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Securities Code No. 7278
June 5, 2015

To Shareholders:

Hidehito Hisakawa
President and Representative Director
EXEDY Corporation
1-1-1 Kidamotomiya, Neyagawa-shi, Osaka

NOTICE OF CONVOCATION OF THE 65TH ANNUAL SHAREHOLDERS MEETING

Dear Shareholder,
Thank you for your continued interest in EXEDY Corporation (the "Company").
You are hereby notified that the 65th Annual Shareholders Meeting will be held as stated below.
You are respectfully requested to attend the Meeting.
In the event that you are unable to attend the Meeting, you may exercise your voting rights in writing or via the Internet. After examining the Reference Documents for Shareholders Meeting hereinafter, please duly exercise your voting rights by 5:00 p.m. on June 25, 2015 (Thursday).

Sincerely,

Details

1. Date and Time: 10:00 a.m. June 26, 2015 (Friday)
2. Place: EXEDY Hall, 2nd Floor, New Main Building
   EXEDY Corporation
   1-1-1 Kidamotomiya, Neyagawa-shi, Osaka
3. Meeting Agenda

Matters to be Reported

1. Report on the Business Report, and the Consolidated and Non-consolidated Financial Statements for the 65th Business Year (from April 1, 2014 to March 31, 2015)
2. Report on the Audit Results of the Consolidated Financial Statements for the 65th Business Year by the Accounting Auditor and the Board of Corporate Auditors

Matters to be Resolved

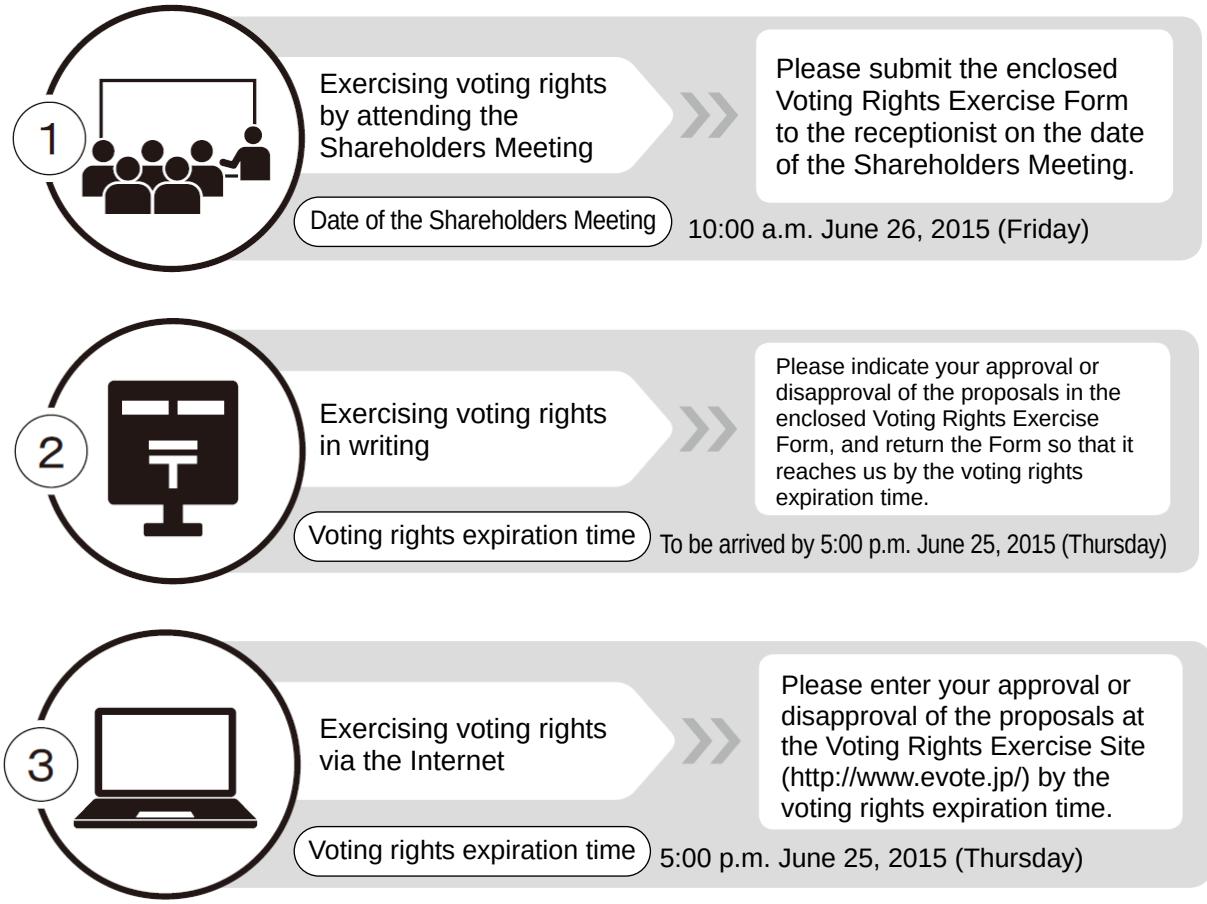
Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Ten (10) Directors
Proposal No. 3: Election of Three (3) Corporate Auditors

