**[Translation for Reference and Convenience Purposes Only]**

**Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 76th Ordinary General Meeting of Shareholders of UNIPRES CORPORATION. The Company provides this translation for reference and convenience purposes only and without any guarantee as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.**

(Securities Code: 5949)
June 2, 2015

**Dear Shareholders**

Masanobu Yoshizawa
President and Representative Director

**UNIPRES CORPORATION**
1-19-20 Shin-Yokohama, Kohoku-ku,
Yokohama City, Kanagawa

# NOTICE OF CONVOCATION OF THE 76th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 76th Ordinary General Meeting of Shareholders of UNIPRES CORPORATION (the "Company"), to be held as follows.

**If you are unable to attend the meeting, you may otherwise exercise your voting rights in writing (by mail). Please read the attached REREERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below, and you are requested to exercise your voting rights by 6 p.m., on Tuesday, June 23, 2015.**

**1. Time and Date:** 10 a.m., Wednesday, June 24, 2015 (Reception begins at 9 a.m.)
**2. Place:** Shin Yokohama Prince Hotel, 5F, Sinfonia
3-4, Shin-Yokohama, Kohoku-ku, Yokohama City, Kanagawa
**3. Objectives of the Meeting:**
**Reports:**
1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 76th term (From April 1, 2014, to March 31, 2015)
2. Reports on Non-Consolidated Financial Statements for the 76th term (From April 1, 2014, to March 31, 2015)

**Agenda:**
**Proposal No. 1:** Appropriation of Surplus
**Proposal No. 2:** Partial Amendments to the Articles of Incorporation
**Proposal No. 3:** Election of Six (6) Directors
**Proposal No. 4:** Election of One (1) Audit & Supervisory Board Member

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For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival at the meeting.
If any amendment is made to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, and the Consolidated and/or the Non-Consolidated Financial Statements, the amended information will be disclosed on the Company's Web site.
(http://www.unipres.co.jp/)

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# REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

**Proposals and References**

**Proposal No. 1: Appropriation of Surplus**

Taking into account the business results for the fiscal year under review and other circumstances, the Company proposes to pay ¥12.5 per share of its common stock as the year-end dividend for the fiscal 76th term. Combined with the interim dividend of ¥12.5 per share, the annual dividend for the fiscal year under review will be ¥25, same amount as the previous year.

Fiscal Year-End Dividend

(1) Type of Property for Dividends:
Money

(2) Allotment of Property for Dividends and Total Amount Thereof:
¥12.5 per share of the Company's common stock for a total of ¥528,371,800

(3) Effective Date of Distribution of Surplus:
June 25, 2015

**[Translation for Reference and Convenience Purposes Only]**

**Proposal No.2:** Partial Amendments to the Articles of Incorporation

1. Reasons for Amendment

In April 2003, the Company implemented a corporate officer system, whereby the functions of business execution and decision-making of management are separated in order to streamline decision-making of management.

In order to stabilize and further develop the Company's global businesses, which have now expanded into 16 locations in 10 countries, the Company now requires even more sophisticated and rapid management judgment and business execution. Therefore, the Company has decided to amend its corporate management system. The details of amendments to the Articles of Incorporation are proposed as follows.

(1) In order to clearly separate decision-making of management and supervisory functions from business execution, the post of executive directors will be abolished and necessary changes will be made to Article 14 (Person Authorized to Convene the Meeting and Chairman Thereof), Article 23 (Person Authorized to Convene the Meeting of the Board of Directors and Chairman Thereof), and Article 27 (Representative Directors and Executive Directors) of the current Articles of Incorporation.

(2) In order to further strengthen corporate governance through enhanced supervision and supervisory functions regarding business execution, as well as through increased transparency of the management process, the nomination of Outside Directors and more highly independent Outside Audit & Supervisory Board Members is proposed.

To allow for Directors who are not involved in business execution and Audit & Supervisory Board Members to be able to properly carry out expected duties, in accordance with regulations involving liability limitation agreements as stated in Article 427, Paragraph 1 of the Companies Act, Article 30 (Exemption of Liabilities of Directors) and Article 39 (Exemption of Liabilities of Audit & Supervisory Board Members) of the current Articles of Incorporation will have second paragraphs added. Additionally, the Company has received the consent of each Audit & Supervisory Board Member regarding the establishment of Article 30, Paragraph 2.

