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(Securities code: 3116)

May 27, 2019

**To Those Shareholders with Voting Rights**

Takeshi Numa

President

TOYOTA BOSHOKU CORPORATION

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

**NOTICE OF THE 94<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 94<sup>th</sup> Ordinary General Meeting of Shareholders of Toyota Boshoku Corporation (hereafter, 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 Tuesday, June 11, 2019 (JST).

**1. Date and time:** Wednesday, June 12, 2019 at 10:00 a.m. (JST)

**2. Place:** Aioi hole, Kariya Industrial Promotion Center  
1-1-6 Aioi-cho, Kariya-shi, Aichi, Japan  
(The place is different from the last year.)

**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 the 94<sup>th</sup> Fiscal Term (from April 1, 2018 to March 31, 2019).
- II. Report on the Non-Consolidated Financial Statements for the 94<sup>th</sup> Fiscal Term (from April 1, 2018 to March 31, 2019).

**Proposals to be resolved:**

- Proposal No. 1:** Appropriation of Surplus  
**Proposal No. 2:** Election of Ten (10) Directors  
**Proposal No. 3:** Election of Three (3) Audit & Supervisory Board Members  
**Proposal No. 4:** Election of One (1) Substitute Audit & Supervisory Board Member  
**Proposal No. 5:** Payment of Bonuses to Directors

**Online disclosure of notes**

Structure and Policy in the Business report, consolidated and non-consolidated statements of changes in net assets, and 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 Business report, the consolidated and non-consolidated financial statements audited by 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.

## Reference Documents for the Ordinary General Meeting of Shareholders

### Proposals and references

Proposal No. 1

#### Appropriation of Surplus

The Company proposes the appropriation of surplus as follows.

#### Year-end dividend

In light of the Company's desire to maintain a stable level of dividends over the long term, and in overall consideration of the Toyota Boshoku Group's consolidated operating results and dividend payout ratio and others, the Company intends to pay year-end dividends for FY2018 as follows.

1	Type of dividend assets	Cash
2	Appropriation of dividend assets to shareholders and total amount thereof	28 yen per common share Total amount of dividends: 5,199,802,300 yen The cash dividend for the fiscal term, including an interim dividend, is 56 yen per share.
3	Effective date of distribution of surplus	Thursday, June 13, 2019 (JST)

The term of office of all Ten (10) current Directors will expire at the closing of this Ordinary General Meeting of Shareholders. The Company proposes the election of Ten (10) Directors. The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
1	Shuhei Toyoda (June 25, 1947) <u>Reappointment</u>	April 1977	Joined Toyota Motor Co., Ltd.	1,040,200
		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, the Company	
		June 2006	President, the Company	
		June 2015	Chairman, the Company (to present)	
			[Important concurrent position] Outside Audit & Supervisory Board Member, Toyota Tsusho Corporation	
<p><b>Reasons for selection as a candidate for Director</b> In addition to having held important positions in overseas branches of Toyota Motor Corporation (TMC) and his experience as a director of TMC, Mr. Toyoda has held posts successively as President and Chairman of the Company and possesses experience based on many years of involvement in the Company's operations. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight for management of the Company and to enhance corporate value.</p>				
<p><b>Note</b> There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b> 15 years</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b> Regular : 12/12, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
2	Takeshi Numa (June 14, 1958) <u>Reappointment</u>	April 1981	Joined Toyota Motor Co., Ltd.	25,600
		April 2012	Managing Officer, Toyota Motor Corporation	
		April 2016	Vice President, the Company	
		June 2016	Executive Vice President, the Company	
		April 2018	President, the Company (to present)	
	<p><b>Reasons for selection as a candidate for Director</b>  In addition to having held important positions in the manufacturing division and overseas branches of Toyota Motor Corporation (TMC) and his experience as a managing officer of TMC, Mr. Numa has been involved in the management of the Company as Vice President since April 2016 and as President since April 2018. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight spanning operations as a whole for management of the Company and to enhance corporate value.</p> <p><b>Note</b>  There is no special interest between the candidate and the Company.</p>			
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b>  3 years</p>		<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : 12/12, Extraordinary : -</p>		

