[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 77th 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 1, 2016

Dear Shareholders

Masanobu Yoshizawa
Representative Director

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

NOTICE OF CONVOCATION OF THE 77th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 77th 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) or via the Internet. Please read the attached RERERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS provided below, and exercise your voting rights.

1. Time and Date: 10 a.m., Wednesday, June 22, 2016 (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 77th term (From April 1, 2015, to March 31, 2016)
2. Reports on Non-Consolidated Financial Statements for the 77th term (From April 1, 2015, to March 31, 2016)

Agenda:

Proposal No. 1: Appropriation of Surplus

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

Proposal No. 3: Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal No. 4: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

Proposal No. 5: Remuneration for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Proposal No. 6: Remuneration for Directors Serving as Audit and Supervisory Committee Members

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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/)

[Translation for Reference and Convenience Purposes Only]

Guide to Exercise of Voting Rights

Voting rights are an important right for shareholders. Please review the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS and exercise your voting rights.
The following three methods are available to exercise voting rights.

Attending the General Meeting of Shareholders
The venue is the Shin Yokohama Prince Hotel. Please submit the enclosed Voting Rights Execise Form to the reception. Additionally, please bring this Notice with you.
Date and time of General Meeting of Shareholders: 10 a.m., Wednesday, June 22, 2016

Mail
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it such that it arrives by the exercise deadline.
Exercise deadline: Arrival by 6 p.m., Tuesday, June 21, 2016

Internet
Please access the designated voting rights exercise website (http://www.it-soukai.com/) and indicate your vote for or against the proposals by the exercise deadline.
Exercise deadline: Until 6 p.m., Tuesday, June 21, 2016

To institutional investors
If use for the Electronic Voting Rights Exercise Platform operated by ICJ, Inc. has been made in advance, institutional investors may use said platform.

[Translation for Reference and Convenience Purposes Only]

Guide to Exercise of Voting Rights via the Internet

1. About the exercise of voting rights via the Internet
   (1) In addition to the exercise of voting rights via mail (writing), voting rights may also be exercised via the Voting Rights Exercise Website (URL below). Shareholders wishing to do so may login using the Voting Rights Exercise Code and password printed along the right side of the Voting Rights Exercise Form, and place inputs according to the on-screen instructions. Additionally, to ensure security, the password must be changed upon the initial login.

http://www.it-soukai.com/

   (2) The exercise deadline is 6 p.m., Tuesday, June 21, 2016, and input must be completed by that time. We encourage shareholders to exercise their votes early.
   (3) If voting rights are exercised in duplicate both by mail (writing) and via the Internet, the voting rights exercised via the Internet will be deemed valid. If voting rights are exercised multiple times, the most recent voting rights exercised will be deemed valid.
   (4) The password (including passwords changed by shareholders) is valid only for this General Meeting. A new password will be issued for the next General Meeting of Shareholders.
   (5) Expenses associated with connecting to the Internet shall be borne by the shareholder.

   (Caution)
   - The password is a method to verify the identity of the person exercising the voting right. Additionally, the Company will never ask for your password.
   - If the password is incorrect greater than a set number of times, the password will become locked and unusable. If it becomes locked, please follow the procedures according to the on-screen guidance.
   - The Voting Rights Exercise Website is tested with general Internet connection devices, but it may not be usable depending upon your device.

2. About inquiries
   For any questions, please contact the Stock Transfer Agency Department of Mizuho Trust & Banking Co., Ltd., which is the shareholder registry administrator.
   (1) Dedicated help line for inquiries on how to use the Voting Rights Exercise Website, etc.
   Toll free (within Japan): 0120-768-524 (Weekdays: 9 a.m. to 9 p.m.)
   (2) Inquiries related to stock administration other than the above
   Toll free (within Japan): 0120-288-324 (Weekdays: 9 a.m. to 5 p.m.)

[Translation for Reference and Convenience Purposes Only]

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 ¥17.5 per share of its common stock as the year-end dividend for the fiscal 77th term. Combined with the interim dividend of ¥17.5 per share, the annual dividend for the fiscal year under review will be ¥35, or an increase of ¥10 from the previous year.

