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(Security Code 6473)
June 5, 2020

To Shareholders with Voting Rights:

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

NOTICE OF THE 120TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

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

Please allow us to offer our respectful condolences for those who have passed away from COVID-19 and their families, and our best wishes for all those affected by the disease. We would also like to express our heartfelt gratitude and respect for the medical staff involved in treating COVID-19 night and day, and all the people working in various contexts to support society.

The 120th Annual General Meeting of Shareholders of JTEKT Corporation (the "Company") will be held as follows.

Please note that this year, in order to prevent COVID-19 infection, shareholders are requested to consider refraining from attending the venue in person, based on their own discernment of the situation. Voting rights may be exercised by postal mail or via the Internet, so please follow "Guidance on Exercising Your Voting Rights" on page 3 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 Wednesday, June 24, 2020, Japan time.

1. **Date and Time:** Thursday, June 25, 2020 at 10:00 a.m.

2. **Place:** "WITH" Hall, 1F of JTEKT Kariya Plant
2-2 Showa-cho, Kariya, Aichi, Japan
*A proprietary venue has been selected this year, on consideration of the possibility that the Company's usual venue for the Annual General Meeting of Shareholders, the hotel in Osaka City, will not be available due to the impact of COVID-19. Please see the venue access map provided on the final page, and ensure that you attend the correct venue.

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 120th Fiscal Year (April 1, 2019 - March 31, 2020) 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 120th Fiscal Year (April 1, 2019 - March 31, 2020)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of 13 Directors

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.

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 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. Please note that the consolidated financial statements and the non-consolidated financial statements audited respectively by the Accounting Auditor and the Audit & Supervisory Board include the notes to the consolidated financial statements and the notes to the non-consolidated financial statements disclosed on the website below, in addition to the consolidated financial statements and the non-consolidated financial statements stated in the Attached Documents provided with this Notice.
- If there is any need for revision, the revised documents will be posted on the Company's website immediately.
- The contents of this Notice have been displayed on the Company's website before the notice was dispatched by post, in order to make this information available early.

The Company's website ► https://www.jtekt.co.jp
The Company's website (English) ► https://www.jtekt.co.jp/e/

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 (https://www.web54.net) and enter your vote for or against each of the proposals.
Date of the meeting:	Deadline for voting:	Deadline for voting:
Thursday, June 25, 2020 at 10:00 a.m.	The Form must be received by 5:40 p.m., Wednesday, June 24, 2020.	The votes must be received by 5:40 p.m., Wednesday, June 24, 2020.

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.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In consideration of the business results of the 120th Fiscal Year and business development in the future, we propose the appropriation of surplus as follows:

1. Matters related to the appropriation of other surplus:

(1) Items with increased surplus and its amount
Retained earnings brought forward 30,000,000,000 yen
(2) Items with decreased surplus and its amount
General reserve 30,000,000,000 yen

2. 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 16 yen per share of common stock Total: 5,488,124,352 yen
Combined with the interim dividend (22 yen per share), the total annual dividend for the fiscal year under review will be 38 yen per share of common stock.
(2) Effective date of the dividend from surplus
June 26, 2020

Proposal 2: Election of 13 Directors

The terms of office of all 11 Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 13 Directors is proposed.

The candidates are as follows:

No.		Name	Current positions and responsibilities at the Company
1	<Reappointed>	Hiroyuki Kaijima	Executive Vice-President Sales & Marketing Division
2	<Reappointed>	Katsumi Yamamoto	Senior Executive Director Bearings Business Unit
3	<Reappointed>	Takumi Matsumoto	Executive Director Driveline Systems Business Unit
4	<Reappointed>	Makoto Sano	Executive Director Production Support Division
5	<Reappointed>	Shinji Kato	Executive Director Machine Tools and Mechatronics Business Unit
6	<Reappointed>	Hirofumi Matsuoka	Executive Director Steering Systems Business Unit
7	<Reappointed>	Kazuhisa Makino	Executive Director Corporate Division
8	<Reappointed> <Outside Director> <Independent Director>	Takao Miyatani	Director
9	<Reappointed> <Outside Director> <Independent Director>	Iwao Okamoto	Director
10	<Reappointed> <Outside Director>	Takeshi Uchiyamada	Director
11	<Newly appointed>	Kazuhiro Sato	Advisor
12	<Newly appointed>	Tomokazu Takahashi	Advisor
13	<Newly appointed>	Haruhiko Segawa	Executive Managing Officer Assistant to the President

