday, June 26, 2018.	<u>Deadline for voting:</u> The votes must be received by 5:40 p.m., Tuesday, June 26, 2018.

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 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.

Please note that the consolidated financial statements and the non-consolidated financial statements audited respectively by the Accounting Auditor and the Audit & Supervisory Board include the notes to the consolidated financial statements and the notes to the non-consolidated financial statements disclosed on the website below, in addition to the consolidated financial statements and the non-consolidated financial statements stated in the Attached Documents provided with this Notice.

- If there is any need for revision, the revised documents will be posted on the Company's website immediately.
- The contents of this Notice have been posted on the Company's website prior to the mail-out of this Notice from a perspective of early provision of information.

The Company's website ► (<https://www.jtekt.co.jp>)

The Company's website (English) ► (<https://www.jtekt.co.jp/e/>)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

We propose the appropriation of surplus as follows:

Matters related to the year-end dividend:

In consideration of the business results of the 118th Fiscal Year and business development in the future, we propose the year-end dividend for the fiscal year under review as follows:

- (1) Matters related to the distribution of dividend properties to shareholders and the total dividend for the fiscal year under review
Payment of 22 yen per share of common stock Total: 7,546,264,858 yen
Combined with the interim dividend (21 yen per share), the total annual dividend for the fiscal year under review will be 43 yen per share of common stock.
- (2) Effective date of the dividend from surplus
June 28, 2018

Proposal 2: Election of 12 Directors

The terms of office of all 11 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. The Company will increase the number of Directors by 1 to enhance management system. Accordingly, the election of 12 Directors is proposed.

The candidates are as follows:

No.		Name	Current positions and responsibilities at the Company
1	<Reappointed>	Seiichi Sudo	Chairman
2	<Reappointed>	Tetsuo Agata	President
3	<Reappointed>	Hiroyuki Miyazaki	Senior Executive Director Quality Management Headquarters & Bearing Operations Headquarters
4	<Reappointed>	Hiroyuki Kaijima	Executive Director Sales & Marketing Headquarters
5	<Reappointed>	Tomokazu Takahashi	Executive Director TQM Promotion Dept. & Corporate Management Headquarters
6	<Reappointed>	Takumi Matsumoto	Executive Director Driveline Systems Business Headquarters
7	<Reappointed> <Outside Director> <Independent Director>	Takao Miyatani	Director
8	<Reappointed> <Outside Director> <Independent Director>	Iwao Okamoto	Director
9	<Newly appointed>	Makoto Sano	Executive Managing Officer Safety and Health Control Dept., Environment Dept., Production Engineering Headquarters, Purchasing Headquarters & Production Administration Headquarters
10	<Newly appointed>	Shinji Kato	Managing Officer Machine Tools and Mechatronics Operations Headquarters
11	<Newly appointed>	Hirofumi Matsuoka	Executive Managing Officer Steering Systems Business Headquarters
12	<Newly appointed> <Outside Director>	Takeshi Uchiyamada	

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	Seiichi Sudo (April 21, 1951) <Reappointed> Term of office as a Director: 2 years	<p>April 1974 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>January 2012 Senior Managing Officer, Toyota Motor Corporation</p> <p>June 2013 Executive Vice President, Toyota Motor Corporation</p> <p>April 2016 Advisor of the Company</p> <p>June 2016 Chairman (to present)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Seiichi Sudo has a good personality with high ethical standards and fairness and has garnered extensive experience and considerable insight as a business manager in Japan and abroad. He has served as Representative Director and Chairman of the Company since 2016 and has appropriately supervised the management of the Company toward the sustainable enhancement of corporate value and the reinforcement of corporate governance from a wide perspective and heightened viewpoints backed by experience. We therefore propose his re-election as a Director in order to promote group management and reinforce the corporate governance of the Company.</p>	20,000
2	Tetsuo Agata (April 26, 1953) <Reappointed> Term of office as a Director: 5 years	<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 Executive Vice President, Toyota Industries Corporation</p> <p>May 2013 Advisor of the Company</p> <p>June 2013 President (to present)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Tetsuo Agata has served as Representative Director and President of the Company since 2013 and has appropriately supervised the management toward the reinforcement of the corporate governance and the enhancement of the corporate value. He has a good personality with high ethical standards and fairness, and has extensive experience and considerable insight as a business manager. We therefore propose his re-election as a Director in order to promote group management and reinforce the corporate governance of the Company.</p>	50,871
3	Hiroyuki Miyazaki (May 23, 1956) <Reappointed> Term of office as a Director: 5 years	<p>April 1980 Joined the Company</p> <p>January 2008 Senior General Manager</p> <p>June 2009 Managing Officer</p> <p>June 2012 Executive Managing Officer</p> <p>June 2013 Executive Director</p> <p>October 2014 Senior Executive Director (to present)</p> <p>[Current responsibilities] Quality Management Headquarters, Bearing Operations Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Hiroyuki Miyazaki has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He is extensively experienced in the field of engineering, R & D and quality, and has garnered extensive experience and considerable insight as a director in charge of the Bearing Operations Headquarters. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	12,555