Fiscal Year-End Dividend

(1) Type of Property for Dividends:
Money

(2) Allotment of Property for Dividends and Total Amount Thereof:
¥17.5 per share of the Company's common stock for a total of ¥788,463,603

(3) Effective Date of Distribution of Surplus:
June 23, 2016

[Translation for Reference and Convenience Purposes Only]

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

1. Reasons for Amendment

By explicitly separating the managerial decision-making and supervisory functions from the execution of business, the Company has realized quick business judgment and execution of business and concurrently changed the business management system in April 2015 for the purpose of enhancing corporate value through strengthening corporate governance.

At this time, in order to enhance corporate governance further, the Company has decided to transfer to a Company with an Audit and Supervisory Committee from a Company with an Audit & Supervisory Board. The details of amendments to the Articles of Incorporation are proposed as follows.

(1) New provisions will be added to transfer to a Company with an Audit and Supervisory Committee (Article 4 of the Proposed Revision).
(2) New provisions will be added in relation to Directors serving as Audit and Supervisory Committee Members (Article 20, Paragraph 2 and Article 21, Paragraph 2 of the Proposed Revision).
(3) The title of Chapter 5 will be changed from "AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD" to "AUDIT AND SUPERVISORY COMMITTEE", and the provisions regarding "Audit & Supervisory Board" will be replaced to provisions regarding "Audit and Supervisory Committee" (Article 32 to Article 34 of the Proposed Revision). Additionally, although the election of Full-time Audit and Supervisory Committee Members is not required by the Companies Act, the Company will make provisions to allow for the election of Full-time Audit and Supervisory Committee Members (Article 31 of the Proposed Revision).
(4) The provisions regarding Audit & Supervisory Board will be deleted in relation to the transfer to a Company with an Audit and Supervisory Committee (Article 31 to Article 33, Article 37 and Article 39 of the Current Articles of Incorporation).
(5) Other necessary changes will be made to existing articles in relation to the transfer to a Company with an Audit and Supervisory Committee (Article 20, Article 22, Article 24, Article 25, Article 27 and Article 28 of the Proposed Revision).
(6) Supplemental provisions will be added in relation to the elimination of Article 39 of the current Articles of Incorporation (Supplemental provisions of the Proposed Revision).
(7) The numbers of articles are reorganized and new numbers are assigned to paragraphs in relation to addition and elimination of articles.

[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
(Bodies) Article 4 Apart from the Ordinary General Meeting of Shareholders and Directors, the Company shall have the following bodies. (1) Board of Directors (2) Audit & Supervisory Board Member (3) Audit & Supervisory Board (4) Accounting Auditor	(Bodies) Article 4 Apart from the Ordinary General Meeting of Shareholders and Directors, the Company shall have the following bodies. (1) Board of Directors (2) Audit and Supervisory Committee (Deleted) (3) Accounting Auditor
(Number of Directors) Article 20 The number of Directors of the Company shall be ten (10) or less.	(Number of Directors) Article 20 The number of Directors shall be ten (10) or less (excluding those serving as Audit and Supervisory Committee Members). (2) The number of Directors of the Company who serve as Audit and Supervisory Committee Members shall be five (5) or less.
(Resolution for the Election of Directors) Article 21 (Omitted) (Newly established) (2) Election of Directors shall not be made via cumulative voting.	(Resolution for the Election of Directors) Article 21 (Unchanged) (2) Election of Directors pursuant to the provision of the preceding paragraph shall distinguish between Directors serving as Audit and Supervisory Committee Members and Directors not serving as Audit and Supervisory Committee Members. (3) Election of Directors shall not be made via cumulative voting.

