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(Security Code 6473)
June 6, 2019

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 119TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 119th 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 25, 2019, Japan time.

- 1. Date and Time:** Wednesday, June 26, 2019 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 119th Fiscal Year (April 1, 2018 - March 31, 2019) 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 119th Fiscal Year (April 1, 2018 - March 31, 2019)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of 11 Directors
 - Proposal 3:** Election of 1 Member 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 26, 2019 (Wednesday), 10:00 a.m.	<u>Deadline for voting:</u> The Form must be received by 5:40 p.m., Tuesday, June 25, 2019.	<u>Deadline for voting:</u> The votes must be received by 5:40 p.m., Tuesday, June 25, 2019.

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

In consideration of the business results of the 119th Fiscal Year and business development in the future, we propose the appropriation of surplus as follows:

1. 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 22 yen per share of common stock Total: 7,546,220,132 yen
Combined with the interim dividend (22 yen per share), the total annual dividend for the fiscal year under review will be 44 yen per share of common stock.
- (2) Effective date of the dividend from surplus
June 27, 2019

2. Matters related to the appropriation of other surplus:

- (1) Items with increased surplus and its amount
General reserve 30,000,000,000 yen
- (2) Items with decreased surplus and its amount
Retained earnings brought forward 30,000,000,000 yen

Proposal 2: Election of 11 Directors

The terms of office of all 12 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 11 Directors is proposed.

The candidates are as follows:

No.		Name	Current positions and responsibilities at the Company
1	<Reappointed>	Tetsuo Agata	President
2	<Reappointed>	Hiroyuki Kaijima	Senior Executive Director Sales & Marketing Division
3	<Reappointed>	Takumi Matsumoto	Executive Director Driveline Systems Business Unit
4	<Reappointed>	Makoto Sano	Executive Director Production Support Division
5	<Reappointed>	Shinji Kato	Executive Director Machine Tools and Mechatronics Business Unit
6	<Reappointed>	Hirofumi Matsuoka	Executive Director Steering Systems Business Unit
7	<Reappointed> <Outside Director> <Independent Director>	Takao Miyatani	Director
8	<Reappointed> <Outside Director> <Independent Director>	Iwao Okamoto	Director
9	<Reappointed> <Outside Director>	Takeshi Uchiyamada	Director
10	<Newly appointed>	Katsumi Yamamoto	-
11	<Newly appointed>	Kazuhisa Makino	Executive Managing Officer Corporate Division

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	Tetsuo Agata (April 26, 1953) <Reappointed> Term of office as a Director: 6 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>	53,353
2	Hiroyuki Kaijima (August 26, 1956) <Reappointed> Term of office as a Director: 5 years	<p>April 1979 Joined Toyoda Machine Works Ltd.</p> <p>February 2002 General Manager, Overseas Business Dept., Toyoda Machine Works Ltd.</p> <p>June 2003 Director, Toyoda Machine Works Ltd.</p> <p>June 2005 Managing Officer, Toyoda Machine Works Ltd.</p> <p>January 2006 Managing Officer of the Company</p> <p>June 2012 Executive Managing Officer</p> <p>June 2014 Executive Director</p> <p>June 2018 Senior Executive Director (to present)</p> <p>[Current responsibilities] Sales & Marketing Division</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 through fulfilling his duties as a director in charge of the Sales & Marketing Division. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	11,552
3	Takumi Matsumoto (April 9, 1961) <Reappointed> Term of office as a Director: 3 years	<p>April 1986 Joined Toyota Motor Corporation</p> <p>August 2010 General Manager, BR-Electric Vehicle/Charge System Development Dept., Toyota Motor Corporation</p> <p>April 2015 Managing Officer of the Company</p> <p>October 2015 Executive Managing Officer</p> <p>June 2016 Executive Director (to present)</p> <p>[Current responsibilities] Driveline Systems Business Unit</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 practical knowledge in products from working in the engineering and development divisions. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Driveline Systems Business Unit 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>	4,554

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
4	Makoto Sano (August 17, 1957) <Reappointed> Term of office as a Director: 1 year	<p>April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>January 2007 General Manager, Administrative Section, Tahara Plant, Toyota Motor Co., Ltd.</p> <p>March 2014 Senior General Manager, the Company</p> <p>April 2014 Managing Officer</p> <p>April 2015 Executive Managing Officer</p> <p>June 2018 Executive Director (to present)</p> <p>[Current responsibilities] Production Support Division</p> <p>[Reasons for nomination as a candidate for Director] Mr. Makoto Sano 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 fulfilling his duties as a director in charge of the Production Support Division. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	6,807
5	Shinji Kato (February 7, 1958) <Reappointed> Term of office as a Director: 1 year	<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</p> <p>June 2018 Executive Director (to present)</p> <p>[Current responsibilities] Machine Tools and Mechatronics Business Unit</p> <p>[Reasons for nomination as a candidate for Director] Mr. Shinji Kato has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in production engineering. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Machine Tools and Mechatronics Business Unit. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	4,973
6	Hirofumi Matsuoka (December 25, 1961) <Reappointed> Term of office as a Director: 1 year	<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</p> <p>June 2018 Executive Director (to present)</p> <p>[Current responsibilities] Steering Systems Business Unit</p> <p>[Reasons for nomination as a candidate for Director] Mr. Hirofumi Matsuoka has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in steering systems division. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Steering Systems Business Unit. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	6,908

