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(Securities code: 3116)

May 28, 2018

To Those Shareholders with Voting Rights

Takeshi Numa

President

TOYOTA BOSHOKU CORPORATION

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

NOTICE OF THE 93rd ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 93rd 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 12, 2018 (JST).

1. Date and time: Wednesday, June 13, 2018 at 10:00 a.m. (JST)

2. Place: 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 the 93rd Fiscal Term (from April 1, 2017 to March 31, 2018).
- II. Report on the Non-Consolidated Financial Statements for the 93rd Fiscal Term (from April 1, 2017 to March 31, 2018).

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Election of Ten (10) Directors
Proposal No. 3: Election of Two (2) 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

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.

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 FY2017 as follows.

1	Type of dividend assets	Cash
2	Appropriation of dividend assets to shareholders and total amount thereof	29 yen per common share Total amount of dividends: 5,385,514,948 yen The cash dividend for the fiscal term, including an interim dividend, is 54 yen per share.
3	Effective date of distribution of surplus	Thursday, June 14, 2018 (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. (now Toyota Motor Corporation)	1,032,400
		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)	
<p>Reasons for selection as a candidate for Director 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>Note There is no special interest between the candidate and the Company.</p>				

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
2	Yoshimasa Ishii (April 22, 1953) <u>Reappointment</u>	April 1976	Joined Toyota Motor Sales Co., Ltd. (now Toyota Motor Corporation)	21,300
		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, the Company	
		April 2018	Vice Chairman, the Company (to present)	
<p>Reasons for selection as a candidate for Director In addition to his experience as a manager at Toyota Motor Corporation and Toyota Financial Services Corporation, Mr. Ishii possesses experience gained from his efforts to strengthen the Company's business structure by exercising strong leadership as President of the Company from June 2015 and as Vice Chairman from April 2018. 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>Note There is no special interest between the candidate and the Company.</p>				
3	Takeshi Numa (June 14, 1958) <u>Reappointment</u>	April 1981	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	20,000
		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>Reasons for selection as a candidate for Director 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>Note There is no special interest between the candidate and the Company.</p>				

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
4	Teruo Suzuki (June 13, 1956) <u>New appointment</u>	April 1979	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	12,500
		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 (to present)	
<p>Reasons for selection as a candidate for Director In addition to his experience in the Human Resources Group and Purchasing Group of Toyota Motor Corporation, 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>Note There is no special interest between the candidate and the Company.</p>				

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
5	Yoshihiro Ito (August 23, 1957) <u>New appointment</u>	April 1980	Joined Arakawa Auto Body Co., Ltd. (Now Toyota Boshoku Corporation)	14,700
		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	Chairman, Toyota Boshoku America, Inc.	
		April 2018	Vice President, the Company (to present)	
		<p>Reasons for selection as a candidate for Director 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>Note There is no special interest between the candidate and the Company.</p>		

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
6	Yasuhiro Fueta (November 22, 1959) <u>Reappointment</u>	April 1983	Joined Toyota Motor Corporation	6,200
		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 (to present)	
	<p>Reasons for selection as a candidate for Director In addition to his management experience as a financial executive in the human resources and labor division and overseas branches of Toyota Motor Corporation, 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>Note There is no special interest between the candidate and the Company.</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) Reappointment Outside Director Independent Director	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) (now MUFG Bank, Ltd.)	
		May 2007	Managing Executive Officer, MUFG Bank	
		June 2008	Managing Executive Director, MUFG Bank	
		May 2011	Senior Managing Director, MUFG Bank	
		June 2012	Deputy President and Representative Director, MUFG Bank	
		June 2016	Executive Advisor, MUFG Bank (to present)	
		June 2017	Director, the Company (to present)	
			[Important concurrent position] Executive Advisor, MUFG Bank, Ltd.	
<p>Reasons for selection as a candidate for Outside Director Mr. Ogasawara possesses experience as a business executive over many years at MUFG Bank, Ltd. 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>Notes</p> <ol style="list-style-type: none"> There is no special interest between the candidate and the Company. Mr. Ogasawara is a candidate for the position of Outside Director. 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. Mr. Ogasawara is a candidate for Independent Director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange. 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. 				

(Note)

MUFG Bank, Ltd. changed its name from The Bank of Tokyo-Mitsubishi UFJ, Ltd. as of April 1, 2018.

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>New appointment</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)	
		[Important concurrent position]	Professor, Faculty of Economics, Gakushuin University	
		<p>Reasons for selection as a candidate for Director</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. 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>Notes</p> <ol style="list-style-type: none"> 1. There is no special interest between the candidate and the Company. 2. Dr. Koyama 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 Dr. Koyama 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. 4. Dr. Koyama is a candidate for independent director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange. 		

