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(Securities code: 3116)

May 30, 2016

**To Those Shareholders with Voting Rights**

Yoshimasa Ishii

President

TOYOTA BOSHOKU CORPORATION

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

**NOTICE OF THE 91<sup>ST</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 91<sup>st</sup> 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 17:30 on Monday, June 13, 2016 (JST).

1. **Date and time:** 10:00 on Tuesday, June 14, 2016 (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 Audit & Supervisory Board for FY2015 (April 1, 2015 – March 31, 2016).
- II. Report on the Non-Consolidated Financial Statements for FY2015 (April 1, 2015 – March 31, 2016).

**Proposals to be resolved**

- Proposal No.1 Distribution of surplus
- Proposal No.2 Election of 12 Directors on the occasion of expiry of current Directors' term of office
- Proposal No.3 Election of 1 Audit & Supervisory Board Member
- Proposal No.4 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 Audit & Supervisory Board include the notes listed on the website as well as the contents of this notice and accompanying materials. (Japanese only)

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

If any corrections are made to the reference materials to be distributed at the shareholders' meeting, 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 wishes 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 dividend payout ratio, we intend to pay year-end dividends for FY2015 as set forth below.

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1	Assets to be distributed as dividends	Cash
2	Apportioning of dividend assets; total amount of dividends	15 yen per share of common stock; total 2,784,276,015 yen The cash dividend for the fiscal term, including an interim dividend, is 30 yen per share.
3	Distribution of surplus becomes effective on	June 15, 2016

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The term of office of all 12 current Directors will expire at the closing of this General Meeting of Shareholders. Therefore, an election of 12 Directors is proposed. 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)	1,022,200
		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, 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)	20,300
		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, Toyota Boshoku Corporation (current position)	
3	Shuichi Koyama (June 15, 1957) <u>Reappointment</u>	April 1981	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	14,300
		January 2006	President, Toyota Motor Manufacturing, Indiana, Inc.	
		June 2010	Managing Officer, Toyota Motor Corporation	
		June 2013	Executive Vice 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
4	Takamichi Taki (June 19, 1954) <u>Reappointment</u>	April 1977	Joined Arakawa Auto Body Co., Ltd. (now Toyota Boshoku Corporation)	24,600
		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)	
5	Takeshi Numa (June 14, 1958) <u>New appointment</u>	April 1981	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	10,000
		April 2012	Managing Officer, Toyota Motor Corporation	
		April 2016	Vice President, Toyota Boshoku Corporation (current position)	
6	Tokuji Yamauchi (April 2, 1954) <u>Reappointment</u>	April 1977	Joined Nippondenso Co., Ltd. (now DENSO CORPORATION)	21,700
		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 (current position)	
7	Sunao Yamamoto (October 18, 1951) <u>Reappointment</u>	April 1974	Joined Arakawa Auto Body Co., Ltd. (now Toyota Boshoku Corporation)	3,950
		June 2005	Operating Officer, Toyota Boshoku Corporation	
		June 2011	Managing Officer, Toyota Boshoku Corporation	
		June 2012	Executive Managing Officer, Toyota Boshoku Corporation	
		June 2013	President, Toyota Boshoku (China) Co., Ltd.	
		June 2015	Director & Executive Managing Officer, Toyota Boshoku Corporation (current position)	
		April 2016	Chairman, Toyota Boshoku (China) Co., Ltd. (current position)	
		[Important posts concurrently held at other corporations] Chairman, Toyota Boshoku (China) Co., 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
8	Teruo Suzuki (June 13, 1956) <u>New appointment</u>	April 1979	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	10,100
		June 2009	Operating Officer, Toyota Boshoku Corporation	
		June 2010	Managing Officer, Toyota Boshoku Corporation	
		June 2013	Executive Managing Officer, Toyota Boshoku Corporation (current position)	
		June 2013	President, Toyota Boshoku America, Inc.	
		June 2015	Chairman & President, Toyota Boshoku America, Inc.	
9	Mitsuhsa Kato (March 2, 1953) <u>Reappointment</u>	April 1975	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	2,000
		June 2004	Managing Officer, Toyota Motor Corporation	
		June 2006	President, Toyota Technocraft Co., Ltd.	
		June 2010	Senior Managing Director, Toyota Motor Corporation	
		June 2011	Senior Managing Officer, Toyota Motor Corporation	
		June 2012	Executive Vice President, Member of the Board of Directors, Toyota Motor Corporation (current position)	
		June 2014	Director, Toyota Boshoku Corporation (current position)	
		[Important posts concurrently held at other corporations] Executive Vice President, Member of the Board of Directors, Toyota Motor Corporation, Outside Director, Toyota Industries Corporation, Director, Hino Motors, Ltd., Director, Daihatsu Motor Co., Ltd., Outside Audit & Supervisory Board member, Aisin Seiki Co., Ltd.		
10	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.		