[Translation for Reference and Convenience Purposes Only]

Current Articles of Incorporation	Proposed Revision
(Term of Office of Directors) Article 22 The term of office of Directors shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the final fiscal year within one (1) year after election.	(Term of Office of Directors) Article 22 The term of office of Directors <u>that are not Audit and Supervisory Committee Members</u> shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the final fiscal year within one (1) year after election. <u>The term of office of Directors serving as Audit and Supervisory Committee Members shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the final fiscal year within two (2) years after election.</u>
(Newly established)	<u>(2) The term of office of a Director elected to fill a vacancy shall expire at the time the term of office of his or her predecessor expires.</u>
(Notice of Convocation of the Meeting of the Board of Directors) Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director <u>and Audit & Supervisory Board Member</u> 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.	(Notice of Convocation of the Meeting of the Board of Directors) Article 24 Notice of convocation of the meeting of the Board of Directors shall be dispatched to each Director 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.
(Method of Resolution and Meeting Minutes of the Board of Directors) Article 25 (Omitted) (2) Concerning proceedings of the Board of Directors, Meeting Minutes of the Board of Directors shall be made, the points in progress of the meeting, the results, and other matters defined by laws and regulations shall be written or recorded, the Chairman and Directors <u>and Audit & Supervisory Board Members</u> in attendance shall stamp or electronically sign, and it shall be stored at the Company.	(Method of Resolution and Meeting Minutes of the Board of Directors) Article 25 (Unchanged) (2) Concerning proceedings of the Board of Directors, Meeting Minutes of the Board of Directors shall be made, the points in progress of the meeting, the results, and other matters defined by laws and regulations shall be written or recorded, the Chairman and Directors in attendance shall stamp or electronically sign, and it shall be stored at the Company.

[Translation for Reference and Convenience Purposes Only]

Current Articles of Incorporation	Proposed Revision
(Representative Directors and Corporate Vice Presidents)	(Representative Directors and Corporate Vice Presidents)
Article 27 The Company may, by a resolution by the Board of Directors, appoint one or more Directors as Representative Directors.	Article 27 The Company may, by a resolution by the Board of Directors, appoint one or more Directors who are not serving as Audit and Supervisory Committee Members as Representative Directors.
(Omitted)	(Unchanged)
(Remuneration for Directors)	(Remuneration for Directors)
Article 28 Remuneration, bonuses and other compensation provided for the execution of duties to Directors by the Company as income property (hereinafter "Remuneration, etc.") shall be determined by resolution of a General Meeting of Shareholders.	Article 28 Remuneration, bonuses and other compensation provided for the execution of duties to Directors by the Company as income property (hereinafter "Remuneration, etc.") shall be determined by resolution of a General Meeting of Shareholders, distinguishing between Directors serving as Audit and Supervisory Committee Members and Directors not serving as Audit and Supervisory Committee Members.
CHAPTER 5 AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT & SUPERVISORY BOARD	CHAPTER 5 AUDIT AND SUPERVISORY COMMITTEE
(Number of Audit & Supervisory Board Members) Article 31 The number of Audit & Supervisory Board Members of the Company shall be five (5) or less.	(Deleted)
(Resolution for the Election of Audit & Supervisory Board Members) Article 32 Resolution to elect an Audit & Supervisory Board Member shall be made when one-third (1/3) or more of shareholders that may exercise voting rights are in attendance, and a majority of those voting rights are exercised in favor of the election.	(Deleted)
(Term of Office of Audit & Supervisory Board Members) Article 33 The term of office of Audit & Supervisory Board Members shall be until the conclusion of the Ordinary General Meeting of Shareholders relating to the final fiscal year within four (4) years after election. The term of office of an Audit & Supervisory Board Member elected to fill a vacancy shall expire at the time the term of office of his or her predecessor expires.	(Deleted)

[Translation for Reference and Convenience Purposes Only]