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
3	Teruo Suzuki (June 13, 1956) <u>Reappointment</u>	April 1979	Joined Toyota Motor Co., Ltd.	14,100
		June 2009	Operating Officer, the Company	
		June 2010	Managing Officer, the Company	
		June 2013	Executive Managing Officer, the Company	
		June 2013	President, Toyota Boshoku America, Inc.	
		June 2015	Chairman serving concurrently as President, Toyota Boshoku America, Inc.	
		June 2016	Director, Executive Managing Officer, the Company	
		June 2017	Executive Managing Officer, the Company	
		April 2018	Vice President, the Company	
		June 2018	Executive Vice President, the Company (to present)	
<p><b>Reasons for selection as a candidate for Director</b>  In addition to his experience in the Human Resources Group and Purchasing Group of Toyota Motor Corporation (TMC), Mr. Suzuki has held broad responsibilities in many divisions of the Company including management planning, human affairs, accounting and finance, and purchasing, and possesses management experience from his involvement in management at the regional headquarters in the Americas. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight for management of the Company and to enhance corporate value.</p>				
<p><b>Note</b>  There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b>  1 year</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : 10/10, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
4	Yoshihiro Ito (August 23, 1957) <u>Reappointment</u>	April 1980	Joined Arakawa Auto Body Co., Ltd.	16,600
		June 2009	Operating Officer, the Company	
		June 2010	Managing Officer, the Company	
		June 2010	Director and Vice President, Toyota Boshoku America, Inc.	
		June 2014	Director serving concurrently as Executive Managing Officer, the Company	
		April 2016	Director and Chairman serving concurrently as President, Toyota Boshoku America, Inc.	
		June 2016	Executive Managing Officer, the Company	
		April 2017	President, Toyota Boshoku America, Inc.	
		April 2018	Vice President, the Company	
		June 2018	Executive Vice President, the Company (to present)	
<p><b>Reasons for selection as a candidate for Director</b>  In addition to his experience in the operations and business administration divisions of the Company, Mr. Ito possesses experience based on his involvement in management at the Company's U.S. affiliate and at the regional headquarters in the Americas. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight for management of the Company and to enhance corporate value.</p>				
<p><b>Note</b>  There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b>  1 year</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : 9/10, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
5	Shinji Kano (November 21, 1957) <u>New appointment</u>	April 1980	Joined Toyota Motor Co., Ltd.	11,800
		January 2013	Advisor, the Company	
		June 2013	Managing Officer, the Company	
		April 2017	Executive Managing Officer, the Company	
		April 2019	Vice President, the Company (to present)	
<p><b>Reasons for selection as a candidate for Director</b>  In addition to having held important positions in the manufacturing division and overseas branches of Toyota Motor Corporation (TMC), Mr. Kano possesses experience based on broad responsibility in various areas at the Company including production engineering, production control, and safety and health. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight for management of the Company and to enhance corporate value.</p>				
<p><b>Note</b>  There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b>  -</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : -, Extraordinary : -</p>	
6	Yasuhiro Fueta (November 22, 1959) <u>Reappointment</u>	April 1983	Joined Toyota Motor Corporation	8,000
		January 2015	Advisor, the Company	
		June 2015	Managing Officer, the Company	
		June 2017	Director, Managing Officer, the Company	
		April 2018	Director, Executive Managing Officer, the Company	
		April 2019	Director, Operating Officer, the Company (to present)	
<p><b>Reasons for selection as a candidate for Director</b>  In addition to his management experience as a financial executive in the human resources and labor division and overseas branches of Toyota Motor Corporation (TMC), Mr. Fueta has been involved in management primarily in the areas of revenue management, business restructuring, and business administration at the Company since June 2015. The Company is requesting his appointment as Director to make use of his wealth of experience and broad insight for management of the Company and to enhance corporate value.</p>				
<p><b>Note</b>  There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b>  2 years</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : 12/12, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
7	Takeshi Ogasawara (August 1, 1953) <u>Reappointment</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, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		June 2008	Managing Executive Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		May 2011	Senior Managing Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		June 2012	Deputy President and Representative Director, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		June 2016	Executive Advisor, The Bank of Tokyo-Mitsubishi UFJ, Ltd.	
		June 2017	Director, the Company (to present)	
		June 2018	Advisor, MUFG Bank, Ltd. (to present)	
<p><b>Reasons for selection as a candidate for Outside Director</b>  Mr. Ogasawara possesses experience as a business executive over many years at MUFG Bank, Ltd. In addition, he has provided advice to management from a broad perspective as Outside Director of the Company since June 2017. The Company is requesting his appointment as Outside Director because it believes he will reflect this abundant experience and broad insight in the Company's management and contribute to the maintenance and enhancement of the Company's corporate governance.</p>				
<p><b>Notes</b></p> <ol style="list-style-type: none"> <li>There is no special interest between the candidate and the Company.</li> <li>Mr. Ogasawara is a candidate for the position of Outside Director.</li> <li>The Company has concluded an agreement with Mr. Ogasawara to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and limited the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the Act.</li> <li>Mr. Ogasawara is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</li> <li>The MUFG Bank, Ltd., at which Mr. Ogasawara was serving as a Director, reached a settlement with the UK Prudential Regulation Authority (PRA), pursuant to which it will make a payment of GBP17,850,000. The settlement was related to MUFG Bank's failure to notify the PRA of MUFG Bank's discussions with the New York State Department of Financial Services (DFS) that culminated in a consent order between MUFG Bank and the DFS in November 2014.</li> </ol>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b> 2 years</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b> Regular : 12/12, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
8	Akihiro Koyama (June 9, 1953) <u>Reappointment</u> <u>Outside Director</u> <u>Independent Director</u>	April 1981	Lecturer (Full-Time), Faculty of Economics, Gakushuin University	0
		April 1988	Professor, Faculty of Economics, Gakushuin University	
		March 1995	C4 (Full-Time) Professor, Faculty of Law and Economics, Bayreuth University, Germany	
		September 1995	Professor, Faculty of Economics, Gakushuin University (to present)	
		June 2018	Director, the Company (to present)	
		[Important concurrent position]	Professor, Faculty of Economics, Gakushuin University	
		<p><b>Reasons for selection as a candidate for Director</b></p> <p>In addition to conducting research on topics such as business finance and corporate governance over many years as a university professor, Dr. Koyama has held posts successively as a visiting professor at overseas universities and possesses expert knowledge in enterprise management from a global perspective. And he has provided advice to management from a broad perspective as Outside Director of the Company since June 2018. Dr. Koyama has not been directly involved in corporate management, but the Company is requesting his appointment as Outside Director because it believes he will reflect in the Company's management the deep insight gained through his career as described above and contribute to the maintenance and enhancement of the Company's corporate governance.</p>		
<p><b>Notes</b></p> <ol style="list-style-type: none"> <li>There is no special interest between the candidate and the Company.</li> <li>Dr. Koyama is a candidate for the position of Outside Director.</li> <li>The Company has concluded an agreement with Dr. Koyama to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and limited the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the Act.</li> <li>Dr. Koyama is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</li> </ol>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b></p> <p>1 year</p>		<p><b>Attendance at Board of Directors Meetings for FY2018</b></p> <p>Regular : 10/10, Extraordinary : -</p>		

