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(Securities code: 3116)

May 29, 2017

To Those Shareholders with Voting Rights

Yoshimasa Ishii

President

TOYOTA BOSHOKU CORPORATION

1-1 Toyoda-cho, Kariya-shi, Aichi, Japan

NOTICE OF THE 92nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 92nd Ordinary General Meeting of Shareholders of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by mailing the enclosed Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights no later than 5:30 p.m. on Monday, June 12, 2017 (JST).

1. **Date and time:** 10:00 a.m. on Tuesday, June 13, 2017 (JST)

2. **Venue:** Head office, Toyota Boshoku Corporation
1-1 Toyoda-cho, Kariya-shi, Aichi, Japan

3. **Agenda of the Meeting**

Matters to be reported

- I. The Business report, the Consolidated Financial Statements and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for FY2016 (April 1, 2016 – March 31, 2017).
- II. Report on the Non-Consolidated Financial Statements for FY2016 (April 1, 2016 – March 31, 2017).

Proposals to be resolved

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| Proposal No.1 | Distribution of surplus |
| Proposal No.2 | Partial revision of the Articles of Incorporation |
| Proposal No.3 | Election of ten Directors |
| Proposal No.4 | Election of one Audit & Supervisory Board Member |
| Proposal No.5 | Election of one Substitute Audit & Supervisory Board Member |
| Proposal No.6 | Payment of Bonuses to Directors and Audit & Supervisory Board Members |

Online disclosure of notes

Notes to the consolidated and non-consolidated financial statements are listed on the Toyota Boshoku website in accordance with law and with Article 15 of the Articles of Incorporation. The notes can be viewed online and, therefore, are not included in this notice or accompanying materials. The consolidated and non-consolidated financial statements audited by the Accounting Auditor and the Audit & Supervisory Board include the notes listed on the website as well as the contents of this notice and accompanying materials. (Japanese only)

website: <https://www.toyota-boshoku.com/>

If any corrections are made to the reference materials for the Ordinary General Meeting of Shareholders, as well as the business report and financial statements (consolidated and non-consolidated), such corrections will also be listed on the aforementioned website.

Proposal No.1

Distribution of surplus

The Company proposes to distribute surplus as set forth below.

Year-end dividend

In light of the Company’s desire to maintain a sustainable level of dividends over the long-term, and in light of the Toyota Boshoku Group’s consolidated performance and a dividend payout ratio, the Company intends to pay year-end dividends for FY2016 as set forth below.

1 Assets to be distributed as dividends	Cash
2 Apportioning of dividend assets; total amount of dividends	29 yen per share of common stock; total 5,385,519,936 yen The cash dividend for the fiscal term, including an interim dividend, is 50 yen per share.
3 Effective date of distribution of surplus	On Wednesday, June 14, 2017 (JST)

1. Reason for the revision

- (1) The Company wishes to partially revise Articles 2 (Corporate purpose) of the Articles of Incorporation in order to add the purpose in preparation for business expansion.
- (2) The Company wishes to partially revise the numbering of items of the Articles of Incorporation in connection with above revision.

2. Details of the revision

The Company’s proposed revisions to the Articles of Incorporation are set forth below.

(Underlined portions are changed.)

Current Articles of Incorporation	Proposed Changes
<p>Chapter I General provisions</p> <p>(Corporate purpose)</p> <p>Article 2 The purpose of the Company shall be to carry on the following businesses:</p> <p>1. ~7. (Omitted)</p> <p>(New)</p> <p><u>8.</u> ~<u>16.</u> (Omitted)</p>	<p>Chapter I General provisions</p> <p>(Corporate purpose)</p> <p>Article 2 The purpose of the Company shall be to carry on the following businesses:</p> <p>1. ~7. (Unchanged)</p> <p><u>8. The manufacture and sale of environmental equipment.</u></p> <p><u>9.</u> ~<u>17.</u> (Unchanged)</p>

The term of office of all twelve current Directors will expire at the closing of this Ordinary General Meeting of Shareholders. To enhance the effectiveness and objectivity of the Board of Directors, and to promote a more rapid decision-making process, the Company proposes a reduction of two Directors and the election of ten Directors. The candidates are as follows.