-End-

If attending the meeting in person, please submit the enclosed Voting Rights Exercise Form to the receptionist. Furthermore, to save valuable resources, please bring this "Notice of Convocation" and the "Report for the 65th Business Year" with you when attending the Shareholders Meeting.
In the event that any change is made in the Reference Documents for the Shareholders Meeting, the Business Report, or the Consolidated and Non-consolidated Financial Statements, such changes will be notified on our website (http://www.exedy.com).

[How to exercise your voting rights]

You may exercise voting rights in one of the following three ways.



For institutional investors

The Company participates in the electronic voting rights exercise platform operated by ICJ.

[How to exercise your voting rights via the Internet]

Please refer to the following, access the Voting Rights Exercise Site of our shareholder registry administrator via the Internet (http://www.evote.jp), use the "Login ID" and "Provisional Password" indicated in the Voting Rights Exercise Form, and enter your approval or disapproval of the proposals, as displayed on the screen.

1. Voting Rights Exercise Site
   (1) Our designated Voting Rights Exercise Site (http://www.evote.jp) is not available from 2 a.m. to 5 a.m. every day.
   (2) You may not exercise your voting rights using a PC or a smartphone if, due to your Internet usage conditions, you use a firewall and other similar means, anti-virus software, or proxy servers, etc. when connecting with the Internet.
2. Voting rights exercise methods
   (1) To prevent any third party other from accessing the site (impersonation), and to prevent falsification of your exercised voting rights, you will be requested to change your "Provisional Password" on the Voting Rights Exercise Site.
   (2) Every time a Shareholders Meeting is convened, you will be notified of your new "Login ID" and "Provisional Password."
3. Handling of voting rights exercised on multiple occasions
   (1) If you have exercised your voting rights both in writing and via the Internet, the contents of the voting rights you have exercised via the Internet will prevail.
   (2) If you have exercised your voting rights on multiple occasions via the Internet, the contents of the voting rights you have exercised on the last occasion will prevail.
4. Costs incurred for accessing the Voting Rights Exercise Site
   You shall bear Internet connection fees and other costs incurred for accessing the Voting Rights Exercise Site.

[For inquiries about the above system, please contact the following.]
Corporate Agency Division (Help Desk),
Mitsubishi UFJ Trust and Banking Corporation
Tel: 0120-173-027 (toll-free, available from 9:00 to 21:00)

End

Reference Documents for the Shareholders Meeting

Proposal No. 1: Appropriation of Surplus

The Company will redistribute profits in an appropriate manner that meets shareholder expectations, by taking into consideration capital demands, business results, payout ratio, etc. in a comprehensive manner.

In this regard, the surplus will be appropriated as follows.

1. Matters concerning the year-end dividend
   (1) Matters concerning and the total amount of the dividend property to be allotted to shareholders
   ¥35 per share of the Company
   Total of ¥1,684,530,645
   Together with the interim dividend of ¥35 per share paid on November 25, 2014, the annual dividend is ¥70 per share.
   (2) Effective date of dividends from the surplus
   June 29, 2015
2. Other matters concerning the appropriation of surplus
   (1) Items and amount of decreasing surplus
   Retained earnings brought forward ¥4,000,000,000
   (2) Items and amount of increasing surplus
   General reserves ¥4,000,000,000

Proposal No. 2: Election of Ten (10) Directors

All nine (9) Directors will complete their terms of office at the closing of this Shareholders Meeting. Consequently, and also to further enhance our management capabilities, the Company proposes the addition of one Director and the election of ten (10) following Directors in total.