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		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.	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 Manufacturing, Inc.	
		June 2010	Director (with Senior Managing Director status), Toyota Industries Corporation	
		June 2011	Senior Managing Director, Toyota Industries Corporation	
		June 2013	Executive Vice President, Toyota Industries Corporation (to present)	
		June 2016	Director, the Company (to present)	
<p><b>Reasons for selection as a candidate for Outside Director</b></p> <p>Mr. Sasaki has experience as a business executive over many years at Toyota Industries Corporation. In addition, he has provided advice to management from a broad perspective as Outside Director of the Company since June 2016. The Company is requesting his appointment as Outside Director because it believes he will reflect this abundant experience and broad insight in the Company's management and contribute to the maintenance and enhancement of the Company's corporate governance.</p>				
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>There is no special interest between the candidate and the Company.</li> <li>Mr. Sasaki is a candidate for the position of Outside Director.</li> <li>The Company has concluded an agreement with Mr. Sasaki to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and has limited the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the Act.</li> <li>Mr. Sasaki is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</li> </ol>				
<p><b>Term of office as Director at the closing of this General Meeting of Shareholders</b></p> <p>3 years</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b></p> <p>Regular : 12/12, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
10	Hiroyuki Ina (November 27, 1958) New appointment Outside Director Independent Director	April 1981	Joined Nippondenso Co., Ltd.	0
		June 2009	Executive Director, DENSO Corporation	
		June 2015	Senior Executive Director, DENSO Corporation	
		April 2019	Senior Executive Officer, DENSO Corporation (to present)	
		[Important concurrent position] Senior Executive Officer, DENSO Corporation		
	<p><b>Reasons for selection as a candidate for Outside Director</b> As a serving Senior Executive Officer at DENSO Corporation, Mr. Ina is Head of the Electronic Systems Business Group, and also he is responsible for the Tokyo Office. He has been involved in business management for electronic components that constitute the heart of in-car electronic platforms over many years. The Company is requesting his appointment as Outside Director because it believes he will reflect this abundant experience and broad insight in the Company's management and contribute to the maintenance and enhancement of the Company's corporate governance.</p>			
	<p><b>Note</b> 1. There is no special interest between the candidate and the Company. 2. Mr. Ina is a candidate for the position of Outside Director. 3. If this proposal is approved as submitted, the Company intends to conclude an agreement with Mr. Ina to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and intends to limit the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the said Act. 4. Mr. Ina is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</p>			
	Term of office as Director at the closing of this General Meeting of Shareholders -	Attendance at Board of Directors Meetings for FY2018 Regular : -, Extraordinary : -		