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
1	Shuhei Toyoda (June 25, 1947) <u>Reappointment</u>	April 1977	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	1,030,700
		June 1998	Member of the Board of Directors, Toyota Motor Corporation	
		June 2001	Managing Director, Toyota Motor Corporation	
		June 2001	President & CEO, Toyota Motor Engineering & Manufacturing Europe NV/SA	
		September 2001	Member of the Board of Directors (with Managing Director status), Toyota Motor Corporation	
		April 2002	President & CEO, Toyota Motor Europe NV/SA	
		June 2003	Member of the Board of Directors (with Senior Managing Director status), Toyota Motor Corporation	
		June 2004	Executive Vice President, Toyota Boshoku Corporation	
		June 2006	President, Toyota Boshoku Corporation	
		June 2015	Chairman, Toyota Boshoku Corporation (current position)	
2	Yoshimasa Ishii (April 22, 1953) <u>Reappointment</u>	April 1976	Joined Toyota Motor Sales Co., Ltd. (now Toyota Motor Corporation)	20,800
		June 2005	Managing Officer, Toyota Motor Corporation	
		June 2009	Senior Managing Director, Toyota Motor Corporation	
		June 2011	Senior Managing Officer, Toyota Motor Corporation	
		April 2013	President & CEO, Toyota Financial Services Corporation	
		June 2013	Member of the Board of Directors, Toyota Motor Corporation	
		June 2015	President, Toyota Boshoku Corporation (current position)	

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
3	Takamichi Taki (June 19, 1954) <u>Reappointment</u>	April 1977	Joined Arakawa Auto Body Co., Ltd. (now Toyota Boshoku Corporation)	26,100
		June 2006	Operating Officer, Toyota Boshoku Corporation	
		June 2010	Managing Officer, Toyota Boshoku Corporation	
		June 2011	Executive Managing Officer, Toyota Boshoku Corporation	
		June 2012	Director, Executive Managing Officer, Toyota Boshoku Corporation	
		June 2013	Executive Vice President, Toyota Boshoku Corporation (current position)	
4	Takeshi Numa (June 14, 1958) <u>Reappointment</u>	April 1981	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	10,400
		April 2012	Managing Officer, Toyota Motor Corporation	
		April 2016	Vice President, Toyota Boshoku Corporation	
		June 2016	Executive Vice President, Toyota Boshoku Corporation (current position)	
5	Kohei Hori (November 22, 1953) <u>New appointment</u>	April 1979	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	24,900
		June 2007	Operating Officer, Toyota Boshoku Corporation	
		June 2010	Managing Officer, Toyota Boshoku Corporation	
		June 2012	Director, Executive Managing Officer, Toyota Boshoku Corporation	
		June 2016	Executive Managing Officer, Toyota Boshoku Corporation	
		April 2017	Vice President, Toyota Boshoku Corporation (current position)	
6	Yasuhiro Fueta (November 22, 1959) <u>New appointment</u>	April 1983	Joined Toyota Motor Corporation	5,100
		January 2015	Advisor, Toyota Boshoku Corporation	
		June 2015	Managing Officer, Toyota Boshoku Corporation (current position)	

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
7	Masahiro Morikawa (January 10, 1944) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1969	Joined Toyota Auto Tochigi Corporation (now Netz Toyota Tochigi Co., Ltd.)	0
		November 1974	Managing Director, Toyota Auto Tochigi Corporation	
		May 1978	Senior Managing Director, Toyota Auto Tochigi Corporation	
		May 1983	President, Member of the Board of Directors, Toyota Auto Tochigi Corporation	
		May 2008	Chairman of the Board of Directors, Netz Toyota Tochigi Co., Ltd. (current position)	
		June 2015	Director, Toyota Boshoku Corporation (current position)	
		[Important posts concurrently held at other corporations] Chairman of the Board of Directors, Netz Toyota Tochigi Co., Ltd.		
8	Takeshi Ogasawara (August 1, 1953) <u>New appointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1977	Joined The Tokai Bank, Ltd.	0
		May 2004	Executive Officer, UFJ Bank, Limited	
		June 2004	Executive Director, UFJ Bank, Limited	
		January 2006	Executive Officer, The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU)	
		May 2007	Managing Executive Officer, BTMU	
		June 2008	Managing Executive Director, BTMU	
		May 2011	Senior Managing Executive Officer, BTMU	
		June 2012	Deputy President, Director, BTMU	
		June 2016	Executive Advisor, BTMU (current position)	
		[Important posts concurrently held at other corporations] Executive Advisor, The Bank of Tokyo-Mitsubishi UFJ, Ltd.		