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
11	Kazue Sasaki (March 5, 1954) New appointment Outside Director Independent Director	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)	
		[Important posts concurrently held at other corporations] Executive Vice President, Toyota Industries Corporation		
12	Michio Adachi (September 26, 1954) Reappointment Outside Director Independent Director	April 1977	Joined Nippondenso Co., Ltd. (now DENSO CORPORATION)	2,000
		June 2006	Executive Director, DENSO CORPORATION	
		June 2012	Senior Executive Director, Member of the Board, DENSO CORPORATION	
		June 2014	Director, Member of the Board, Senior Executive Director DENSO CORPORATION (current position)	
		June 2014	Director, Toyota Boshoku Corporation (current position)	
		[Important posts concurrently held at other corporations] Director, Member of the Board, DENSO CORPORATION		

- NB:**
1. None of the candidates has any special interest in the company.
  2. The duties of the current Directors at Toyota Boshoku are set forth on page 36 of the accompanying business report. (Japanese only)
  3. Mr. Masahiro Morikawa, Mr. Kazue Sasaki and Mr. Michio Adachi are candidates for the positions of Outside Director.
  4. 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 Mr. Morikawa as a candidate for Director so that the company's management may benefit from this wealth of experience.
  5. Mr. Sasaki has experience as a business executive for many years at Toyota Industries Corporation. The company has selected Mr. Sasaki as a candidate for Director so that the company's management may benefit from this wealth of experience.

6. Mr. Adachi has experience as a person in charge of Powertrain Control Systems Business Group since 2010. He has provided advice of management from a broader perspective as a Director of the company since June, 2014. The company has selected Mr. Adachi as a candidate for Director so that the company's management may benefit from this wealth of experience.
7. The company has concluded contracts with Messrs. Kato, Morikawa, and Adachi 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.
8. If this proposal is passed without amendment, the company will enter into contracts with Mr. Sasaki limiting his 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.
9. Messrs. Morikawa, Sasaki and Adachi are candidates for independent directorships in accordance with the rules stipulated by the Tokyo and Nagoya stock exchanges.

The term of office of Audit & Supervisory Board Member (Shigetoshi Miyoshi, standing Audit & Supervisory Board Member) will expire upon the conclusion of this shareholders' meeting. Therefore, the company asks shareholders to appoint 1 individual to fill those posts. 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	Shigetoshi Miyoshi (August 24, 1951) <u>Reappointment</u>	April 1975	Joined Toyota Motor Co., Ltd. (now Toyota Motor Corporation)	5,000
		June 2008	Operating Officer, Toyota Boshoku Corporation	
		June 2009	Managing Operating Officer, Toyota Boshoku Corporation	
		June 2010	Managing Officer, Toyota Boshoku Corporation	
		June 2011	Executive Managing Officer, Toyota Boshoku Corporation	
		June 2011	President, Toyota Boshoku America, Inc.	
		June 2012	Chairman & President, Toyota Boshoku America, Inc.	
		June 2013	Chairman, Toyota Boshoku America, Inc.	
		June 2015	Standing Audit & Supervisory Board Member, Toyota Boshoku Corporation(current position)	

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



In light of the company's performance in FY2015, we intend to pay a total of 108,400,000 yen in bonuses to the 9 Directors (excluding both Outside Directors and Non-Executive Director) and 2 Audit & Supervisory Board Members (excluding Outside Audit & Supervisory Board Members) as of the end of the fiscal year (85,300,000 yen for Directors, 23,100,000 yen for Audit & Supervisory Board Members).