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Securities Code: 6995

May 23, 2019

Dear Shareholders:

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

Notice of the 72nd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 72nd 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 11, 2019 (Japan Time).

- 1. Date and Time:** Wednesday, June 12, 2019, 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 72nd fiscal year (from April 1, 2018 to March 31, 2019)
2. The results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board

Resolutions

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| Proposal No. 1 | Appropriation of Surplus |
| Proposal No. 2 | Election of Thirteen (13) Directors |
| Proposal No. 3 | Election of Two (2) Audit & Supervisory Board Members |
| Proposal No. 4 | 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/investors/>

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 has a basic dividend policy of determining the amount of dividends by comprehensively considering business performance, etc. as well as a target dividend payout ratio of 30% as a guide, while striving to maintain stable dividend payment. In accordance with this policy, the Company proposes to pay year-end dividends for the 72nd fiscal year as follows:

Year-end dividends

- (1) Allotment of dividend property to shareholders and their aggregate amount

¥32 per common share of the Company

Total payment: ¥2,919,995,136

- (2) Effective date of dividends of surplus

Thursday, June 13, 2019

Accordingly, the total amount of dividends for the 72nd fiscal year will be ¥64 per share (the payout ratio is 32%).

Proposal No. 2 Election of Thirteen (13) Directors

At the conclusion of this Ordinary General Meeting of Shareholders, the terms of office of all thirteen (13) 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	Director, Member of the Board, Executive Vice President
3	Reelection Kazuhiko Noguchi	Director, Member of the Board, Executive Vice President
4	Reelection Yoshihiro Tanaka	Director, Member of the Board, Senior Managing Officer
5	Reelection Hideki Ono	Director, Member of the Board, Senior Managing Officer
6	Reelection Shigeru Hayashi	Director, Member of the Board, Managing Officer
7	Reelection Toshiki Akita	Director, Member of the Board, Managing Officer
8	Reelection Koki Imaeda	Director, Member of the Board, Managing Officer
9	Reelection Hiroshi Nishida	Director, Member of the Board, Managing Officer
10	Reelection Masato Hotta	Director, Member of the Board, Corporate Officer
11	Reelection Masahiko Sato	Director, Member of the Board, 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)	13,400 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 June 2018 Director, Member of the Board, Executive Vice President (current position) [Responsibility] In charge of Engineering, General Planning and Sales Safety Business Groups [Significant concurrent positions outside the Company] Chairman of the Board of TRAM, Inc.	14,800 shares
3	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 June 2018 Director, Member of the Board, Executive Vice President (current position) [Responsibility] In charge of Production Engineering and Production Switch Business Groups	11,200 shares
4	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 Senior Managing Officer (current position) June 2018 Director, Member of the Board (current position) [Responsibility] Security Business Group, Production Center, Information Systems Division and Purchasing Division	13,200 shares

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
5	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 June 2017 Director, Member of the Board (current position) Apr. 2019 Senior Managing Officer (current position) [Responsibility] Quality Assurance Center	8,500 shares
6	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 Managing Officer (current position) June 2018 Director, Member of the Board (current position) [Responsibility] Production Engineering Center	9,000 shares
7	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 Managing Officer (current position) June 2018 Director, Member of the Board (current position) [Responsibility] Research & Development Center	7,300 shares
8	Koki Imaeda (March 1, 1964) Reelection	Apr. 1986 Joined the Company June 2013 General Manager, Electronics Engineering Division, Electronics Business Group June 2014 Corporate Officer June 2018 Director, Member of the Board, Managing Officer (current position) [Responsibility] Electronics Center [Significant concurrent positions outside the Company] President of TOKAI RIKA ADVANCED CO., LTD.	5,700 shares
9	Hiroshi Nishida (September 13, 1959) Reelection	Apr. 1983 Joined Toyota Motor Corporation Jan. 2011 Senior Vice President of Toyota Motor Sales, U.S.A., Inc. Jan. 2015 Associate Director of the Company June 2015 Corporate Officer June 2018 Director, Member of the Board (current position) Apr. 2019 Managing Officer (current position) [Responsibility] General Administration Division, Human Resources Division, and Finance & Accounting Division	8,000 shares