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
4	Hiroyuki Kaijima (August 26, 1956) <Reappointed> Term of office as a Director: 4 years	<p>April 1979 Joined Toyoda Machine Works Ltd. February 2002 General Manager, Overseas Business Dept., Toyoda Machine Works Ltd. June 2003 Director, Toyoda Machine Works Ltd. June 2005 Managing Officer, Toyoda Machine Works Ltd. January 2006 Managing Officer of the Company June 2012 Executive Managing Officer June 2014 Executive Director (to present)</p> <p>[Current responsibilities] Sales & Marketing Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Hiroyuki Kaijima has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has garnered extensive experience and considerable insight through his involvement in the management of operating companies in North America, and as a director in charge of the Sales & Marketing Headquarters. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	11,138
5	Tomokazu Takahashi (January 17, 1958) <Reappointed> Term of office as a Director: 2 years	<p>April 1981 Joined the Company January 2006 General Manager, Automotive Sales Planning Dept. June 2008 Managing Officer April 2013 Executive Managing Advisor April 2014 Executive Managing Officer June 2016 Executive Director (to present)</p> <p>[Current responsibilities] TQM Promotion Dept., Corporate Management Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Tomokazu Takahashi has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has garnered extensive experience and considerable insight through his involvement in the management of operating companies in North America and Europe, and as a director in charge of the Corporate Management Headquarters. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	8,164
6	Takumi Matsumoto (April 9, 1961) <Reappointed> Term of office as a Director: 2 years	<p>April 1986 Joined Toyota Motor Corporation August 2010 General Manager, BR-Electric Vehicle/Charge System Development Dept., Toyota Motor Corporation April 2015 Managing Officer of the Company October 2015 Executive Managing Officer June 2016 Executive Director (to present)</p> <p>[Current responsibilities] Driveline Systems Business Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Takumi Matsumoto has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has abundant experience in the engineering and development divisions. He has also garnered extensive experience and considerable insight as a director in charge of the Driveline Systems Business Headquarters of the Company. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	3,314