Current Articles of Incorporation	Proposed Revision
(Full-time Audit & Supervisory Board Members) Article 34 The Audit & Supervisory Board shall, by its resolution, select full-time Audit & Supervisory Board Members.	(Full-time Audit and Supervisory Committee Members) Article 31 The Audit and Supervisory Committee may, by its resolution, select full-time Audit and Supervisory Committee Members.
(Notice of Convocation of the Meeting of the Audit & Supervisory Board) 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.	(Notice of Convocation of the Meeting of the Audit and Supervisory Committee) Article 32 Notice of convocation of the meeting of the Audit and Supervisory Committee shall be dispatched to each Audit and Supervisory Committee 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.
(Method of Resolution and Meeting Minutes of the Audit & Supervisory Board) Article 36 Unless otherwise provided by laws or regulations, a resolution of the Audit & Supervisory Board shall be adopted by a majority of Audit & Supervisory Board Members. (2) Concerning proceedings of the Audit & Supervisory Board, Meeting Minutes of the Audit & Supervisory Board shall be made, the points in progress of the meeting, the results, and other matters defined by laws and regulations shall be written or recorded, the Audit & Supervisory Board Members in attendance shall stamp or electronically sign, and it shall be stored at the Company.	(Method of Resolution and Meeting Minutes of the Audit and Supervisory Committee) Article 33 A resolution of the Audit and Supervisory Committee shall be adopted by a majority of the Audit and Supervisory Committee Members, provided that a majority are present. (2) Concerning proceedings of the Audit and Supervisory Committee, Meeting Minutes of the Audit and Supervisory Committee shall be made, the points in progress of the meeting, the results, and other matters defined by laws and regulations shall be written or recorded, the Audit and Supervisory Committee Members in attendance shall stamp or electronically sign, and it shall be stored at the Company.
(Remuneration for Audit & Supervisory Board Members) Article 37 Remuneration for Audit & Supervisory Board Members shall be determined by a resolution of a General Meeting of Shareholders.	(Deleted)
(Regulations of the Audit & Supervisory Board) Article 38 In addition to applicable provisions of laws and regulations and these Articles of Incorporation, all matters concerning the Audit & Supervisory Board shall be governed by the Regulations of the Audit & Supervisory Board adopted by the Audit & Supervisory Board.	(Regulations of the Audit and Supervisory Committee) Article 34 In addition to applicable provisions of laws and regulations and these Articles of Incorporation, all matters concerning the Audit and Supervisory Committee shall be governed by the Regulations of the Audit and Supervisory Committee adopted by the Audit and Supervisory Committee.

[Translation for Reference and Convenience Purposes Only]

Current Articles of Incorporation	Proposed Revision
(Exemption of Liabilities of Audit & Supervisory Board Members) Article 39 By a resolution of the Board of Directors, the Company may, in accordance with the provision of Article 426, Paragraph 1 of the Companies act, exempt an Audit & Supervisory Board Member (including a person who was an Audit & Supervisory Board Member) from liability for damages caused by negligence of his or her duties to the extent provided by laws and regulations. (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 regulation.	(Deleted)
Article 40 to Article 42 (Omitted)	Article 35 to Article 37 (Unchanged)
(Newly established)	Supplemental Provisions Article 1 The Company may, via resolution of the Board of Directors and within the limits of laws and regulations, limit the liability for damages of previous Audit & Supervisory Board Members pursuant to Article 423, Paragraph 1 of the Companies Act, regarding actions prior to the conclusion of the 77th Ordinary General Meeting of Shareholders. (2) Concerning agreements to limit liability for damages of Audit & Supervisory Board Members pursuant to Article 423, Paragraph 1 of the Companies Act regarding actions prior to the conclusion of the 77th Ordinary General Meeting of Shareholders, these shall be defined by Article 39, Paragraph 2 of the Articles of Incorporation prior to amendment at said Ordinary General Meeting of Shareholders.

[Translation for Reference and Convenience Purposes Only]

Proposal No. 3: Election of Five (5) Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

The Company will transfer to a Company with an Audit and Supervisory Committee, subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation". The term of office of all six (6) current Directors will expire at the conclusion of this 77th Ordinary General Meeting of Shareholders. Accordingly, we kindly ask our shareholders to elect five (5) Directors (excluding Directors serving as Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal) after transition to a Company with an Audit and Supervisory Committee. This Proposal shall become effective provided that "Partial Amendments to the Articles of Incorporation" in Proposal No. 2 take effect.