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
1	Hiroyuki Kaijima (August 26, 1956) <Reappointed> Term of office as a Director: 6 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 June 2018 Senior Executive Director June 2019 Executive Vice-President (to present) [Current responsibilities] Sales & Marketing Division [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 operating companies in North America, and through fulfilling his duties as a director in charge of the Sales & Marketing Division. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	12,082
2	Katsumi Yamamoto (February 27, 1959) <Reappointed> Term of office as a Director: 1 year	April 1981 Joined the Company January 2006 General Manager, Business Planning Dept., Bearing Operations Headquarters June 2010 Managing Officer April 2015 Executive Managing Officer April 2016 Advisor June 2016 President, DAIBEA Co., Ltd. June 2019 Senior Executive Director (to present) [Current responsibilities] Bearings Business Unit [Reasons for nomination as a candidate for Director] Mr. Katsumi Yamamoto 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 fulfilling his duties as a director in charge of the Bearings Business Unit. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	14,196

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
3	Takumi Matsumoto (April 9, 1961) <Reappointed> Term of office as a Director: 4 years	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 June 2016 Executive Director (to present) [Current responsibilities] Driveline Systems Business Unit [Reasons for nomination as a candidate for Director] Mr. Takumi Matsumoto has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in the engineering and development divisions. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Driveline Systems Business Unit of the Company. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	10,459
4	Makoto Sano (August 17, 1957) <Reappointed> Term of office as a Director: 2 years	April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) January 2007 General Manager, Administrative Section, Tahara Plant, Toyota Motor Corporation March 2014 Senior General Manager, the Company April 2014 Managing Officer April 2015 Executive Managing Officer June 2018 Executive Director (to present) [Current responsibilities] Production Support Division [Reasons for nomination as a candidate for Director] Mr. Makoto Sano 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 fulfilling his duties as a director in charge of the Production Support Division. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	12,928

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
5	Shinji Kato (February 7, 1958) <Reappointed> Term of office as a Director: 2 years	April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) July 2010 General Manager, Mechatronics Systems Dept., Toyota Motor Corporation January 2017 Senior General Manager, the Company April 2017 Managing Officer June 2018 Executive Director (to present) [Current responsibilities] Machine Tools and Mechatronics Business Unit [Reasons for nomination as a candidate for Director] Mr. Shinji Kato has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in production engineering. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Machine Tools and Mechatronics Business Unit. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	10,654
6	Hirofumi Matsuoka (December 25, 1961) <Reappointed> Term of office as a Director: 2 years	April 1985 Joined the Company April 2013 General Manager, System Development Dept., Automotive Systems Business Headquarters April 2014 Managing Officer April 2016 Executive Managing Officer June 2018 Executive Director (to present) [Current responsibilities] Steering Systems Business Unit [Reasons for nomination as a candidate for Director] Mr. Hirofumi Matsuoka has been engaged in corporate management as a Director and has fulfilled his roles and responsibilities appropriately. He has practical knowledge in products from working in steering systems division. He has also garnered extensive experience and considerable insight through fulfilling his duties as a director in charge of the Steering Systems Business Unit. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	13,100

