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Securities Code: 6995  
May 24, 2018

Dear Shareholders:

Kenji Miura  
President  
**TOKAI RIKA CO., LTD.**  
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

## Notice of the 71st Ordinary General Meeting of Shareholders

You are cordially invited to attend the 71st Ordinary General Meeting of Shareholders of TOKAI RIKA CO., LTD. (the "Company"), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:20 p.m. on Tuesday, June 12, 2018 (Japan Time).

- 1. Date and Time:** Wednesday, June 13, 2018, at 10:00 a.m.
- 2. Venue:** Head office of the Company  
3-260 Toyota, Oguchi-cho, Niwa-gun, Aichi, Japan

### 3. Meeting Agenda

#### Reports

1. The Business Report, the Consolidated Financial Statements and Non-Consolidated Financial Statements for the 71st fiscal year (from April 1, 2017 to March 31, 2018)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

#### Resolutions

- |                       |   |
|-----------------------|---|
| <b>Proposal No. 1</b> | Appropriation of Surplus                              |
| <b>Proposal No. 2</b> | Election of Thirteen (13) Directors                   |
| <b>Proposal No. 3</b> | Election of Two (2) Audit & Supervisory Board Members |
| <b>Proposal No. 4</b> | Payment of Bonuses to Directors                       |

- Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are not included in the documents (*omitted from this translation*) attached to this notice, but are posted on the Company's website below (in Japanese only), pursuant to the provisions of laws and regulations and the Company's Articles of Incorporation. The Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Board include the Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements posted on the Company's website, in addition to the documents (*omitted from this translation*) attached to this notice.
- If there are any amendments to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, or the Non-Consolidated Financial Statements, the revised version will be posted on the Company's website below (in Japanese only):

Company's Website: <http://www.tokai-rika.co.jp/>

## Reference Documents for the General Meeting of Shareholders

### Proposal No. 1 Appropriation of Surplus

The Company regards the interest of shareholders as an important management policy and intends to comprehensively consider business performance and dividend payout ratio while maintaining stable dividend payments.

Internal reserves will be used for investments in order to enhance and strengthen the corporate structure as well as to expand the business. The Company will continue making efforts to meet the expectations of its shareholders now and in the future.

The Company proposes to pay a year-end dividend for the 71st fiscal year of ¥32 per share as follows, which is an increase by ¥2 per share from the year-end dividend for the previous fiscal year. Accordingly, the annual dividend for the 71st fiscal year, including the interim dividend of ¥32 per share paid in November 2017, will be ¥64 per share, which is an increase of ¥4 per share from the annual dividend for the previous fiscal year.

#### 1. Year-end dividends

Allotment of dividend property to shareholders and their aggregate amount

¥32 per common share of the Company

Total payment: ¥2,919,998,624

Effective date of dividends of surplus

Thursday, June 14, 2018

#### 2. Other appropriation of surplus

Item of surplus to be increased and amount of increase

General reserve: ¥6,500,000,000

Item of surplus to be decreased and amount of decrease

Retained earnings brought forward: ¥6,500,000,000

**Proposal No. 2** Election of Thirteen (13) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all fifteen (15) currently serving Directors will expire. Therefore, the Company proposes the election of thirteen (13) Directors.

The candidates for Director are as follows:

Candidate No.	Name	Current position
1	Reelection Kenji Miura	President
2	Reelection Koki Sato	Senior Managing Director, Member of the Board
3	Reelection Yoshihiro Tanaka	Senior Managing Director, Member of the Board
4	Reelection Kazuhiko Noguchi	Senior Managing Director, Member of the Board
5	Reelection Shigeru Hayashi	Managing Director, Member of the Board
6	Reelection Toshiki Akita	Managing Director, Member of the Board
7	Reelection Hideki Ono	Director, Member of the Board, Corporate Officer
8	New election Koki Imaeda	Corporate Officer
9	New election Masato Hotta	Corporate Officer
10	New election Hiroshi Nishida	Corporate Officer
11	New election Masahiko Sato	Corporate Officer
12	Reelection Outside Director Independent Director Yasushi Yamanaka	Director, Member of the Board
13	Reelection Outside Director Independent Director Kei Fujioka	Director, Member of the Board