The candidates for Director are as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 1 Masanobu Yoshizawa (August 25, 1953) Number of Shares Held: 28,100 Reappointment	April 1976 Joined Nissan Motor Co., Ltd. April 2000 General Manager, Parts Purchasing Department No.1, Nissan Motor Co., Ltd. April 2003 Joined the Company Senior Vice President and General Manager, Overseas Business Department June 2004 Director and Senior Vice President April 2005 Director and Executive Vice President April 2007 Director and Executive Vice President June 2009 Representative Director and Executive Vice President April 2011 President and Representative Director June 2015 Representative Director and Executive President (current position) **Significant Concurrent Positions** President and Representative Director, UNIPRES R&D Co., Ltd. Director, UNIPRES KYUSHU CORPORATION Director, UNIPRES NORTH AMERICA, INC. Director, UNIPRES U.S.A., INC. Director, UNIPRES SOUTHEAST U.S.A., INC. Director, UNIPRES ALABAMA, INC. Director, UNIPRES MEXICANA, S.A. DE C.V. Director, UNIPRES (UK) LIMITED Director, UNIPRES (CHINA) CORPORATION Director, UNIPRES GUANGZHOU CORPORATION Director, UNIPRES ZHENGZHOU CORPORATION Director, UNIPRES PRECISION GUANGZHOU CORPORATION Director, UNIPRES INDIA PRIVATE LIMITED Director, UNIPRES (THAILAND) CO., LTD. Commissioner, PT. UNIPRES INDONESIA **Reasons for nomination as a candidate for Director** Mr. Masanobu Yoshizawa has been selected as a candidate for Director because of his business achievements in Corporate Planning, Overseas Business, and Purchasing divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.

[Translation for Reference and Convenience Purposes Only]

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 2 Shigeru Asahi (April 3, 1951) Number of Shares Held: 13,600 Reappointment	March 1975 Joined Yamato Kogyo Co., Ltd. (currently UNIPRES CORPORATION) April 2003 General Manager, Corporate Planning Department April 2004 Senior Vice President and General Manager, Corporate Planning Department June 2006 Director and Senior Vice President April 2007 Director and Executive Vice President April 2011 Director and Executive Vice President (current position) **Current Responsibilities** China Region Corporate Planning, Overseas Business and Russia Project Office **Significant Concurrent Positions** Director, UNIPRES (UK) LIMITED Chairman and President, UNIPRES (CHINA) CORPORATION Chairman, UNIPRES GUANGZHOU CORPORATION Chairman, UNIPRES ZHENGZHOU CORPORATION Chairman, UNIPRES PRECISION GUANGZHOU CORPORATION Director, UNIPRES INDIA PRIVATE LIMITED Director, UNIPRES (THAILAND) CO., LTD. Director, PT. UNIPRES INDONESIA Director, UM CORPORATION, SAS Director, MA Automotive Brazil Ltd. **Reasons for nomination as a candidate for Director** Mr. Shigeru Asahi has been selected as a candidate for Director because of his business achievements in Corporate Planning, Cost Planning, and Overseas Business divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.

[Translation for Reference and Convenience Purposes Only]

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 3 Atsushi Shizuta (December 22, 1954) Number of Shares Held: 3,800 Reappointment	April 1977 Joined Nissan Motor Co., Ltd. April 2002 General Manager, Advanced Vehicle Engineering Department April 2006 Corporate Vice President April 2008 Senior Vice President April 2014 Joined the Company Executive Vice President June 2014 Director and Executive Vice President April 2015 Director and Executive Vice President (current position) **Current Responsibilities** Engineering Division, Quality Assurance and Tool & Die **Significant Concurrent Positions** Director, UNIPRES R&D Co., Ltd. **Reasons for nomination as a candidate for Director** Mr. Atsushi Shizuta has been selected as a candidate for Director because of his business achievements in Engineering and Quality Assurance divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.
No. 4 Hiroyoshi Yamakawa (July 4, 1956) Number of Shares Held: 19,000 Reappointment	October 1985 Joined Yamakawa Industrial Co., Ltd. (currently UNIPRES CORPORATION) April 2003 General Manager, TM Engineering Department, Transmission Parts Business Division April 2005 Senior Vice President General Manager, TM Engineering Department and Deputy Division Manager, Transmission Parts Business Division November 2011 Chairman and President, UNIPRES PRECISION GUANGZHOU CORPORATION April 2012 President, UNIPRES (CHINA) CORPORATION April 2013 Senior Vice President, the Company June 2013 Director and Senior Vice President April 2015 Director and Executive Vice President (current position) **Current Responsibilities** Engineering Division and Plastics Parts **Significant Concurrent Positions** Director, UNIPRES R&D Co., Ltd. **Reasons for nomination as a candidate for Director** Mr. Hiroyoshi Yamakawa has been selected as a candidate for Director because of his business achievements in Transmission Parts Business and Plastics Parts Business divisions, and the Company has determined that he is suited to be a Director of the Company from this extensive experience and ability.