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
7	<p>Takao Miyatani (December 24, 1940)</p> <p><Reappointed> <Outside Director> <Independent Director></p> <p>Term of office as a Director: 3 years</p>	<p>April 1963 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>July 1995 General Manager (Senior General Manager), IT Engineering Dept., Toyota Motor Corporation</p> <p>January 1999 Seconded to YUTAKA SEIMITSU KOGYO LTD., equivalent to Counselor, Toyota Motor Corporation</p> <p>June 1999 President, YUTAKA SEIMITSU KOGYO LTD.</p> <p>May 2000 Vice Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION</p> <p>May 2005 Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION</p> <p>June 2015 Director of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Takao Miyatani has extensive experience and considerable insight through his many years of involvement in manufacturing as a business manager and chairman of industrial organizations and has supervised the management appropriately as an Outside Director. We therefore propose his re-election as a Director to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.</p>	2,000
8	<p>Iwao Okamoto (June 25, 1946)</p> <p><Reappointed> <Outside Director> <Independent Director></p> <p>Term of office as a Director: 3 years</p>	<p>April 1970 Joined the Ministry of International Trade and Industry (MITI) (currently Ministry of Economy, Trade and Industry (METI))</p> <p>September 1999 Director-General, Basic Industries Bureau, MITI</p> <p>January 2001 Director-General, Manufacturing Industries Bureau, METI</p> <p>July 2002 Director-General, Agency for Natural Resources and Energy</p> <p>October 2003 Senior Executive Director, Japan Bank for International Cooperation</p> <p>October 2005 Managing Executive Officer, SUMITOMO CORPORATION</p> <p>April 2006 Senior Managing Executive Officer, SUMITOMO CORPORATION</p> <p>June 2007 Representative Director, Senior Managing Executive Officer, SUMITOMO CORPORATION</p> <p>April 2009 Representative Director, Assistant to President and CEO, SUMITOMO CORPORATION</p> <p>July 2009 President, Japan Cooperation Center for the Middle East (JCCME)</p> <p>May 2011 President Executive, JAPAN-CHINA ECONOMIC ASSOCIATION</p> <p>June 2015 Director of the Company (to present)</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Iwao Okamoto has extensive experience and considerable insight 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 has supervised the management appropriately as an Outside Director. We therefore propose his re-election as a Director to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.</p>	5,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
9	Makoto Sano (August 17, 1957) <Newly appointed>	<p>April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>March 2014 Senior General Manager, the Company</p> <p>April 2014 Managing Officer</p> <p>April 2015 Executive Managing Officer (to present)</p> <p>[Current responsibilities] Safety and Health Control Dept., Environment Dept., Production Engineering Headquarters, Purchasing Headquarters, Production Administration Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Makoto Sano has abundant experience and considerable insight garnered in production administration and has fulfilled his roles and responsibilities appropriately as a managing officer in charge of the Production Administration Headquarters, Production Engineering Headquarters and Purchasing Headquarters of the Company since April 2018. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	5,154
10	Shinji Kato (February 7, 1958) <Newly appointed>	<p>April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>July 2010 General Manager, Mechatronics Systems Dept., Toyota Motor Corporation</p> <p>January 2017 Senior General Manager, the Company</p> <p>April 2017 Managing Officer (to present)</p> <p>[Current responsibilities] Machine Tools and Mechatronics Operations Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Shinji Kato has abundant experience and considerable insight garnered in production engineering and has fulfilled his roles and responsibilities appropriately as a managing officer of the Machine Tools and Mechatronics Operations Headquarters of the Company since April 2018. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	589
11	Hirofumi Matsuoka (December 25, 1961) <Newly appointed>	<p>April 1985 Joined the Company</p> <p>April 2013 General Manager, System Development Dept., Automotive Systems Business Headquarters</p> <p>April 2014 Managing Officer</p> <p>April 2016 Executive Managing Officer (to present)</p> <p>[Current responsibilities] Steering Systems Business Headquarters</p> <p>[Reasons for nomination as a candidate for Director] Mr. Hirofumi Matsuoka has reliable product knowledge based on his abundant experience garnered in steering engineering and has fulfilled his roles and responsibilities appropriately as a managing officer of the Steering Systems Business Headquarters of the Company since April 2018. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	5,667

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
12	Takeshi Uchiyamada (August 17, 1946) <Newly appointed> <Outside Director>	<p>April 1969 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>June 1998 Member of the Board of Directors, Toyota Motor Corporation</p> <p>June 2001 Managing Director, Toyota Motor Corporation</p> <p>June 2003 Senior Managing Director, Toyota Motor Corporation</p> <p>June 2004 Director, the Company</p> <p>June 2005 Executive Vice President, Toyota Motor Corporation</p> <p>June 2012 Vice Chairman of the Board of Directors, Toyota Motor Corporation</p> <p>June 2013 Resigned from Director of the Company Chairman of the Board of Directors, Toyota Motor Corporation (to present)</p> <p>[Significant concurrent positions] Chairman of the Board of Directors, Toyota Motor Corporation</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Takeshi Uchiyamada has extensive experience and considerable insight through his many years of involvement in manufacturing as a business manager. We therefore determined he is suitable as an Outside Director to duly oversee the management toward the sustainable enhancement of corporate value of the Company and propose his election as a Director.</p>	8,300

(Notes)

1. Mr. Takeshi Uchiyamada was during the last five years and is currently an executive person of Toyota Motor Corporation, which is in a special relationship with the Company. Toyota Motor Corporation is our shareholder and has business transactions including product sales with the Company. No conflicts of interest exist between the Company and other candidates.
2. Mr. Takeshi Uchiyamada served as Outside Director of the Company in the past.
3. Messrs. Takao Miyatani, Iwao Okamoto, and Takeshi Uchiyamada are candidates for Outside Directors. Terms of office of Messrs. Takao Miyatani and Iwao Okamoto as Outside Directors will reach three years at the conclusion of this meeting.
4. Messrs. Takao Miyatani and Iwao Okamoto are candidates for independent directors under the provisions of the Tokyo Stock Exchange, etc.
5. The Company has concluded liability limitation agreements with Mr. Takao Miyatani and Mr. Iwao Okamoto to limit their liability 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. If the election of Mr. Takeshi Uchiyamada is approved under this proposal, the Company intends to conclude the same liability limitation agreement with him.
6. The terms of office of the Directors are stated as of the conclusion of this meeting.