Because Standing Audit & Supervisory Board Member, Terukatsu Mizutani and Audit & Supervisory Board Members, Shinichi Sasaki and Masakazu Aida will expire their positions upon the conclusion of the Ordinary General Meeting of Shareholders, the Company requests the appointment of Three (3) Audit & Supervisory Board Members.

The Audit & Supervisory Board has already given its consent regarding this proposal.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
1	Terukatsu Mizutani (January 14, 1953) <u>Reappointment</u>	April 1977	Joined The Tokai Bank, Ltd.	11,600
		February 2010	Division General Manager of Legal Division, the Company	
		June 2015	Standing Audit & Supervisory Board Member, the Company (to present)	
	<p><b>Reasons for selection as a candidate for Auditor</b>                      In addition to his experience in important positions in the Credit Division and in overseas branches of MUFG Bank, Ltd., Mr. Mizutani possesses experience as Auditor at the Company since June 2015. The Company is requesting his appointment as Standing Audit &amp; Supervisory Board Member to reflect this abundant experience and broad insight in audits of the Company.</p>			
<p><b>Note</b>                      There is no special interest between the candidate and the Company.</p>				
<p><b>Term of office as Audit &amp; Supervisory Board Member at the closing of this General Meeting of Shareholders</b>                      4 years</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b>                      Regular : 12/12, Extraordinary : -  <b>Attendance at Audit &amp; Supervisory Board Meetings for FY2018</b>                      Regular : 13/13, Extraordinary : -</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
2	Hiroyuki Yokoyama (May 16, 1951) New appointment Outside Auditor Independent Director	April 1974	Joined Toyota Motor Co., Ltd.	0
		June 2008	Managing Officer, Toyota Motor Corporation	
		April 2012	Senior Managing Officer, Toyota Motor Corporation	
		April 2015	Adviser, Daihatsu Motor Co., Ltd.	
		June 2015	Executive Vice President, Daihatsu Motor Co., Ltd.	
		January 2019	Executive Adviser, Daihatsu Motor Co., Ltd. (to present)	
		[Important concurrent position] Executive Adviser, Daihatsu Motor Co., Ltd.		
<p><b>Reasons for selection as a candidate for Outside Auditor</b></p> <p>In addition to his experience in the Quality Division and in overseas branches of Toyota Motor Corporation, Mr. Yokoyama possesses experience as Executive Vice President of Daihatsu Motor Co., Ltd. The Company is requesting his appointment as Outside Auditor because it believes he will reflect this abundant experience and broad insight in the Company's audit organization and contribute to the maintenance and enhancement of the Company's corporate governance.</p>				
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>There is no special interest between the candidate and the Company.</li> <li>Mr. Yokoyama is a candidate for the position of Outside Auditor.</li> <li>If this proposal is approved as submitted, the Company intends to conclude an agreement with Mr. Yokoyama to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and intends to limit the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the said Act.</li> <li>Mr. Yokoyama is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</li> </ol>				
<p><b>Term of office as Audit &amp; Supervisory Board Member at the closing of this General Meeting of Shareholders</b></p> <p>-</p>			<p><b>Attendance at Board of Directors Meetings for FY2018</b></p> <p>Regular : -, Extraordinary : -</p> <p><b>Attendance at Audit &amp; Supervisory Board Meetings for FY2018</b></p> <p>Regular : -, Extraordinary :-</p>	