Candidate No.	Name (Date of birth)	Career summary and position	Number of the Company's shares owned
10	Masato Hotta (July 11, 1959) Reelection	Apr. 1982 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation) Jan. 2010 General Manager, North America Division Jan. 2011 General Manager, Europe Division Jan. 2014 Associate Director of the Company June 2015 Corporate Officer (current position) June 2018 Director, Member of the Board (current position) [Responsibility] Business Management Center, General Planning Division	6,900 shares
11	Masahiko Sato (October 31, 1962) Reelection	Apr. 1985 Joined the Company June 2009 General Manager, Sales Division I June 2013 Associate Director June 2016 Corporate Officer (current position) June 2018 Director, Member of the Board (current position) [Responsibility] Sales Group [Significant concurrent positions outside the Company] Chairman of the Board of Tokairika (Jiangsu) Automotive Parts Co., Ltd	4,100 shares
12	Yasushi Yamanaka (March 10, 1957) Reelection Outside Director Independent Director	Apr. 1979 Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION) June 2005 Executive Director June 2014 Senior Executive Director June 2015 Director, Member of the Board of the Company (current position) June 2015 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 Joined MITSUI-SOKO Co., Ltd. June 2012 President and CEO Oct. 2014 President and CEO of MITSUI-SOKO HOLDINGS Co., Ltd. June 2017 Director, Member of the Board of the Company (current position) June 2017 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 Director pursuant to the rules of each Stock Exchange and plans to reappoint each of them as Independent Director if they are reelected.
 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 four (4) years and two (2) years, 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 their 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 terms of office of Takahiko Ijichi and Yoshinori Yamada, standing Audit & Supervisory Board Members, will expire 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	Yoshinori Yamada (September 9, 1961) Reelection Independent Audit & Supervisory Board Member	<p>Oct. 1988 Joined Ito Accounting Office</p> <p>Sept. 2006 Senior Partner, PricewaterhouseCoopers Aarata (currently PricewaterhouseCoopers Aarata LLC)</p> <p>July 2012 Head of Yamada Management Accounting Office (certified public accountant office) (current position)</p> <p>Dec. 2012 Head of Yamada Management Accounting Office (certified tax accountant office) (current position)</p> <p>July 2013 Senior Researcher, The Japanese Institute of Certified Public Accountants</p> <p>June 2015 Audit & Supervisory Board Member of the Company (current position)</p> <p>[Significant concurrent positions outside the Company] Head of Yamada Management Accounting Office (certified public accountant and certified tax accountant office) Outside Corporate Auditor, Kyowa Leather Cloth Co., Ltd. Outside Auditor, Trinity Industrial Corporation Outside Director, Brass Corporation</p>	400 shares
2	Tadashi Yamashina (May 8, 1951) New election Independent Audit & Supervisory Board Member	<p>Apr. 1977 Joined Toyota Motor Co., Ltd. (currently Toyota Motor Corporation)</p> <p>Jan. 2001 President, Toyota Technical Center U.S.A., Inc.</p> <p>June 2008 Senior Managing Director, Toyota Motor Corporation</p> <p>Apr. 2014 President, Toyota Housing Corporation (current position)</p> <p>June 2016 Director, Misawa Homes Co., Ltd. (current position)</p> <p>[Significant concurrent positions outside the Company] President, Toyota Housing Corporation Director, Misawa Homes Co., Ltd.</p>	0 shares