Proposal 3: Election of 4 Members of the Audit and Supervisory Board

The terms of office of all 5 Members of the Audit and Supervisory Board will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 4 Members of the Audit and Supervisory Board is proposed.

The Company has obtained the consent of the Audit & Supervisory Board on the submission of this proposal.

The candidates are as follows:

No.		Name
1	<Reappointed>	Hiroshi Takenaka
2	<Newly appointed>	Atsushi Kume
3	<Newly appointed> <Outside Member of the Audit & Supervisory Board> <Independent Member of the Audit & Supervisory Board>	Takashi Yoshida
4	<Newly appointed> <Outside Member of the Audit & Supervisory Board>	Hiroyuki Wakabayashi

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
1	Hiroshi Takenaka (October 27, 1958) <Reappointed> Term of office as a Member of the Audit & Supervisory Board: 4 years	<p>April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>January 2008 General Manager, Intellectual Property Dept., R & D Center, the Company</p> <p>January 2011 Senior General Manager</p> <p>April 2014 Senior General Manager, Engineering Headquarters</p> <p>June 2014 Member of the Audit & Supervisory Board (to present)</p> <p>[Reasons for nomination as a candidate for Member of the Audit & Supervisory Board] Mr. Hiroshi Takenaka has been serving as a Member of the Audit & Supervisory Board since 2014, and he has extensive experience and considerable insight. We expect him to oversee management of the Company and provide us with appropriate suggestions and advices. We therefore propose his re-election as a Member of the Audit & Supervisory Board.</p>	13,419
2	Atsushi Kume (September 22, 1954) <Newly appointed>	<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>[Reasons for nomination as a candidate for Member of the Audit & Supervisory Board] Mr. Atsushi Kume has abundant experience in purchasing and has garnered extensive experience and considerable insight as a director in charge of the Production Engineering Headquarters and Production Administration Headquarters. We expect him to oversee management of the Company and provide us with appropriate suggestions and advices. We therefore propose his election as a Member of the Audit & Supervisory Board.</p>	17,366
3	Takashi Yoshida (July 24, 1953) <Newly appointed> <Outside Member of the Audit & Supervisory Board> <Independent Member of the Audit & Supervisory Board>	<p>November 1978 Joined Asahi & Co. (currently KPMG AZSA LLC)</p> <p>March 1982 Registered as Certified Public Accountant</p> <p>August 1993 Registered as U.S. Certified Public Accountant</p> <p>May 2002 Partner, KPMG AZSA LLC</p> <p>July 2015 Senior Partner, KPMG AZSA LLC</p> <p>June 2016 Resigned from KPMG AZSA LLC</p> <p>July 2016 President, Yoshida CPA Office (to present)</p> <p>[Reasons for nomination as a candidate for Outside Member of the Audit & Supervisory Board] Mr. Takashi Yoshida has extensive insight in finance and accounting garnered through his career as a CPA. We expect him to oversee management of the Company and provide us with appropriate suggestions and advices. We therefore propose his election as a Member of the Audit & Supervisory Board.</p>	-

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
4	Hiroyuki Wakabayashi (January 15, 1956) <Newly appointed> <Outside Member of the Audit & Supervisory Board>	<p>April 1979 Joined Nippondenso co., Ltd. (currently DENSO Corporation)</p> <p>June 2006 Executive Director</p> <p>June 2013 Senior Executive Director</p> <p>April 2017 Executive Vice President (to present)</p> <p>[Significant concurrent positions] Executive Vice President, DENSO Corporation</p> <p>[Reasons for nomination as a candidate for Outside Member of the Audit & Supervisory Board] Mr. Hiroyuki Wakabayashi has extensive experience and insight as a business manager and considerable expertise in corporate governance. We expect him to oversee management of the Company and provide us with appropriate suggestions and advices. We therefore propose his election as a Member of the Audit & Supervisory Board.</p>	-

(Notes)

1. No conflicts of interest exist between the Company and candidates.
2. Messrs. Hiroyuki Wakabayashi and Takashi Yoshida are candidates for Outside Members of the Audit & Supervisory Board.
3. Mr. Takashi Yoshida is a candidate for independent Member of the Audit and Supervisory Board under the provisions of the Tokyo Stock Exchange, etc.
4. If the election of Mr. Hiroyuki Wakabayashi and Mr. Takashi Yoshida is approved under this proposal, the Company intends to conclude liability limitation agreements with both of them to limit their liability 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.
5. The terms of office of the Members of the Audit & Supervisory Board are stated as of the conclusion of this meeting.

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 178,500,000 yen to 9 Directors (excluding Outside 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.