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
9	Kazue Sasaki (March 5, 1954) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1977	Joined Toyoda Automatic Loom Works, Ltd.(now Toyota Industries Corporation)	2,000
		June 2003	Director, Toyota Industries Corporation	
		June 2006	Managing Director, Toyota Industries Corporation	
		June 2008	Senior Managing Officer, Toyota Industries Corporation	
		June 2009	President, Toyota Industrial Equipment Mfg., Inc.	
		June 2010	Director, Toyota Industries Corporation	
		June 2011	Senior Managing Director, Toyota Industries Corporation	
		June 2013	Executive Vice President, Toyota Industries Corporation (current position)	
		June 2016	Director, Toyota Boshoku Corporation (current position)	
		[Important posts concurrently held at other corporations] Executive Vice President, Toyota Industries Corporation		
10	Nobuaki Kato (November 3, 1948) <u>New appointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1971	Joined Nippondenso Co., Ltd. (now DENSO CORPORATION)	3,000
		June 2000	Member of the Board of Directors, DENSO CORPORATION	
		June 2004	Executive Director, DENSO CORPORATION	
		June 2005	President, DENSO International Europe	
		June 2007	Senior Executive Director, Member of the Board of Directors, DENSO CORPORATION	
		June 2008	President & CEO, DENSO CORPORATION	
		June 2011	Audit & Supervisory Board Member, Toyota Boshoku Corporation (current position)	
		June 2015	Chairman, DENSO CORPORATION(current position)	
		[Important posts concurrently held at other corporations] Chairman, DENSO CORPORATION Outside Audit & Supervisory Board Members, KDDI CORPORATION Outside Audit & Supervisory Board Members, Chubu Electric Power Co., Inc.		

- NB:**
- None of the candidates has any special interest in the Company.
 - The duties of the current Directors at Toyota Boshoku are set forth on page 39 of the accompanying business report. (Japanese only)
 - Mr. Masahiro Morikawa, Mr. Takeshi Ogasawara, Mr. Kazue Sasaki and Mr. Nobuaki Kato are candidates for the positions of Outside Director.
 - Mr. Morikawa has experience as a business executive for many years at Netz Toyota Tochigi Co., Ltd. and Chairman of the Japan Automobile Dealers Association. He has provided advice of management from a broader perspective as a Director of the Company since June, 2015. The Company has selected him as a candidate for Director so that the Company's management may benefit from his wealth of experience, and to promote continued maintenance and enhancement of corporate governance.
 - Mr. Ogasawara has experience as a business executive for many years at The Bank of Tokyo-Mitsubishi UFJ, Ltd. The Company has selected him as a candidate for Director so that the Company's management may benefit from his wealth of experience, and to promote continued

- maintenance and enhancement of corporate governance.
6. Mr. Sasaki has experience as a business executive for many years at Toyota Industries Corporation. He has provided advice of management from a broader perspective as a Director of the Company since June, 2016. The Company has selected him as a candidate for Director so that the Company's management may benefit from his wealth of experience, and to promote continued maintenance and enhancement of corporate governance.
 7. Mr. Kato has experience as a business executive for many years at DENSO CORPORATION. He has contributed to the enhancement of the auditing system as an Outside Audit & Supervisory Board Member of the Company since June, 2011. The Company has selected him as a candidate for Director so that the Company's management may benefit from his wealth of experience, and to promote continued maintenance and enhancement of corporate governance.
 8. Mr. Morikawa's term of office as an Outside Director will be two years as of the conclusion of this Ordinary General Meeting of Shareholders.
 9. Mr. Sasaki's term of office as an Outside Director will be a year as of the conclusion of this Ordinary General Meeting of Shareholders.
 10. The Company has concluded contracts with Mr. Morikawa and Mr. Sasaki limiting their liability for damages (as per Article 423 Paragraph 1 of the Companies Act). Under those agreements, their liability to compensate for damages will be limited by the amount stipulated in Article 425 Paragraph 1 of the Companies Act.
 11. If this proposal is passed without amendment, the Company will enter into contracts with Mr. Ogasawara and Mr. Kato limiting their liability for damages (as per Article 423 Paragraph 1 of the Companies Act). Under those agreements, his liability to compensate for damages will be limited by the amount stipulated in Article 425 Paragraph 1 of the Companies Act.
 12. Mr. Morikawa, Mr. Ogasawara, Mr. Sasaki and Mr. Kato are candidates for independent directorships in accordance with the rules stipulated by the Tokyo and Nagoya stock exchanges.
 13. The Bank of Tokyo-Mitsubishi UFJ, Ltd. (BTMU) during Mr. Ogasawara's period of service as a Director, had reached a settlement with the UK Prudential Regulation Authority (PRA), pursuant to which it made a payment of GBP17,850,000. The settlement related to BTMU's failure to notify the PRA of BTMU's discussions with the New York State Department of Financial Services (DFS) that culminated in a November 2014 consent order between BTMU and the DFS.