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
3	Masakazu Aida (October 18, 1950) Reappointment Outside Auditor Independent Director	April 1975	Joined Chubu Electric Power Co., Inc.	0
		July 2007	Managing Executive Officer, Chubu Electric Power Co., Inc.	
		June 2009	Direct, Senior Managing Executive Officer, Chubu Electric Power Co., Inc.	
		June 2011	Appointed President, Techno Chubu Co., Ltd.	
		June 2018	Audit & Supervisory Board Member, the Company (to present)	
	<p><b>Reasons for selection as a candidate for Outside Auditor</b>  Mr. Aida has held positions successively as a director of Chubu Electric Power Co., Inc. and President and Director of Techno Chubu Company, Ltd., and possesses experience and extensive knowledge as a manager over many years. The Company is requesting his appointment as Outside Auditor because it believes he will reflect this abundant experience and broad insight in the Company's Auditing System and contributes to the maintenance and enhancement of the Company's corporate governance.</p>			
	<p><b>Notes</b>  1. There is no special interest between the candidate and the Company.  2. Mr. Aida is a candidate for the position of Outside Auditor.  3. The Company has concluded an agreement with Mr. Aida to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and has limited the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the Act.  4. Mr. Aida is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange.</p>			
	Term of office as Audit & Supervisory Board Member at the closing of this General Meeting of Shareholders 1 year	<p><b>Attendance at Board of Directors Meetings for FY2018</b>  Regular : 10/10, Extraordinary : -  <b>Attendance at Audit &amp; Supervisory Board Meetings for FY2018</b>  Regular : 10/10, Extraordinary : -</p>		

To prepare in the event the Company lacks the number of Audit & Supervisory Board Members set by laws and regulations, the Company requests the appointment of One (1) Substitute Audit & Supervisory Board Member.

This proposal is made to elect a substitute for Mr. Hiroyuki Yokoyama and Mr. Masakazu Aida, who will be appointed as Outside Auditor if Proposal No. 3 is approved as submitted. In the event the candidate 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 for Substitute Audit and Supervisory Board Member is as follows.

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
1	Kazuo Kawamura (February 13, 1953) <u>Reappointment</u>	April 1978	Registered as attorney in Nagoya	0
		April 1983	Established Kawamura Law Office	
		[Important concurrent positions]		
		Attorney-at-Law Outside Director and Audit and Supervisory Committee Member, Trancom Co.,Ltd.		
<p><b>Reasons for selection as a candidate for Substitute Outside Auditor</b></p> <p>The Company proposes Mr. Kawamura as a candidate for Substitute Audit &amp; Supervisory Board Member so that if he is appointed as an Outside Audit &amp; Supervisory Board Member, the Company may effectively use his legal expertise gained over many years as an Attorney-at-Law for the Company's Auditing System.</p> <p>Although Mr. Kawamura has not been directly involved in corporate management, the Company judges that if he assumes the position of Outside Auditor he will be able to appropriately accomplish the duties of that position and contribute to the maintenance and enhancement of the Company's corporate governance because he is well versed in corporate law as an Attorney-at-Law and possesses sufficient insight to administer corporate management.</p>				
<p><b>Notes</b></p> <ol style="list-style-type: none"> <li>There is no special interest between the candidate and the Company.</li> <li>Mr. Kawamura is a candidate for the position of Substitute Outside Auditor.</li> <li>If this proposal is approved as submitted and Mr. Kawamura has assumed the position of Auditor, the Company intends to conclude an agreement with Mr. Kawamura to limit his liability for damages under Article 423 paragraph (1) of the Companies Act, and intends to limit the maximum amount of his liability for damages based on said agreement to the amount stipulated in Article 425 paragraph (1) of the Act.</li> <li>If this proposal is approved as submitted and Mr. Kawamura has assumed the position of Auditor, the Company intends to report him as an Independent Director to the Tokyo Stock Exchange and Nagoya Stock Exchange.</li> </ol>				

In light of the Company's performance in FY2018, the Company intends to pay a total of 149,880,000 yen in bonuses to Six (6) Directors (excluding Outside Directors) as of the end of the fiscal year.