(3) In order to ensure that Outside Directors and Outside Audit & Supervisory Board Members will have adequate opportunity to prepare in advance for the consideration of proposals, the timing of the dispatch of notices of convocation as stipulated in Article 24 (Notice of Convocation of the Meeting of the Board of Directors) and Article 35 (Notice of Convocation of the Meeting of the Audit & Supervisory Board) of the current Articles of Incorporation will be amended.

**[Translation for Reference and Convenience Purposes Only]**

2. Details of Amendments

Details of the proposed amendments are as follows.

(Underlined text indicates sections to be changed.)

| Current Articles of Incorporation | Proposed Revision |
|---|---|
| (Person Authorized to Convene the Meeting and Chairman Thereof)<br>Article 14 Unless otherwise provided for by laws and regulations, the President and Director shall convene the General Meetings of Shareholders and act as chairman thereof by resolution of the Board of Directors. | (Person Authorized to Convene the Meeting and Chairman Thereof)<br>Article 14 Unless otherwise provided for by laws and regulations, a Director as chosen by the Board of Directors from among the Representative Directors shall convene the General Meeting of Shareholders and President and Corporate Officer shall act as chairman thereof by resolution of the Board of Directors. |
| (2) In the event that the President and Director is unable to act, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall convene the General Meeting of Shareholders and act as chairman thereof. | (2) In the event that the person authorized to convene the General Meeting of Shareholders determined by resolution of the Board of Directors or President and Corporate Officer is unable to act, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall convene the General Meeting of Shareholders and another Corporate Officer shall act as chairman thereof. |
| (Person Authorized to Convene the Meeting of the Board of Directors and Chairman Thereof)<br>Article 23 Unless otherwise provided for by laws and regulations, the President and Director shall convene the meeting of the Board of Directors and act as chairman thereof. | (Person Authorized to Convene the Meeting of the Board of Directors and Chairman Thereof)<br>Article 23 Unless otherwise provided for by laws and regulations, a Director as chosen by the Board of Directors from among the Representative Directors shall convene the meeting of the Board of Directors and act as chairman thereof. |
| (2) In the event that the President and Director is unable to act, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall convene the meeting of the Board of Directors and act as chairman thereof. | (2) In the event that the person authorized to convene the meeting of the Board of Directors is unable to act, another Director, determined in accordance with an order of priority previously determined by resolution of the Board of Directors, shall convene the meeting of the Board of Directors and act as chairman thereof. |
| (Notice of Convocation of the Meeting of the Board of Directors)<br>Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member no later than three (3) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. | (Notice of Convocation of the Meeting of the Board of Directors)<br>Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director and Audit & Supervisory Board Member no later than seven (7) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. |

**[Translation for Reference and Convenience Purposes Only]**

| Current Articles of Incorporation | Proposed Revision |
|---|---|
| (Representative Directors and Executive Directors)<br>Article 27 The Company may, by resolution of the Board of Directors, appoint a limited number of Directors as Representative Directors. However, the President and Director established by the following paragraph must be a Representative Director.<br>(2) The Board of Directors shall, by its resolution, select from among Directors one (1) Honorary Chairman, one (1) Chairman and Director, and one (1) President and Director, as well as a limited number of Vice President and Director, Senior Managing Directors, and Managing Directors. | (Representative Directors and Corporate Vice Presidents)<br>Article 27 The Company may, by a resolution by the Board of Directors, appoint one or more Directors as Representative Directors.<br>(2) The Board of Directors shall, by its resolution, select Corporate Officers to execute business. The Board of Directors shall, by its resolution, select from among Corporate Officers a President and Corporate Officer along with other Executive Corporate Officers. |
| (Exemption of Liabilities of Directors)<br>Article 30 (Omitted) | (Exemption of Liabilities of Directors)<br>Article 30 (Unchanged) |
| (Newly established) | (2) The Company may conclude agreements with Directors (excluding Executive Directors, etc.), pursuant to Article 423, Paragraph 1 of the Companies Act, that limit the maximum amount of liability in cases where the Directors acted in good faith and without gross negligence. |
| (Notice of Convocation of the Meeting of the Audit & Supervisory Board)<br>Article 35 Notice of convocation of the meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than three (3) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. | (Notice of Convocation of the Meeting of the Audit & Supervisory Board)<br>Article 35 Notice of convocation of the meeting of the Audit & Supervisory Board shall be dispatched to each Audit & Supervisory Board Member no later than seven (7) days prior to the date set for such meeting. However, in the case of emergency, this period may be shortened. |
| (Exemption of Liabilities of Audit & Supervisory Board Members)<br>Article 39 (Omitted) | (Exemption of Liabilities of Audit & Supervisory Board Members)<br>Article 39 (Unchanged) |
| (Newly established) | (2) The Company may conclude agreements with Audit & Supervisory Board Members, pursuant to Article 423, Paragraph 1 of the Companies Act, to the effect that, if such Audit & Supervisory Board Members have acted in good faith and without gross negligence in performing their duties, the liability of the Audit & Supervisory Board Members shall be limited to the amount specified by laws and regulations. |