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: 4 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: 4 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	<p>Takeshi Uchiyamada (August 17, 1946)</p> <p><Reappointed> <Outside Director></p> <p>Term of office as a Director: 1 year</p>	<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>June 2018 Director of the Company (to present)</p> <p>[Current responsibilities] Chairman of the Board of Directors, Toyota Motor Corporation Outside Audit & Supervisory Board Member, Toyoda Gosei Co., Ltd. Outside Audit & Supervisory Board Member, TOKAI RIKKA CO., LTD.</p> <p>[Reasons for nomination as a candidate for 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
10	<p>Katsumi Yamamoto (February 27, 1959)</p> <p><Newly appointed></p>	<p>April 1981 Joined the Company</p> <p>January 2006 General Manager, Business Planning Dept., Bearing Operations Headquarters</p> <p>June 2010 Managing Officer</p> <p>April 2015 Executive Managing Officer</p> <p>April 2016 Advisor</p> <p>June 2016 President, DAIBEA Co., Ltd. (to present)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Katsumi Yamamoto has abundant experience and considerable insight garnered in production administration and has considerable experience as a business manager from serving as President of DAIBEA Co., Ltd., an affiliate of the Company, since June 2016. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	8,320

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
11	Kazuhisa Makino (May 11, 1957) <Newly appointed>	<p>April 1982 Joined Toyoda Machine Works Ltd. January 2005 General Manager, Corporate Management Dept., Toyoda Machine Works Ltd. June 2010 General Manager, Accounting Dept., the Company June 2011 Managing Officer April 2015 Executive Managing Officer (to present)</p> <p>[Significant concurrent positions] Corporate Division</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Kazuhisa Makino has abundant experience and considerable insight garnered in corporate management and has fulfilled his roles and responsibilities appropriately as a managing officer in charge of the Corporate Division of the Company since April 2019. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.</p>	7,777

(Notes)

1. No conflicts of interest exist between the Company and candidates.
2. 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 four years at the conclusion of this meeting, and that of Mr. Takeshi Uchiyamada will reach one year at the conclusion of this meeting.
3. Messrs. Takao Miyatani and Iwao Okamoto are candidates for independent directors under the provisions of the Tokyo Stock Exchange, etc.
4. The Company has concluded liability limitation agreements with Mr. Takao Miyatani, Mr. Iwao Okamoto and Mr. Takeshi Uchiyamada 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. Takao Miyatani, Mr. Iwao Okamoto and Mr. Takeshi Uchiyamada is approved under this proposal, the Company intends to conclude the same liability limitation agreement with them.
5. The terms of office of the Directors are stated as of the conclusion of this meeting.

Proposal 3: Election of 1 Member of the Audit and Supervisory Board

The Company will increase the number of Members of the Audit and Supervisory Board by 1 to enhance audit system. Accordingly, the election of 1 Member 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 candidate is as follows:

No.	Name (Date of birth)	Past experience and positions at the Company	Number of shares of the Company held
1	Yumiko Sakurai (March 1,1969) <Newly appointed> <Outside Member of the Audit & Supervisory Board> <Independent Member of the Audit & Supervisory Board>	October 1992 Joined Ito Accounting Office April 1996 Registered as Certified Public Accountant January 2000 President, Yumiko Sakurai Certified Public Accountant Office (to present) [Significant concurrent positions] Resident, Yumiko Sakurai Certified Public Accountant Office Outside Auditor, Tosho Co., Ltd. Outside Director, PROTO CORPORATION Outside Director, I.K Co., Ltd. [Reasons for nomination as a candidate for Outside Member of the Audit & Supervisory Board] Ms. Yumiko Sakurai has extensive insight in finance and accounting garnered through her career as a CPA. We expect her to oversee management of the Company and provide us with appropriate suggestions and advices. She has not engaged in corporate management in the past other than as an Outside Director or Outside Member of the Audit & Supervisory Board. However, due to the above reasons, we therefore judge that she will be able to fulfill duties appropriately as an Outside Member of the Audit & Supervisory Board.	-

(Notes)

1. No conflicts of interest exist between the Company and candidate.
2. Ms. Yumiko Sakurai is a candidate for Outside Member of the Audit & Supervisory Board.
3. Ms. Yumiko Sakurai 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 Ms. Yumiko Sakurai is approved under this proposal, the Company intends to conclude liability limitation agreements with her to limit her 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.

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 151,100,000 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.