[Translation for Reference and Convenience Purposes Only]

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 5 Yoshiaki Shimada (February 18, 1964) Number of Shares Held: 0 New candidate Outside Non-executive	April 1986 Joined Nippon Steel Corporation (currently Nippon Steel & Sumitomo Metal Corporation) April 2011 General Manager, Tin Mill Products Sales Div., Flat Products Division April 2016 Executive Officer Vice Head of Unit, Flat Products Unit (current position) **Significant Concurrent Positions** Executive Officer, Nippon Steel & Sumitomo Metal Corporation **Reasons for nomination as a candidate for Outside Director** Mr. Yoshiaki Shimada has been selected as a candidate for Outside Director due to his position as an Executive Officer at Nippon Steel & Sumitomo Metal Corporation. In the expectation that his wealth of knowledge related to automotive steel sheets being useful to the Company's operation, the Company has determined that he is suited for the position.

(Notes)

1. Mr. Yoshiaki Shimada 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 other candidates and the Company.
3. Mr. Yoshiaki Shimada is a candidate for Outside Director.
4. In the case that Mr. Yoshiaki Shimada is appointed as a Director, the Company plans to conclude an agreement with Mr. Yoshiaki Shimada 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.

[Translation for Reference and Convenience Purposes Only]

Proposal No. 4: Election of Three (3) Directors Serving as Audit and Supervisory Committee Members

The Company will transfer to a Company with an Audit and Supervisory Committee, subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation". We kindly ask our shareholders to elect three (3) Directors serving as Audit and Supervisory Committee Members. This Proposal shall become effective provided that "Partial Amendments to the Articles of Incorporation" in Proposal No. 2 take effect.

The candidates for Directors serving as Audit and Supervisory Committee Members are as follows:

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 1 Mitsuhiro Kakinuma (March 27, 1952) Number of Shares Held: 0 New candidate	April 1975 Joined the Industrial Bank of Japan, Limited (currently Mizuho Bank, Ltd.) April 2002 General Manager, Foreign Exchange Department, Mizuho Bank, Ltd. June 2005 Executive Officer, IINO KAIUN KAISHA, LTD. July 2009 Director, Mizuho Health Insurance Society June 2012 Audit & Supervisory Board Member, the Company (Part-time) June 2015 Audit & Supervisory Board Member, the Company (Full-time) (current position) **Significant Concurrent Positions** Audit & Supervisory Board Member, UNIPRES MOLD CORPORATION **Reasons for nomination as a candidate for Director** Mr. Mitsuhiro Kakinuma has been selected as a candidate for Director because of his extensive knowledge accumulated through long years of experience at financial institutions. The Company has determined that he is suited to execute duties of administrative supervision based on his performance as a Full-time Audit & Supervisory Board Member of the Company.

[Translation for Reference and Convenience Purposes Only]

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 2 Hiroko Yoshiba (February 20, 1966) Number of Shares Held: 0 New candidate Outside Independent Director	April 1997 Registered as attorney at low (Dai-Ichi Tokyo Bar Association) Joined Yoshiba Law Office (currently Yoshiba Akisada Law Office) (current position) April 2002 Part-time Lecturer, Faculty of Law, Chuo University June 2006 Manager, Nakanogou Credit Association (current position) April 2007 Part-time Lecturer, the Chuo Law School, Chuo University October 2008 Member, the Information Disclosure and Personal Information Protection Review Board, Kawasaki City (current position) April 2012 Professor, Legal Training and Research Institute of the Supreme Court June 2015 Director, the Company (current position) April 2016 Member, the Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications (current position) April 2016 Member, Administrative Appeal Review Board, Kawasaki City (current position) April 2016 Visiting Lecturer, the Chuo Law School, Chuo University (current position) **Significant Concurrent Positions** Attorney at law (Yoshiba Akisada Law Office) Auditor, Nakanogou Credit Association (part-time) Member, the Information Disclosure and Personal Information Protection Review Board, Ministry of Internal Affairs and Communications **Reasons for nomination as a candidate for Outside Director** 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, because of the expectation that she is capable of providing overall management supervision and effective advice.