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Kenji Miura (January 4, 1955) Reelection	Apr. 1978    Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) Jan. 2003    Executive Vice President of Toyota Motor Europe Manufacturing S.A./N.V. June 2007    Managing Officer of Toyota Motor Corporation Apr. 2013    Associate Director of the Company June 2013    Executive Vice President June 2015    President (current position)	13,300 shares
2	Koki Sato (March 19, 1960) Reelection	Apr. 1982    Joined the Company Jan. 2006    General Manager, Safety Engineering Division, Safety Business Group June 2008    Vice President of Quality Safety Systems Company (currently TRQSS, Inc.) June 2010    Director, Member of the Board of the Company June 2011    Corporate Officer June 2013    Managing Director, Member of the Board June 2016    Senior Managing Director, Member of the Board (current position)  [Responsibility] General Manager, Sales Group [Significant concurrent positions outside the Company] Chairman of the Board of Foshan Tokairika Automotive Parts Co., Ltd. Chairman of the Board of Tianjin Tokairika Automotive Parts Co., Ltd.	14,500 shares
3	Yoshihiro Tanaka (April 8, 1958) Reelection	Apr. 1981    Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) Sept. 2006    General Manager, Logistics Planning Division Jan. 2011    Associate Director of the Company June 2011    Corporate Officer June 2013    Managing Director, Member of the Board June 2016    Senior Managing Director, Member of the Board (current position)  [Responsibility] General Manager, Security Business Group; General Manager, Production Center; General Manager, Information Systems Division and Purchasing Division	12,400 shares
4	Kazuhiko Noguchi (January 6, 1957) Reelection	Apr. 1979    Joined the Company Jan. 2005    General Manager, Oguchi Production Division, Switch Business Group Jan. 2008    President of TRMI, Inc. June 2011    Corporate Officer of the Company June 2014    Managing Director, Member of the Board June 2017    Senior Managing Director, Member of the Board (current position)  [Responsibility] General Manager, Switch Business Group and General Manager, Head Plant	10,800 shares

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
5	Shigeru Hayashi (February 18, 1960) Reelection	Apr. 1983      Joined the Company Jan. 2008      General Manager, Connector Division, Security Business Group June 2011      Associate Director June 2013      Corporate Officer June 2017      Managing Director, Member of the Board (current position)  [Responsibility] General Manager, Production Engineering Center	8,600 shares
6	Toshiki Akita (December 15, 1962) Reelection	Apr. 1985      Joined the Company June 2009      General Manager, Switch Engineering Division, Switch Business Group June 2013      Corporate Officer June 2017      Managing Director, Member of the Board (current position)  [Responsibility] Deputy General Manager, Research & Development Center [Significant concurrent positions outside the Company] President of Tokai Rika Belgium N.V.	6,900 shares
7	Hideki Ono (May 11, 1959) Reelection	Apr. 1984      Joined Toyota Motor Corporation Jan. 2010      General Manager, TQM Promotion Division Jan. 2016      Associate Director of the Company June 2016      Corporate Officer (current position) June 2017      Director, Member of the Board (current position)  [Responsibility] General Manager, Quality Assurance Center	7,100 shares
8	Koki Imaeda (March 1, 1964) New election	Apr. 1986      Joined the Company Jan. 2010      General Manager, HMI Device Designing Department, Electronics Engineering Division, Electronics Business Group June 2013      General Manager, Electronics Engineering Division, Electronics Business Group June 2014      Corporate Officer (current position) June 2014      Deputy General Manager, Electronics Business Group Jan. 2017      Deputy General Manager, Electronics Center (current position)  [Significant concurrent positions outside the Company] President of TOKAI RIKA ADVANCED CO., LTD.	4,200 shares
9	Masato Hotta (July 11, 1959) New election	Apr. 1982      Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) Jan. 2009      Project General Manager, Americas Project Division Jan. 2010      General Manager, North America Division Jan. 2011      General Manager, Europe Division Jan. 2014      Associate Director of the Company June 2015      Corporate Officer, in charge of General Planning Division and Sales Division II, Sales Group (current position) June 2016      Deputy General Manager, Business Management Center June 2017      General Manager, Business Management Center (current position)	5,500 shares