**[Translation for Reference and Convenience Purposes Only]**

**Proposal No. 3: Election of Six (6) Directors**

The term of office of all ten (10) current Directors will expire at the conclusion of this 76th Ordinary General Meeting of Shareholders. Therefore, in keeping with the streamlining of the decision-making process through a clear separation of decision-making of management and supervisory functions from business execution, as well as the changes to the corporate management structure that aim to increase transparency of the management process, we have reduced the number of Directors by four (4) and kindly ask our shareholders to elect six (6) Directors, including two(2) Outside Directors.

The candidates for Director are as follows:

| No. | Name<br>(Date of Birth) | Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held | Number of Shares Held |
|---|---|---|---|
| 1 | Masanobu Yoshizawa<br>(August 25, 1953) | April 1976 Joined Nissan Motor Co., Ltd.<br>April 2000 General Manager, Parts Purchasing Department No.1, Nissan Motor Co., Ltd.<br>April 2003 Joined the Company<br>Senior Vice President and General Manager, Overseas Business Department<br>June 2004 Director and Senior Vice President<br>April 2005 Director and Executive Vice President<br>April 2007 Director and Executive Vice President<br>June 2009 Representative Director and Executive Vice President<br>April 2011 President and Representative Director (current position)<br>*(Significant Concurrent Positions)*<br>President and Representative Director, UNIPRES R&D Co., Ltd.<br>Director, UNIPRES KYUSHU CORPORATION<br>Director, UNIPRES NORTH AMERICA, INC.<br>Director, UNIPRES U.S.A., INC.<br>Director, UNIPRES SOUTHEAST U.S.A., INC.<br>Director, UNIPRES ALABAMA, INC.<br>Director, UNIPRES MEXICANA, S.A. DE C.V.<br>Director, UNIPRES (UK) LIMITED<br>Director, UNIPRES (CHINA) CORPORATION<br>Director, UNIPRES GUANGZHOU CORPORATION<br>Director, UNIPRES ZHENGZHOU CORPORATION<br>Director, UNIPRES PRECISION GUANGZHOU CORPORATION<br>Director, UNIPRES INDIA PRIVATE LIMITED<br>Director, UNIPRES (THAILAND) CO., LTD.<br>Commissioner, PT. UNIPRES INDONESIA | 23,900 shares |

**[Translation for Reference and Convenience Purposes Only]**

| No. | Name (Date of Birth) | Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held | Number of Shares Held |
|---|---|---|---|
| 2 | Shigeru Asahi (April 3, 1951) | March 1975 Joined Yamato Kogyo Co., Ltd. (currently UNIPRES CORPORATION)<br>April 2003 General Manager, Corporate Planning Department<br>April 2004 Senior Vice President and General Manager, Corporate Planning Department<br>June 2006 Director and Senior Vice President<br>April 2007 Director and Executive Vice President<br>April 2011 Director and Executive Vice President (current position)<br>*(Current Responsibilities)*<br>China/Asia Region<br>Corporate Planning, Overseas Business and Russia Project Office<br>*(Significant Concurrent Positions)*<br>Director, UNIPRES (UK) LIMITED<br>Chairman and President, UNIPRES (CHINA) CORPORATION<br>Chairman, UNIPRES GUANGZHOU CORPORATION<br>Chairman, UNIPRES ZHENGZHOU CORPORATION<br>Chairman, UNIPRES PRECISION GUANGZHOU CORPORATION<br>Director, UNIPRES INDIA PRIVATE LIMITED<br>Director, UNIPRES (THAILAND) CO., LTD.<br>Director, PT. UNIPRES INDONESIA<br>Director, UM CORPORATION, SAS<br>Director, MA Automotive Brazil Ltd. | 14,400 shares |
| 3 | Atsushi Shizuta (December 22, 1954) | April 1977 Joined Nissan Motor Co., Ltd.<br>April 2002 General Manager, Advanced Vehicle Engineering Department<br>April 2006 Corporate Vice President<br>April 2008 Senior Vice President<br>April 2014 Joined the Company<br>Executive Vice President<br>June 2014 Director and Executive Vice President<br>April 2015 Director and Executive Vice President (current position)<br>*(Current Responsibilities)*<br>Engineering Division and Quality Assurance<br>*(Significant Concurrent Positions)*<br>Director, UNIPRES R&D Co., Ltd. | 2,100 shares |