Mr. Fumio Fujimori is a candidate for Outside Director.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, position and duties at the Company (Important concurrent positions)	Number of shares of the Company held
1	Haruo Shimizu (January 7, 1947)	February 1970 Joined the Company June 1994 Director of the Company June 1996 Executive General Manager, Sales Division, of the Company June 1999 Managing Director of the Company June 2002 Senior Managing Director of the Company June 2006 Representative Director and President of the Company April 2015 Director and chairman of the Company to the present	19,900
2	Hidehito Hisakawa (January 24, 1955)	April 1978 Joined the Company June 2006 Director of the Company in charge of overseas businesses April 2009 Executive General Manager, Sales Headquarters, of the Company June 2009 Director and Executive Managing Officer of the Company April 2011 Director and Senior Executive Managing Officer of the Company April 2012 Representative Director of the Company April 2015 Representative Director and President of the Company to the present	10,700
3	Masayuki Matsuda (June 27, 1951)	April 1974 Joined the Company June 2002 Director of the Company June 2004 Executive General Manager, Sales Headquarters, of the Company June 2005 Managing Director of the Company June 2009 Director and Executive Managing Officer of the Company April 2010 Director and Senior Executive Managing Officer of the Company to the present April 2012 Executive General Manager, Development Headquarters, of the Company April 2015 Executive General Manager, Purchasing Headquarters, of the Company to the present Representative Director of the Company to the present	7,400
4	Hisayasu Masaoka (August 8, 1949)	October 2000 Joined the Company June 2001 Director of the Company June 2002 Executive General Manager, Administrative Headquarters, of the Company June 2004 Managing Director of the Company June 2009 Director and Executive Managing Officer of the Company April 2010 Director and Senior Executive Managing Officer of the Company to the present April 2011 Executive General Manager, Global Strategy Headquarters, of the Company	10,400

Candidate No.	Name (Date of birth)	Career summary, position and duties at the Company (Important concurrent positions)	Number of shares of the Company held
* 5	Shogo Okamura (September 16, 1956)	March 1982 Joined the Company July 2002 Branch Manager of Tokyo Sales Office June 2005 Director of the Company September 2006 EXEDY Corporation ASEAN Regional Office April 2010 Executive Managing Officer of the Company April 2015 Senior Executive Managing Officer of the Company to the present Executive General Manager, Sales Headquarters, of the Company to the present	3,700
6	Hiroshi Toyohara (August 19, 1962)	January 1995 Joined the Company April 2010 Executive Officer of the Company April 2011 Executive General Manager, Financial Planning Headquarters, of the Company June 2012 Director of the Company to the present April 2013 Senior Executive Officer of the Company to the present Executive General Manager, Administrative Headquarters, of the Company to the present	1,900
7	Yoshihiro Kojima (September 10, 1960)	April 1985 Joined NISSAN MOTOR Co., Ltd. October 2001 Joined JATCO Ltd. April 2009 Manager, Prototype Headquarters, of JATCO Ltd. April 2011 Joined the Company April 2012 Executive Officer of the Company Executive General Manager, Production Engineering Headquarters, of the Company to the present June 2013 Director of the Company to the present April 2015 Senior Executive Officer of the Company to the present	1,400
8	Tadashi Nakahara (October 8, 1962)	March 1981 Joined the Company April 2009 Executive General Manager, M&T Business Headquarters, of the Company June 2009 Executive Officer of the Company to the present April 2010 Executive General Manager, M&T Manufacturing Headquarters, of the Company June 2012 Director of the Company to the present April 2014 Executive General Manager, AT Manufacturing Headquarters, of the Company to the present	1,900
9	Fumio Fujimori (January 5, 1949)	April 1971 Joined AISIN SEIKI CO., LTD. June 1997 Director of AISIN SEIKI CO., LTD. June 2005 Executive Vice President and Representative Director of AISIN SEIKI CO., LTD. June 2009 Representative Director and President of AISIN SEIKI CO., LTD. to the present June 2012 Director of the Company to the present	2,000

Candidate No.	Name (Date of birth)	Career summary, position and duties at the Company (Important concurrent positions)		Number of shares of the Company held
* 10	Koji Akita (February 17, 1962)	March 1985 June 2006 June 2009 April 2011 April 2013 April 2015	Joined the Company Director of the Company Senior Executive Officer of the Company Director and Executive Managing Officer of DYNAX Corporation Director and Senior Executive Managing Officer of DYNAX Corporation Representative Director and President of DYNAX Corporation to the present	2,300

(Note) 1. An asterisk (*) indicates a newly appointed director candidate.

2. The candidate for Outside Director, Mr. Fumio Fujimori, is the President and Representative Director of AISIN SEIKI CO., LTD., with which the Company has business relations in the form of sales and purchase of products, the amount of which however constitutes less than 0.5% of the Company's consolidated net sales. There are no special interests between other candidates and the Company.

3. Reason why the Company recommends Mr. Fumio Fujimori as a candidate for Outside Director
The reason is that we have judged that Mr. Fujimori's rich managerial expertise in the automobile parts industry would further strengthen our management and enhance the supervisory role of the Board of Directors.