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
10	Hiroshi Nishida (September 13, 1959) New election	Apr. 1983 Jan. 2008 Jan. 2011 Jan. 2014 Jan. 2015 June 2015 Joined Toyota Motor Corporation Treasurer, Toyota Motor Thailand Co., Ltd. Senior Vice President of Toyota Motor Sales, U.S.A., Inc. Project General Manager, Accounting Division, Toyota Motor Corporation Associate Director of the Company Corporate Officer, in charge of Finance & Accounting Division (current position)	6,500 shares
11	Masahiko Sato (October 31, 1962) New election	Apr. 1985 Aug. 2008 June 2009 June 2013 June 2016 Joined the Company Deputy General Manager, Sales Division I General Manager, Sales Division I Associate Director Corporate Officer; General Manager, Sales Group; in charge of Sales Division I, Sales Planning Department (current position)	3,700 shares
12	Yasushi Yamanaka (March 10, 1957) Reelection Outside Director Independent Director	Apr. 1979 June 2005 June 2014 June 2015 June 2015 Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION) Executive Director Senior Executive Director Director, Member of the Board of the Company (current position) Executive Vice President of DENSO CORPORATION (current position) [Significant concurrent positions outside the Company] Executive Vice President of DENSO CORPORATION	1,000 shares
13	Kei Fujioka (December 23, 1953) Reelection Outside Director Independent Director	Apr. 1977 June 2011 June 2012 Apr. 2013 Oct. 2014 June 2017 June 2017 Joined MITSUI-SOKO Co., Ltd. Managing Director President and CEO Chairman of MITSUI-SOKO EXPRESS Co., Ltd. President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd. Director, Member of the Board of the Company (current position) Advisor of MITSUI-SOKO HOLDINGS Co., Ltd. (current position) [Significant concurrent positions outside the Company] Advisor of MITSUI-SOKO HOLDINGS Co., Ltd.	0 shares

- Notes:
1. Yasushi Yamanaka serves concurrently as Director of the Company and Executive Vice President of DENSO CORPORATION, which has a commercial relationship with the Company and also competes with the Company in business related to automobile parts. There is no special interest between the other candidates and the Company.
  2. Yasushi Yamanaka and Kei Fujioka are candidates for Outside Director. The Company registered each of them with the Tokyo Stock Exchange and the Nagoya Stock Exchange as Independent Directors pursuant to the rules of each Stock Exchange.
  3. Yasushi Yamanaka and Kei Fujioka are nominated as candidates for Outside Director as the Company believes that both of them have outstanding personal characteristics and insight and are able to apply their excellent management insight to the management of the Company.
  4. At the conclusion of this Ordinary General Meeting of Shareholders, the tenures of Yasushi Yamanaka and Kei Fujioka as Outside Director will have been three (3) years and one (1) year, respectively.
  5. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company has concluded an agreement with each of Yasushi Yamanaka and Kei Fujioka to limit their liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. If Mr. Yamanaka and Mr. Fujioka are reelected, the Company plans to renew the aforementioned agreements with each of them.

**Proposal No. 3** Election of Two (2) Audit & Supervisory Board Members

The term of office of Masakazu Goto, a standing Audit & Supervisory Board Member, will expire and Kiyotaka Ise, an Audit & Supervisory Board Member, will resign from office at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company proposes the election of two (2) Audit & Supervisory Board Members. For the submission of this proposal to this Ordinary General Meeting of Shareholders, a prior consent of the Audit & Supervisory Board has been obtained.

The candidates for Audit & Supervisory Board Member are as follows:

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
1	Masakazu Goto (April 27, 1957) Reelection	Apr. 1980      Joined the Company Jan. 2006      Deputy General Manager, Electronics Engineering Division, Electronics Business Group June 2011      Corporate Officer June 2014      Standing Audit & Supervisory Board Member (current position)	6,700 shares
2	Takeshi Uchiyamada (August 17, 1946) New election Outside Audit & Supervisory Board Member	Apr. 1969      Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) June 1998      Member of the Board of Directors June 2001      Managing Director June 2003      Senior Managing Director June 2005      Executive Vice President June 2012      Vice Chairman June 2013      Chairman (current position) [Significant concurrent positions outside the Company] Chairman of the Board of Directors of Toyota Motor Corporation	0 shares

- Notes:
1. There is no special interest between any of the candidates and the Company.
  2. Takeshi Uchiyamada is a candidate for Outside Audit & Supervisory Board Member.
  3. Takeshi Uchiyamada is nominated as a candidate for Outside Audit & Supervisory Board Member as the Company believes that he has outstanding personal characteristics and insight and is able to apply his excellent management insight to the audit of the Company.
  4. Takeshi Uchiyamada is a management executive officer of Toyota Motor Corporation (Specified Affiliated Business Operator). Mr. Uchiyamada has also received remuneration, etc. from Toyota Motor Corporation during the past two (2) years, and is expected to continue to receive them.
  5. If Takeshi Uchiyamada is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph 1 of the Companies Act, with Mr. Uchiyamada to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of liability for damages under this agreement will be the minimum liability amount provided for by Article 425, paragraph 1 of the same Act.

**Proposal No. 4:** Payment of Bonuses to Directors

The Company proposes to pay bonuses to fifteen (15) Directors, including two (2) Outside Directors, who were incumbent at the end of the 71st fiscal year in the total amount of ¥161,499,000 (including ¥1,150,000 for Outside Directors) in consideration of the business performance for the 71st fiscal year and other factors.