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| No. | Name<br>(Date of Birth) | Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held | Number of Shares Held |
|---|---|---|---|
| 4 | Hiroyoshi Yamakawa<br>(July 4, 1956) | October 1985 Joined Yamakawa Industrial Co., Ltd. (currently UNIPRES CORPORATION)<br>April 2003 General Manager, TM Engineering Department, Transmission Parts Business Division<br>April 2005 Senior Vice President<br>General Manager, TM Engineering Department and Deputy Division Manager, Transmission Parts Business Division<br>November 2011 Chairman and President, UNIPRES PRECISION GUANGZHOU CORPORATION<br>April 2012 President, UNIPRES (CHINA) CORPORATION<br>April 2013 Senior Vice President, the Company<br>June 2013 Director and Senior Vice President<br>April 2015 Director and Executive Vice President (current position)<br>*(Current Responsibilities)*<br>Transmission Parts and Plastics Parts<br>*(Significant Concurrent Positions)*<br>Director, UNIPRES R&D Co., Ltd. | 19,000 shares |
| 5 | *Takahiro Mori<br>(October 3, 1957) | April 1983 Joined Nippon Steel Corporation (currently Nippon Steel & Sumitomo Metal Corporation)<br>April 2009 General Manager, Corporate Planning Division<br>April 2014 Executive Officer<br>Vice Head of Unit, Flat Products Unit (current position)<br>*(Significant Concurrent Positions)*<br>Executive Officer, Nippon Steel & Sumitomo Metal Corporation | |
| 6 | *Hiroko Yoshiba<br>(February 20, 1966) | April 1997 Registered as attorney at law (Dai-Ichi Tokyo Bar Association)<br>Joined Yoshiba Law Office (currently Yoshiba Akisada Law Office) (current position)<br>April 2002 Part-time Lecturer, Faculty of Law, Chuo University<br>June 2006 Manager, Nakanogou Credit Association (current position)<br>April 2007 Part-time Lecturer, the Chuo Law School, Chuo University<br>October 2008 Member, the Information Disclosure and Personal Information Protection Review Board, Kawasaki City (current position)<br>April 2012 Professor, Legal Training and Research Institute of the Supreme Court<br>*(Significant Concurrent Positions)*<br>Attorney at law (Yoshiba Akisada Law Office)<br>Auditor, Nakanogou Credit Association (part-time) | 0 shares |

(An asterisk "*" indicates a new candidate for Director.)

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Notes:

1. Mr. Takahiro Mori concurrently serves as Executive Officer of Nippon Steel & Sumitomo Metal Corporation, which is a specified related business operator of the Company. The Company receives products manufactured by Nippon Steel & Sumitomo Metal as provision from a third-party. However, there are no direct transactions between the Company and Nippon Steel & Sumitomo Metal. Furthermore, the Company and Nippon Steel & Sumitomo Metal are jointly engaged in research related to press molding technology.
2. There is no special interest between the candidates other than Mr. Takahiro Mori and the Company.
3. Mr. Takahiro Mori and Ms. Hiroko Yoshiba are candidates for Outside Director.
4. Mr. Takahiro Mori was selected as a candidate for Outside Director due to his position as an Executive Officer at Nippon Steel & Sumitomo Metal Corporation, and as the Company expects him to apply his wealth of knowledge related to automotive steel sheets to the Company's management.
5. Ms. Hiroko Yoshiba has been selected as a candidate for Outside Director because of her wealth of experience and insight as an attorney. The Company has determined that she is suited to independently execute duties of administrative supervision from an objective perspective in consideration of the corporate society as a whole, including laws and regulations.
6. The Company plans to designate Ms. Hiroko Yoshiba as an Independent Director as stipulated by the Tokyo Stock Exchange, and plans to notify the Tokyo Stock Exchange to that effect.
7. In the case that Mr. Takahiro Mori and Ms. Hiroko Yoshiba are appointed as Directors, on the condition that Proposal No. 2, "Partial Amendments to the Articles of Incorporation" is approved, the Company plans to conclude an agreement with them pursuant to Article 427, Paragraph 1 of the Companies Act that limits the maximum amount of their liability as set forth in Article 423, Paragraph 1 of the same Act. This maximum amount will be established as the minimum liability as set forth in Article 425, Paragraph 1 of the same Act.