4. AISIN SEIKI CO., LTD., of which Mr. Fumio Fujimori is the President and Representative Director, paid a fine of US$ 35.8 million to the United States government in February 2015 for violations of U.S. Antitrust law in connection with part of the sales of Variable Valve Timing (“VVT”) devices, an automotive engine component.

5. Mr. Fumio Fujimori's term of office will be three (3) years at the conclusion of this Shareholders Meeting.

6. The Company entered into contracts with Mr. Fumio Fujimori pursuant to the provision of the Company's Articles of Incorporation to limit his liabilities to the Company. In the event that this proposal is approved in its original form and he is reappointed, the Company shall continue such contract with him. An outline of the contents of that contract is as follows.
   (1) If an Outside Director is liable to the Company for damages, the amount of such damages shall be limited to the minimum liability amount prescribed in Article 425 of the Companies Act;
   (2) The foregoing limitation shall be limited to cases where an Outside Director is without knowledge and is not grossly negligent in performing his duties.

7. Mr. Fumio Fujimori is scheduled to retire as Representative Director and President of AISIN SEIKI CO., LTD., at the close of the Shareholders Meeting of AISIN SEIKI CO., LTD., to be held on June 18, 2015, and to be appointed Representative Director and Vice Chairman of AISIN SEIKI CO., LTD.

Proposal No. 3: Election of three Corporate Auditors

As the Corporate Auditors, Mr. Keizo Nishigaki, Mr. Koji Okada and Mr. Takenori Yamasaki will complete their terms of office at the closing of this Shareholders Meeting, the Company proposes an election for three (3) following Corporate Auditors.

Mr. Tadashi Fukuda and Mr. Satoshi Tsubota are candidates for Outside Auditors.

The Company has already obtained the consent from the Board of Corporate Auditors to this Proposal.

The candidate for the Corporate Auditor is as follows.

Candidate No.	Name (Date of birth)	Career summary, position, and duties at the Company (Important concurrent positions)		Number of shares of the Company held
1	Keizo Nishigaki (September 11, 1957)	March 1981 November 2000 April 2010 June 2013	Joined the Company Director and President of EXEDY Friction Material Co., Ltd. Executive Officer, Executive General Manager, General Affairs Headquarters of the Company Corporate Auditor of the Company to the present	2,200
* 2	Tadashi Fukuda (March 4, 1953)	April 1986 June 2000	Registered as Attorney, joined Daiichi Law Office, P.C. to the present Outside auditor to SHINYEI KAISHA to the present	0
* 3	Satoshi Tsubota (August 12, 1961)	October 1984 August 1988 April 1999 July 2001 June 2005	Joined Aoyama Audit Corporation /PricewaterhouseCoopers Registered as certified public accountant Registered as certified public tax accountant Participated in Kaisei Certified Public Accountant Joint Office to the present Outside auditor to O-WELL CORPORATION to the present	0

(Note) 1. An asterisk (*) indicates a newly appointed candidate for Corporate Auditor.

2. There are no special interests between each candidate and the Company.

3. Reason why the Company recommends Mr. Tadashi Fukuda and Mr. Satoshi Tsubota as candidates for Outside Auditors and why the Company has judged that these candidates can perform their duties properly

(1) Mr. Tadashi Fukuda is a qualified attorney at law, and we have judged that his expertise as a lawyer will enable him to provide us with proposals and advice concerning the performance of duties assigned to directors of the Company.

(2) Mr. Satoshi Tsubota has official qualifications as a qualified certified public accountant and tax accountant; and we have judged that his expertise as a specialist in accounting/tax accounting services will enable him to provide us with proposals and advice concerning the performance of duties assigned to directors of the Company.

4. In the event that this proposal is approved in its original form and they are appointed, the Company shall enter into contracts with Mr. Tadashi Fukuda and Mr. Satoshi Tsubota, respectively, pursuant to the provisions of the Company's Articles of Incorporation, to limit their liabilities to the Company.

An outline of the contents of the contracts is as follows.

(1) If an Outside Auditor is liable to the Company for damages, the amount of such damages shall be limited to the minimum amount of liability prescribed in Article 425 of the Companies Act.

(2) The foregoing limitation shall apply only to cases where an Outside Auditor is without

knowledge and is not grossly negligent in performing his duties.

5. Both Mr. Tadashi Fukuda and Mr. Satoshi Tsubota satisfy the requirements of Independent Auditors stipulated by the Tokyo Stock Exchange and are scheduled to be registered as such to the Exchange.

End of Document