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. (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 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>Reasons for selection as a candidate for Outside Director</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>Note</p> <ol style="list-style-type: none"> 1. There is no special interest between the candidate and the Company. 2. Mr. Sasaki is a candidate for the position of Outside Director. 3. 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. 4. Mr. Sasaki is a candidate for independent director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange. 				

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
10	Nobuaki Kato (November 3, 1948) <u>Reappointment</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, DENSO Corporation	
		June 2008	President & CEO, DENSO Corporation	
		June 2011	Audit & Supervisory Board Member, the Company	
		June 2015	Chairman, DENSO Corporation (to present)	
		June 2017	Director, the Company (to present)	
<p>Reasons for selection as a candidate for Outside Director</p> <p>Mr. Kato has experience as a business executive over many years at DENSO Corporation. In addition, he has contributed to the enhancement of the auditing system as Outside Audit & Supervisory Board Member of the Company since June 2011, and 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>Notes</p> <ol style="list-style-type: none"> There is no special interest between the candidate and the Company. Mr. Kato is a candidate for the position of Outside Director. The Company has concluded an agreement with Mr. Kato 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. Mr. Kato is a candidate for independent director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange. 				

Because Standing Audit & Supervisory Board Member, Tokuji Yamauchi and Outside Audit & Supervisory Board Member, Hitoshi Yoshida will resign their positions upon the conclusion of the Ordinary General Meeting of Shareholders, the Company requests the appointment of Two (2) Audit & Supervisory Board Members.

Corporate Auditor candidate Sunao Yamamoto is to be appointed as a substitute for Standing Auditor and Audit & Supervisory Board Member Tokuji Yamauchi, and Corporate Auditor candidate Masakazu Aida is to be appointed as a substitute for Outside Auditor and Audit & Supervisory Board Member Hitoshi Yoshida. Their terms of office will be the respective remaining terms for Mr. Yamauchi and Mr. Yoshida, in accordance with the provisions of the Company's Articles of Incorporation.

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	Sunao Yamamoto (October 18, 1951) <u>New appointment</u>	April 1974	Joined Arakawa Auto Body Co., Ltd. (Now Toyota Boshoku Corporation)	3,950
		June 2005	Operating Officer, the Company	
		June 2011	Managing Officer, the Company	
		June 2012	Executive Managing Officer, the Company	
		June 2013	President, Toyota Boshoku (China) Co., Ltd.	
		June 2015	Director serving concurrently as Executive Managing Officer, the Company	
		April 2016	Chairman, Toyota Boshoku (China) Co., Ltd.	
		June 2017	Executive Managing Officer, the Company	
		<p>Reasons for selection as a candidate for Auditor In addition to his experience in the Company's production management and overseas business divisions, Mr. Yamamoto possesses experience from his involvement in the management of the regional headquarters companies in United States and China. The Company is requesting his appointment as Audit & Supervisory Board Member to reflect this abundant experience and broad insight in audits of the Company.</p> <p>Note There is no special interest between the candidate and the Company.</p>		

Candidate No.	Name (Date of Birth)	Career summary, posts, and responsibilities at the Company		Number of the Company's shares owned
2	Masakazu Aida (October 18, 1950) New appointment Outside Auditor Independent Auditor	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 2015	Appointed President, Techno Chubu Co., Ltd.	
<p>Reasons for selection as a candidate for Auditor</p> <p>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>Notes</p> <ol style="list-style-type: none"> There is no special interest between the candidate and the Company. Mr. Aida is a candidate for the position of Outside Auditor. If this proposal is approved as submitted, the Company intends to conclude an agreement with Mr. Aida 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. Mr. Aida is a candidate for independent director pursuant to the provisions of the Tokyo Stock Exchange and the Nagoya Stock Exchange. 				

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 either Mr. Shinichi Sasaki, who is currently an Outside Audit & Supervisory Board Member, or 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
	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		
<p>Reasons for selection as a candidate for Substitute Outside Auditor</p> <p>The Company proposes Mr. Kawamura as a candidate for Substitute Audit & Supervisory Board Member so that if he is appointed as an Outside Audit & 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>Notes</p> <ol style="list-style-type: none"> There is no special interest between the candidate and the Company. Mr. Kawamura is a candidate for the position of Substitute Outside Auditor. 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. 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 executive to the Tokyo Stock Exchange and Nagoya Stock Exchange. 				

In light of the Company's performance in FY2017, the Company intends to pay a total of 159,800,000 yen in bonuses to Six (6) Directors (excluding Outside Directors) as of the end of the fiscal year.