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**Proposal No. 4: Election of One (1) Audit & Supervisory Board Member**

Audit & Supervisory Board Member Nobuo Tatsuzawa will resign at the conclusion of this 76th Ordinary General Meeting of Shareholders. We kindly ask our shareholders to elect one (1) substitute Audit & Supervisory Board Member to fill the vacancy. In accordance with the Company's Articles of Incorporation, the term of office of the substitute Audit & Supervisory Board Member shall be until the expiration of the term of the retiring Audit & Supervisory Board Member.

A prior accord of the Audit & Supervisory Board has been given to this Proposal.

The candidate for Audit & Supervisory Board Member is as follows:

| Name (Date of Birth) | Brief Personal History, Positions and Significant Positions Concurrently Held | | Number of Shares Held |
|---|---|---|---|
| *Shigeru Nishiyama (October 27, 1961) | April 1984 | Joined Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC) | 0 shares |
| | March 1987 | Registered as certified public accountant | |
| | August 1995 | Retired Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC) | |
| | September 1995 | President, Nishiyama Associates | |
| | April 2003 | Outside Audit & Supervisory Board Member, Pigeon Corporation (current position) | |
| | April 2006 | Professor, Waseda University Graduate School of Asia-Pacific Studies | |
| | March 2008 | Professor, the Graduate School of Commerce, Waseda University (current position) | |
| | June 2010 | Outside Auditor of the Board, Mitsui Sumitomo Insurance Company, Limited (current position) | |
| | September 2010 | Visiting Professor, Stanford University | |
| | June 2012 | Outside Audit & Supervisory Board Member, Astellas Pharma Inc. (current position) | |
| | *(Significant Concurrent Positions)* | | |
| | | Professor, the Graduate School of Commerce, Waseda University<br>Outside Audit & Supervisory Board Member, Pigeon Corporation<br>Outside Auditor of the Board, Mitsui Sumitomo Insurance Company, Limited<br>Outside Audit & Supervisory Board Member, Astellas Pharma Inc. | |

(An asterisk "*" indicates a new candidate for Audit & Supervisory Board Member.)

Notes:

1. There is no special interest between the candidate and the Company.
2. Mr. Shigeru Nishiyama is a candidate for Outside Audit & Supervisory Board Member.
3. Mr. Shigeru Nishiyama has been selected as a candidate for Outside Audit & Supervisory Board Member for the expertise and experience he has cultivated as a certified public account, as well as for his broad insight he possesses as a graduate school professor. The Company has determined that he is suited to the duties involved in auditing the Company because of the expectation that he is capable of providing overall management supervision and effective advice.
4. In the case that Mr. Shigeru Nishiyama is appointed as Outside Audit & Supervisory Board Member, the Company plans to designate him as an Independent Auditor as stipulated by the Tokyo Stock Exchange, and plans to notify the Tokyo Stock Exchange to that effect. While Mr. Nishiyama has been employed in the past by Deloitte Touche Tohmatsu LLC, the Company's Accounting Auditor, he performed no auditing or other services for the Company while under employment. Additionally, approximately 19 years have passed since Mr. Nishiyama left this post in August 1995, and as such, the Company has determined that he possesses sufficient independence as he is not in a position to be affected by the intention of Deloitte Touche

Tohmatsu LLC and will therefore not be in conflict with the interests of general shareholders.

5. In the case that Mr. Shigeru Nishiyama is appointed as Outside Audit & Supervisory Board Member, and on the condition that Proposal No. 2, "Partial Amendments to the Articles of Incorporation" is approved, the Company and Mr. Nishiyama plan to conclude an agreement pursuant to Article 427, Paragraph 1 of the Companies act that limits the maximum amount of his liability as set forth in Article 423, Paragraph 1 of the same act. This maximum amount will be established as the minimum liability as set forth in Article 425, Paragraph 1 of the same Act.