The term of office of Audit & Supervisory Board Members (Mr. Shigetoshi Miyoshi, Standing Audit & Supervisory Board Member and Mr. Nobuaki Kato, Outside Audit & Supervisory Board Member) will resign their position upon the conclusion of this Ordinary General Meeting of Shareholders. Taking into consideration the Company's Board of Directors structure, we have determined that we can continue to ensure effective corporate governance with four Audit & Supervisory Board Members. Therefore, the Company proposes to reduce one Audit & Supervisory Board Member and to elect one Audit & Supervisory Board Member to fill the Mr. Miyoshi's position for the remainder of the term. Under the Articles of Incorporation, Mr. Yamauchi's term of office would conclude at the time Mr. Miyoshi's term was scheduled to expire. The Audit & Supervisory Board has already given its agreement regarding this proposal. The candidate is as follows.

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
1	Tokuji Yamauchi (April 2, 1954) <u>New appointment</u>	April 1977	Joined Nippondenso Co., Ltd. (now DENSO CORPORATION)	22,800
		July 2005	President, TBDN Tennessee Company	
		June 2007	Operating Officer, Toyota Boshoku Corporation	
		June 2010	Managing Officer, Toyota Boshoku Corporation	
		June 2013	Director, Executive Managing Officer, Toyota Boshoku Corporation	
		April 2017	Director, Toyota Boshoku Corporation (current position)	

NB: The candidate doesn't have any special interest in the Company.

In order to prepare in the event that the Company lacks the number of Audit & Supervisory Board Members and becomes less than required by laws and regulations, the Company proposes that one Substitute Audit & Supervisory Board Member be elected.

This proposal is made to elect a substitute for either Mr. Sasaki or Mr. Yoshida, each of whom are currently Outside Audit & Supervisory Board Members. In the event Mr. Kawamura becomes an Audit & Supervisory Board Member, his term of office shall be the remaining part of his predecessor's term. This resolution shall be effective until the commencement of the next Ordinary General Meeting of Shareholders. However, this resolution may be cancelled before the proposed Substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

The Audit & Supervisory Board has already given its agreement regarding this proposal. The candidate is as follows.

No.	Name (Birth Date)	Brief personal history, posts, and assignments in the Company, and important posts currently held at other corporations		Number of the Company's shares owned
1	Kazuo Kawamura (February 13, 1953)	April 1978	Registered as attorney in Nagoya	0
		April 1983	Established Kawamura Law Office	

- NB:**
- The candidate doesn't have any special interest in the Company.
 - Mr. Kawamura is a candidate for the positions of Outside Substitute Audit & Supervisory Board Member.
 - Mr. Kawamura's many years as an attorney give him the legal expertise to make the most effective use of the Company's Auditing System as an Outside Audit & Supervisory Board Member. Although he has not been directly involved in corporate management, he has specialized expertise and excellent insight for corporate management. The Company proposes him as a candidate for Substitute Audit & Supervisory Board Member so that the Company's management can continue to promote and enhance corporate governance.
 - If this proposal is passed without amendment and Mr. Kawamura becomes an Audit & Supervisory Board Member, the Company will enter into contracts with him limiting their liability for damages (as per Article 423 Paragraph 1 of the Companies Act). Under those agreements, his liability to compensate for damages will be limited by the amount stipulated in Article 425 Paragraph 1 of the Companies Act.
 - If this proposal is passed without amendment and Mr. Kawamura becomes an Audit & Supervisory Board Member, he will be a candidate for independent directorships in accordance with the rules stipulated by the Tokyo and Nagoya stock exchanges.

In light of the Company's performance in FY2016, the Company intends to pay a total of 249,800,000 yen in bonuses to the eight Directors (excluding both Outside Directors and Non-Executive Director) and two Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members) as of the end of the fiscal year (215,490,000 yen for Directors, 34,310,000 yen for Audit & Supervisory Board Members).