- Notes:
1. There is no special interest between any of the candidates and the Company.
 2. Yoshinori Yamada and Tadashi Yamashina are candidates for Outside Audit & Supervisory Board Members. The Company registered Yoshinori Yamada with the Tokyo Stock Exchange and the Nagoya Stock Exchange as an Independent Audit & Supervisory Board Member pursuant to the rules of each Stock Exchange, and the Company plans to maintain such registration if he is reelected. Tadashi Yamashina also satisfies the requirements for Independent Audit & Supervisory Board Member pursuant to the rules of the Tokyo Stock Exchange and the Nagoya Stock Exchange, and the Company plans to register him as an Independent Audit & Supervisory Board Member if he is elected.
 3. Although Yoshinori Yamada has not been directly involved in the management of a company, he is nominated as a candidate for Outside Audit & Supervisory Board Member as the Company believes that he is able to apply his expertise and knowledge as a certified public accountant to the audit of the Company.
 4. Tadashi Yamashina 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.
 5. At the conclusion of this Ordinary General Meeting of Shareholders, Yoshinori Yamada's tenure as Outside Audit & Supervisory Board Member will have been four (4) years.

6. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company has concluded an agreement with Yoshinori Yamada to limit his liability for damages under Article 423, paragraph 1 of the Companies Act. The maximum amount of his liability for damages under this agreement is the minimum liability amount provided for by Article 425, paragraph 1 of the same Act. If Mr. Yamada is reelected, the Company plans to renew the aforementioned agreement with him.
7. If Tadashi Yamashina is elected, the Company plans to conclude an agreement, pursuant to the provision of Article 427, paragraph 1 of the Companies Act, with Mr. Yamashina to limit his liability for damages under Article 423, paragraph 1 of the same Act. The maximum amount of his 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 thirteen (13) Directors, including two (2) Outside Directors, who were incumbent at the end of the 72nd fiscal year in the total amount of ¥133,458,000 (including ¥1,150,000 for Outside Directors) in consideration of the business performance for the 72nd fiscal year and other factors.

Information

Information on Corporate Officers

The eleven (11) officers indicated below are Corporate Officers as of April 1, 2019, in addition to eleven (11) of the candidates for Director listed prior in this notice: Kenji Miura, Koki Sato, Kazuhiko Noguchi, Yoshihiro Tanaka, Hideki Ono, Shigeru Hayashi, Toshiki Akita, Koki Imaeda, Hiroshi Nishida, Masato Hotta and Masahiko Sato.

Name	Position and responsibility in the Company, and significant concurrent positions outside the Company
Kazuhiro Ikai	Managing Officer [Significant concurrent positions outside the Company] President, TRAM Inc.; Chairman of the Board, TAC Manufacturing, Inc.; Chairman of the Board, TRIN Inc.; Chairman of the Board, TRMI Inc.; and Chairman of the Board, TRQSS, Inc.
Toshiki Nogami	Managing Officer and Deputy General Manager, Security Business Group
Masami Nagaya	Managing Officer and Deputy General Manager, Switch Business Group
Yoshihiro Kondo	Managing Officer, Deputy General Manager, Safety Business Group and General Manager, Toyota Plant
Yasutaka Watanabe	Corporate Officer and Deputy General Manager, Safety Business Group
Naohiko Inoue	Corporate Officer, Deputy General Manager, Security Business Group; General Manager, Otowa Plant; General Manager, Hagi Plant [Significant concurrent positions outside the Company] Chairman of the Board of Foshan Tokairika Automotive Parts Co., Ltd.
Taketoshi Sakurai	Corporate Officer, Deputy General Manager, Research & Development Center and Deputy General Manager, Electronics Center
Motoyasu Makino	Corporate Officer, in charge of General Administration Division, Human Resources Division, and Purchasing Division
Yoshiyuki Aoki	Corporate Officer, Deputy General Manager, Switch Business Group and General Manager, Head Plant [Significant concurrent positions outside the Company] Chairman of the Board of Tianjin Tokairika Automotive Parts Co., Ltd.
Yasuma Tominaga	Corporate Officer, Deputy General Manager, Safety Business Group and Deputy General Manager, Research & Development Center
Katsuyuki Imaeda New appointment	Corporate Officer and Deputy General Manager, Production Engineering Center