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(Security Code 6473)
June 8, 2016

To Shareholders with Voting Rights:

Tetsuo Agata
President
JTEKT Corporation
3-5-8 Minami-semba, Chuo-ku,
Osaka, Japan

NOTICE OF
THE 116TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

We would like to express our appreciation for your continuous support.

You are cordially invited to attend the 116th Annual General Meeting of Shareholders of JTEKT Corporation (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights either in writing or via the Internet.

Please follow "Guidance on Exercising Your Voting Rights" on page 2 and exercise your voting rights by reference to the attached Reference Documents for the General Meeting of Shareholders by no later than 5:40 p.m. on Monday, June 27, 2016, Japan time.

1. **Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. Japan time

2. **Place:** Kujaku Room, 4F, Hotel Nikko Osaka located at 1-3-3 Nishi-Shinsaibashi, Chuo-ku, Osaka, Japan

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Audit & Supervisory Board for the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 116th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of 11 Directors
Proposal 3: Payment of Directors' Bonuses

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Also, please remember to bring this convocation notice to the meeting place to help conserve paper resources.

Only our shareholders are allowed to enter the meeting place. Persons attending as proxies for shareholders must be shareholders themselves. Shareholders who concurrently exercise the voting rights of other shareholders as proxies are kindly requested to submit the following: their Voting Rights Exercise Forms as shareholders, their Voting Rights Exercise Forms for voting as proxies, and documents certifying their status as proxies.

Guidance on Exercising Your Voting Rights

By Attending the Meeting	By Postal Mail	Via the Internet
Please bring the enclosed Voting Rights Exercise Form and submit it at the reception desk.	Please enter your vote for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the Form.	Please visit the website designated by the Company for the exercise of voting rights (http://www.web54.net) and enter your vote for or against each of the proposals.
Date of the meeting:	Deadline for voting:	Deadline for voting:
June 28, 2016 (Tuesday), 10:00 a.m.	The Form must be received by 5:40 p.m., Monday, June 27, 2016.	The votes must be received by 5:40 p.m., Monday, June 27, 2016.

Concerning the Platform for the Electronic Exercise of Voting Rights (for Institutional Investors)

Institutional investors have the option of voting by electromagnetic means via the Platform for the Electronic Exercise of Voting Rights operated by ICJ Inc.

Concerning the Disclosure via the Internet

- From among the documents attached to this convocation notice, the notes to the consolidated financial statements and the notes to the non-consolidated financial statements are disclosed on our website (http://www.jtekt.co.jp) in accordance with laws and regulations and the provisions of Article 14 of the Articles of Incorporation of the Company. Therefore, they are not stated in this convocation notice.
- If there is any need for revision, the revised documents will be posted on the Company's website immediately (http://www.jtekt.co.jp).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In consideration of the business results of the 116th Fiscal Year and business development in the future, we propose the appropriation of surplus for the fiscal year under review as follows:

Matters related to the year-end dividend:

(1) Matters related to the distribution of dividend properties to shareholders and the total dividend for the fiscal year under review
Payment of 21 yen per share of common stock Total: 7,203,355,740 yen
Combined with the interim dividend (21 yen per share), the total annual dividend for the fiscal year under review will be 42 yen per share of common stock.

(2) Effective date of the dividend from surplus
June 29, 2016

Proposal 2: Election of 11 Directors

The terms of office of all 10 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. The election of 11 Directors is proposed, for an increase by one to reinforce the management structure.

The candidates are as follows:

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
1	Tetsuo Agata (April 26, 1953) <Reappointed> Term of office as a Director: 3 years	April 1976 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2004 Managing Officer, Toyota Motor Corporation June 2008 Senior Managing Director, Toyota Motor Corporation May 2011 Advisor, Toyota Industries Corporation June 2011 Vice President, Toyota Industries Corporation May 2013 Advisor of the Company June 2013 President (to present) [Reasons for nomination as a candidate for Director] Mr. Tetsuo Agata has served as Representative Director and President of the Company since 2013 and has appropriately supervised the management toward the enhancement of the corporate value. He has a good personality with high ethical standards and fairness, and has extensive experience and considerable insight as a business manager. We therefore propose his election in order to promote group management and reinforce the corporate governance of the Company.	46,510
2	Seiho Kawakami (December 23, 1953) <Reappointed> Term of office as a Director: 6 years	April 1978 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2006 Managing Officer, Toyota Motor Corporation June 2010 Senior Executive Director of the Company June 2013 Executive Vice President (to present) [Current responsibilities] TQM Promotion Dept., R&D Headquarters, Steering Systems Business Headquarters [Reasons for nomination as a candidate for Director] Mr. Seiho Kawakami has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has garnered reliable product knowledge in the engineering and research divisions and has also acquired extensive experience and considerable insight as a General Manager for the Automotive Systems Business Headquarters of the Company. We therefore propose his election in order to surely promote the sustainable growth and reinforced corporate governance of the Company.	13,320