[Translation for Reference and Convenience Purposes Only]

Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held
No. 3 Shigeru Nishiyama (October 27, 1961) Number of Shares Held: 0 New candidate Outside Independent Director	April 1984 Joined Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC) March 1987 Registered as certified public accountant August 1995 Retired Tohmatsu & Co. (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 (current position) June 2015 Audit & Supervisory Board Member, the Company (current position) June 2016 Outside Audit & Supervisory Board Member, RICOH COMPANY, LTD. (planned) **Significant Concurrent Positions** Professor, Waseda University Graduate School Outside Audit & Supervisory Board Member, Pigeon Corporation Outside Audit & Supervisory Board Member, RICOH COMPANY, LTD. (planned) **Reasons for nomination as a candidate for Outside Director** Mr. Shigeru Nishiyama has been selected as a candidate for Outside Director 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 independently execute duties of administrative supervision because of the expectation that he is capable of providing overall management supervision and effective advice.

Notes:

1. There is no special interest between the candidates and the Company.
2. Ms. Hiroko Yoshiba and Mr. Shigeru Nishiyama are candidates for Outside Director.
3. Ms. Hiroko Yoshiba is currently an Outside Director of the Company, and her term as Outside Director will be one year at the conclusion of this General Meeting of Shareholders.
4. The Company plans to designate Ms. Hiroko Yoshiba and Mr. Shigeru Nishiyama as Independent Directors as stipulated by the Tokyo Stock Exchange, and plans to notify the Tokyo Stock Exchange to that effect. While Mr. Shigeru 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 20 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. The Company has entered into agreements with Audit & Supervisory Board Members Messrs. Mr. Mitsuhiro Kakinuma and Mr. Shigeru Nishiyama, and Outside Director Ms. Hiroko Yoshiba 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. Furthermore, if the election of each candidate for Director Serving as Audit and Supervisory Committee Member is approved, the Company plans to enter into identical agreements to limit the maximum amount of their liability with each person.

[Translation for Reference and Convenience Purposes Only]

Proposal No. 5: Remuneration for Directors (Excluding Directors Serving as Audit and Supervisory Committee Members)

Concerning the maximum amount of remuneration for Directors of the Company, it was approved to be within ¥550 million per annum at the 72nd Ordinary General Meeting of Shareholders held on June 28, 2011 and has continued to this day, but the Company will transfer to a Company with an Audit and Supervisory Committee, subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation." As a result, in line with the stipulations of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, in replacement of the framework regarding remuneration, etc., that is currently in place for Directors (excluding Audit and Supervisory Committee Members; hereinafter the same shall apply in this Proposal), the Company proposes to set the maximum amount of remuneration, etc., to within ¥550 million per annum (including remuneration of ¥30 million for Outside Directors), the same amount, and concerning specific amounts to each Director and determination of the timing of payment, the Company requests that these be accomplished via resolution of the Board of Directors.

Currently there are six (6) Directors, but if Proposals No. 2 and No. 3 are approved and resolved as originally proposed, the number of Directors will be five (5) (including one (1) Outside Director).

Proposal No. 6: Remuneration for Directors Serving as Audit and Supervisory Committee Members

The Company will transfer to a Company with an Audit and Supervisory Committee, subject to the approval of Proposal No. 2 "Partial Amendments to the Articles of Incorporation." As a result, in line with the stipulations of Article 361, Paragraph 1 and Paragraph 2 of the Companies Act, and in consideration of various factors such as the economic climate, the Company proposes to set the maximum amount of remuneration, etc., for Directors serving as Audit and Supervisory Committee Members to within ¥100 million per annum, the same amount as currently for Audit & Supervisory Board Members, and concerning specific amounts to each Audit and Supervisory Committee Member and determination of the timing of payment, the Company requests that these be accomplished via resolution of the Audit and Supervisory Committee.

If the Proposals No. 2 and No. 4 are approved and resolved as originally proposed, the number of Directors serving as Audit and Supervisory Committee Members will be three (3) (including two (2) Outside Directors).