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
7	Kazuhisa Makino (May 11, 1957) <Reappointed> Term of office as a Director: 1 year	April 1982 Joined Toyoda Machine Works Ltd. January 2005 General Manager, Corporate Management Dept., Toyoda Machine Works Ltd. June 2010 General Manager, Accounting Dept., the Company June 2011 Managing Officer April 2015 Executive Managing Officer June 2019 Executive Director (to present) [Current responsibilities] Corporate Division [Reasons for nomination as a candidate for Director] Mr. Kazuhisa Makino 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 fulfilling his duties as a director in charge of the Corporate Division. We therefore propose his re-election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	10,783
8	Takao Miyatani (December 24, 1940) <Reappointed> <Outside Director> <Independent Director> Term of office as a Director: 5 years	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 Outside 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 re-election as a Director to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.	2,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
9	Iwao Okamoto (June 25, 1946) <Reappointed> <Outside Director> <Independent Director> Term of office as a Director: 5 years	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 June 2015 Director of the Company (to present) [Reasons for nomination as a candidate for Outside 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 re-election as a Director to enable him to duly supervise the management as an Outside Director toward the sustainable enhancement of corporate value of the Company.	5,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
10	Takeshi Uchiyamada (August 17, 1946) <Reappointed> <Outside Director> Term of office as a Director: 2 years	April 1969 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 1998 Member of the Board of Directors, Toyota Motor Corporation June 2001 Managing Director, Toyota Motor Corporation June 2003 Senior Managing Director, Toyota Motor Corporation June 2004 Director, the Company June 2005 Executive Vice President, Toyota Motor Corporation June 2012 Vice Chairman of the Board of Directors, Toyota Motor Corporation June 2013 Resigned from Director of the Company Chairman of the Board of Directors, Toyota Motor Corporation (to present) June 2018 Director of the Company (to present) [Significant concurrent positions] Chairman of the Board of Directors, Toyota Motor Corporation External Director, Mitsui & Co., Ltd. [Reasons for nomination as a candidate for Outside Director] Mr. Takeshi Uchiyamada has extensive experience and considerable insight through his many years of involvement in manufacturing as a business manager. We therefore determined he is suitable as an Outside Director to duly oversee the management toward the sustainable enhancement of corporate value of the Company and propose his election as a Director.	8,300
11	Kazuhiro Sato (April 3, 1956) <Newly appointed>	April 1979 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) January 2005 General Manager, Quality Division, Toyota Motor Corporation April 2014 Managing Officer, Toyota Motor Corporation April 2017 Senior Managing Officer, Toyota Motor Corporation January 2019 Operating Officer, Toyota Motor Corporation January 2020 Advisor of the Company (to present) [Reasons for nomination as a candidate for Director] Mr. Kazuhiro Sato has a good personality with high ethical standards and fairness, and has extensive experience and considerable insight as a business manager. We propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company and strengthen corporate governance, from his high viewpoint and broad perspective, backed up by experience.	35,000

No.	Name (Date of birth)	Past experience, positions and responsibilities at the Company	Number of shares of the Company held
12	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 June 2016 Executive Director June 2018 Senior Executive Director April 2019 Director of the Company Senior Executive Officer, DENSO Corporation June 2019 Resigned from Director of the Company April 2020 Advisor of the Company (to present) [Reasons for nomination as a candidate for Director] Mr. Tomokazu Takahashi has been engaged in corporate management as a Director of the Company from 2016 to 2019, and has fulfilled his roles and responsibilities appropriately. During that time, he has served as a director in charge of the Corporate Division, and also has extensive experience and considerable insight nurtured during one year as a Senior Executive Officer of DENSO Corporation in FY2019. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	10,065
13	Haruhiko Segawa (February 16, 1959) <Newly appointed>	April 1981 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 2006 General Manager, Chassis Engineering Div. 2, Toyota Motor Corporation June 2013 Managing Officer April 2017 Executive Managing Officer April 2020 Executive Managing Officer (to present) [Current responsibilities] Assistant to the President [Reasons for nomination as a candidate for Director] Mr. Haruhiko Segawa has extensive experience and considerable insight, nurtured in technical and research divisions. Since April 2018, he has served as Managing Officer in charge of both the Research & Development Division and the Technical Division, appropriately fulfilling his roles and responsibilities. We therefore propose his election as a Director in order to realize the sustainable enhancement of corporate value of the Company.	10,158

(Notes)

1. No conflicts of interest exist between the Company and candidates.
2. Messrs. Takao Miyatani, Iwao Okamoto, and Takeshi Uchiyamada are candidates for Outside Directors.
   Terms of office of Messrs. Takao Miyatani and Iwao Okamoto as Outside Directors will reach five years at the conclusion of this meeting, and that of Mr. Takeshi Uchiyamada will reach two years 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, Mr. Iwao Okamoto and Mr. Takeshi Uchiyamada 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 the election of Mr. Takao Miyatani, Mr. Iwao Okamoto and Mr. Takeshi Uchiyamada is approved under this proposal, the Company intends to conclude the same liability limitation agreement with them.
5. The terms of office of the Directors are stated as of the conclusion of this meeting.