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
3	Masakazu Isaka (November 1, 1952) <Reappointed> Term of office as a Director: 6 years	April 1975 Joined the Company June 2004 Director June 2005 Managing Officer June 2008 Executive Managing Officer June 2010 Executive Director June 2011 Senior Executive Director June 2013 Executive Vice President (to present) [Current responsibilities] Safety & Health Control Dept., Machine Tools and Mechatronics Operations Headquarters [Reasons for nomination as a candidate for Director] Mr. Masakazu Isaka has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has extensive experience and considerable insight in production engineering. He also has garnered extensive experience and deep insight from a cross-sectoral perspective as a General Manager for the Bearing Operations Headquarters and the Machine Tools and Mechatronics Operations Headquarters, two of the Company's four Operations Headquarters. We therefore propose his election in order to surely promote the sustainable growth and reinforced corporate governance of the Company.	26,810
4	Atsushi Kume (September 22, 1954) <Reappointed> Term of office as a Director: 4 years	April 1977 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) January 2007 Seconded to Toyota Motor Engineering & Manufacturing North America, Inc. (TEMA), equivalent to General Manager, Toyota Motor Corporation April 2011 Advisor of the Company June 2011 Managing Officer June 2012 Executive Director June 2014 Senior Executive Director (to present) [Current responsibilities] Environment Control Dept., Export Control Dept., Production Engineering Headquarters, Purchasing Headquarters, Production Administration Headquarters [Reasons for nomination as a candidate for Director] Mr. Atsushi Kume has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has garnered extensive experience and considerable insight as a supervisor of business execution in the Production Engineering Headquarters and Production Administration Headquarters and Purchasing Headquarters. We therefore propose his election in order to realize the sustainable enhancement of corporate value of the Company.	14,680

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
5	Hiroyuki Miyazaki (May 23, 1956) <Reappointed> Term of office as a Director: 3 years	April 1980 Joined the Company January 2008 Senior General Manager June 2009 Managing Officer June 2012 Executive Managing Officer June 2013 Executive Director October 2014 Senior Executive Director (to present) [Current responsibilities] Quality Business Revolution Office, Quality Management Headquarters, Bearing Operations Headquarters [Reasons for nomination as a candidate for Director] Mr. Hiroyuki Miyazaki has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He is extensively experienced in engineering and R&D and has garnered extensive experience and considerable insight as a General Manager for the Bearing Operations Headquarters. We therefore propose his election in order to realize the sustainable enhancement of corporate value of the Company.	9,650
6	Hiroyuki Kaijima (August 26, 1956) <Reappointed> Term of office as a Director: 2 years	April 1979 Joined Toyoda Machine Works Ltd. February 2002 General Manager, Overseas Business Dept., Toyoda Machine Works Ltd. June 2003 Director, Toyoda Machine Works Ltd. June 2005 Managing Officer, Toyoda Machine Works Ltd. January 2006 Managing Officer of the Company June 2012 Executive Managing Officer June 2014 Executive Director (to present) [Current responsibilities] Sales & Marketing Headquarters [Reasons for nomination as a candidate for Director] Mr. Hiroyuki Kaijima has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has garnered extensive experience and considerable insight through his involvement in the management of sales and marketing activities and the management of overseas business entities in North America. We therefore propose his election in order to realize the sustainable enhancement of corporate value of the Company.	10,380

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
7	Takao Miyatani (December 24, 1940) <Reappointed> <Outside Director> <Independent Director> Term of office as a Director: 1 year	April 1963 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) July 1995 General Manager (Senior General Manager), IT Engineering Dept., Toyota Motor Corporation January 1999 Seconded to YUTAKA SEIMITSU KOGYO LTD., equivalent to Counselor, Toyota Motor Corporation June 1999 President, YUTAKA SEIMITSU KOGYO LTD. May 2000 Vice Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION May 2005 Chairman, JAPAN GEAR MANUFACTURERS ASSOCIATION June 2015 Director of the Company (to present) [Reasons for nomination as a candidate for Director] Mr. Takao Miyatani has extensive experience and considerable insight through his many years of involvement in manufacturing as a business manager and chairman of industrial organizations and has supervised the management appropriately as an Outside Director. We therefore propose his election to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.	2,000
8	Iwao Okamoto (June 25, 1946) <Reappointed> <Outside Director> <Independent Director> Term of office as a Director: 1 year	April 1970 Joined the Ministry of International Trade and Industry (MITI) (currently Ministry of Economy, Trade and Industry (METI)) September 1999 Director-General, Basic Industries Bureau, MITI January 2001 Director-General, Manufacturing Industries Bureau, METI July 2002 Director-General, Agency for Natural Resources and Energy October 2003 Senior Executive Director, Japan Bank for International Cooperation October 2005 Managing Executive Officer, SUMITOMO CORPORATION April 2006 Senior Managing Executive Officer, SUMITOMO CORPORATION June 2007 Representative Director, Senior Managing Executive Officer, SUMITOMO CORPORATION April 2009 Representative Director, Assistant to President and CEO, SUMITOMO CORPORATION July 2009 President, Japan Cooperation Center for the Middle East (JCCME) May 2011 President Executive, JAPAN-CHINA ECONOMIC ASSOCIATION (to present) June 2015 Director of the Company (to present) [Reasons for nomination as a candidate for Director] Mr. Iwao Okamoto has extensive experience and considerable insight in industrial and economic activities in Japan and abroad through his service in significant positions in various organizations such as the Ministry of Economy, Trade and Industry and the JAPAN-CHINA ECONOMIC ASSOCIATION, and has supervised the management appropriately as an Outside Director. We therefore propose his election to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.	0

No.	Name (Date of birth)	Past experience, positions, responsibilities, and significant concurrent positions	Number of shares of the Company held
9	Seiichi Sudo (April 21, 1951) <Newly appointed>	April 1974 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) January 2012 Senior Managing Officer, Toyota Motor Corporation June 2013 Executive Vice President, Toyota Motor Corporation (to present) April 2016 Advisor of the Company (to present) [Reasons for nomination as a candidate for Director] Mr. Seiichi Sudo has a good personality with high ethical standards and fairness and has garnered extensive experience and considerable insight as a business manager in Japan and abroad. We therefore propose his election in order to realize the sustainable enhancement of corporate value of the Company and reinforce corporate governance from a wide perspective and heightened viewpoints backed by experience.	20,000
10	Tomokazu Takahashi (January 17, 1958) <Newly appointed>	April 1981 Joined the Company January 2006 General Manager, Automotive Sales Planning Dept. June 2008 Managing Officer April 2013 Executive Managing Advisor April 2014 Executive Managing Officer (to present) [Current responsibilities] Corporate Planning Dept., Personnel and General Administration Division [Reasons for nomination as a candidate for Director] Mr. Tomokazu Takahashi has garnered extensive experience and considerable insight through his involvement in the management of sales and marketing activities and the management of overseas business entities in North America and Europe. We therefore propose his election in order realize the sustainable enhancement of corporate value of the Company.	6,190
11	Takumi Matsumoto (April 9, 1961) <Newly appointed>	April 1986 Joined Toyota Motor Corporation August 2010 General Manager, BR-Electric Vehicle/Charge System Development Dept., Toyota Motor Corporation April 2015 Managing Officer of the Company October 2015 Executive Managing Officer (to present) [Current responsibilities] Driveline Systems Business Headquarters [Reasons for nomination as a candidate for Director] Mr. Takumi Matsumoto has acquired reliable product knowledge in the engineering and development divisions. He has also garnered extensive experience and considerable insight through his involvement in corporate management as a Deputy General Manager for the Automotive Systems Business Headquarters of the Company. We therefore propose his election in order to realize the sustainable enhancement of corporate value of the Company.	1,130

(Notes)

1. No conflicts of interest exist between the Company and above candidates.
2. Messrs. Takao Miyatani and Iwao Okamoto are candidates for Outside Directors.
   Their terms of office as Outside Directors will reach one year at the conclusion of this meeting.
3. Messrs. Takao Miyatani and Iwao Okamoto are candidates for independent directors under the provisions of the Tokyo Stock Exchange, etc.
4. The Company has concluded liability limitation agreements with Mr. Takao Miyatani and Mr. Iwao Okamoto to limit their liability as stipulated in article 423-1 of the Companies Act up to the minimum amount stipulated in article 425-1 of the Companies Act, in accordance with the Articles of Incorporation. If elections of Mr. Takao Miyatani and Mr.

Iwao Okamoto are approved as proposed, the Company intends to continue the liability limitation agreements with them.

5. The terms of office of the Directors are stated as of the conclusion of this meeting.

Proposal 3: Payment of Directors' Bonuses

In consideration of the business results of the fiscal year under review, we propose the payment of Directors' bonuses in the total amount of 168,925,000 yen to 8 Directors (excluding Outside Directors) in office as of the end of the fiscal year under review. We also propose that decisions on the payment date, payment method, and amounts to be allocated to the respective directors be entrusted to the Board of Directors.