

Securities Code: 7251
July 3, 2020

To our shareholders:

Keiichi Aida
President and CEO

Keihin Corporation

1-26-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo

NOTICE OF THE 79TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the 79th Ordinary General Meeting of Shareholders of Keihin Corporation (the “Company”), which will be held as described below.

Giving priority to the safety and security of all of our shareholders, we are requesting that you refrain from attending on the day of the General Meeting of Shareholders and exercise your voting rights by postal mail or electronic means (Internet voting etc.) in order to prevent the spread of the novel coronavirus disease (COVID-19).

You are kindly requested to exercise your voting rights no later than 6:00 p.m., Friday, July 17, 2020 (Japan Standard Time), after examining the attached Reference Documents for the General Meeting of Shareholders.

Meeting Details

- 1. Date and Time:** 10:30 a.m., Monday, July 20, 2020

(Reception opens at 9:30 a.m.)

* The reason that the date for this meeting does not correspond to the previous Ordinary General Meeting of Shareholders (June 21, 2019) is because the record date was stipulated to be June 12 and the Ordinary General Meeting of Shareholders was postponed as a result of financial and audit procedures being delayed due to the global spread of COVID-19.

- 2. Venue:** Conference Room B, Nomura Conference Plaza, 48F Shinjuku Nomura Building
1-26-2 Nishi-Shinjuku, Shinjuku-ku, Tokyo

- 3. Purposes:**

Items to be Reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 79th Term (from April 1, 2019 to March 31, 2020), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board.

Items to be Resolved:

Proposal 1: Election of eleven (11) Directors

Proposal 2: Election of one (1) substitute Audit & Supervisory Board Member

Notes:

1. If you exercise your voting rights both by postal mail and via the Internet, we will only accept the exercise of your voting rights via the Internet as effective.
2. If you exercise your voting rights more than once via the Internet, we will only accept the last exercise of your voting rights as effective.

<<Measures against the novel coronavirus (COVID-19) infection>>

- Giving priority to the safety and security of all of our shareholders, we are requesting that you refrain from attending on the day of the General Meeting of Shareholders and exercise your voting rights by postal mail or electronic means (Internet voting etc.) in order to prevent the spread of the novel coronavirus disease (COVID-19).
- For safety reasons, no gifts or beverages will be offered to shareholders this year.

Reference Documents for the General Meeting of Shareholders

Proposals and Referential Matters

Proposal 1: Election of eleven (11) Directors

The tenures of eleven (11) Directors will expire at the close of this General Meeting of Shareholders. Therefore, the Company proposes that eleven (11) Directors, including two (2) Independent Directors, be elected. The candidates for Directors are as follows:

No.	Name	Current position and responsibilities	Attendance at Board of Directors Meetings
1	[Re election] Mr. Keiichi Aida	President & CEO, Chief Operating Officer for Business Management & Sales Operations	7/7
2	[Re election] Mr. Genichiro Konno	Senior Managing Officer and Director, Risk Management Officer, Chief Operating Officer for Production Operations, Chief Operating Officer for Production Engineering Operations, Executive for Investment, Production Engineering Operations	8/8
3	[Re election] Mr. Tomoya Abe	Senior Managing Officer and Director, Executive for Business Integration	8/8
4	[Re election] Mr. Hirohisa Amano	Managing Officer and Director, Chief Operating Officer for Americas Operations,	8/8
5	[Re election] Mr. Yusuke Takayama	Managing Officer and Director, Chief Operating Officer for Air-conditioning System Business Operations, In charge of Quality Assurance Operations	6/8
6	[Re election] Mr. Tohru Mitsubori	Managing Officer and Director, Chief Operating Officer for Asia Operations,	7/7
7	[Re election] Mr. Yasutoshi Ito	Managing Officer and Director, Chief Operating Officer for R&D Operations, Executive for Design Review Office	7/7
8	[Re election] Mr. Hiroshi Nakatsubo	Managing Officer and Director, Chief Operating Officer for China Operations	8/8
9	[Re election] Mr. Shinji Suzuki	Managing Officer and Director, Compliance Officer, Chief Financial Officer, Chief Operating Officer for Business Administration Operations, Deputy Operating Officer for Business Management & Sales Operations, Executive for CSR	7/8
10	[Re election] [Independent] Mr. Kohtaro Yamamoto	Director *	8/8
11	[Re election] [Independent] Ms. Chiaki Tsuji	Director *	7/7

* Independent Director

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
1	<p>[Re election]</p> <p>Mr. Keiichi Aida (September 17, 1962)</p>	<p>Apr. 1986 Joined Honda Motor Co., Ltd.</p> <p>Jun. 2002 Chief Engineer, Honda R&D Co., Ltd.</p> <p>Apr. 2003 Manager, E8 Design Block, Tochigi R&D Center, Honda R&D Co., Ltd.</p> <p>Apr. 2010 Senior Manager, Block No.2, Technology Development Division No.5, Automobile R&D Center, Honda R&D Co., Ltd.</p> <p>Apr. 2014 General Manager, Technology Development Division No.5, Automobile R&D Center, Honda R&D Co., Ltd.</p> <p>Apr. 2015 Operating Officer, Honda R&D Co., Ltd.</p> <p>Apr. 2018 Managing Officer, Honda R&D Co., Ltd.</p> <p>Apr. 2019 Assistant to President, Keihin Corporation</p> <p>Jun. 2019 President & CEO, of the Company (Current)</p> <p>Feb. 2020 Chief Operating Officer for Business Management & Sales Operations (Current)</p>	—	None
	<p>Attendance at Board of Directors Meetings</p> <p>7/7 (100%)</p>	<p>[Reasons for nomination as a candidate for Director]</p> <p>Keiichi Aida has abundant experience in automobile research and development as well as experience in management. Based on his experience and accomplishments, he has handled management by exhibiting strong leadership and decision-making, and has satisfactorily performed his duties in the supervision of the Company's important decisions and execution of business since he was appointed as President and CEO of the Company in June 2019. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
2	<p>[Re election]</p> <p>Mr. Genichiro Konno (December 5, 1961)</p>	<p>Apr. 1984 Joined Keihin Corporation</p> <p>May 2011 Executive for Production Engineering, Production Operations</p> <p>Jun. 2011 Director of the Company</p> <p>Apr. 2012 Senior Operating Officer and Director of the Company</p> <p>Apr. 2012 Chief Operating Officer for China Operations</p> <p>Apr. 2012 Chairman, Nanjing Keihin Carburetor Co., Ltd.</p> <p>Apr. 2014 Managing Officer and Director of the Company</p> <p>Apr. 2014 Chairman, Dongguan Keihin Engine Management System Co., Ltd.</p> <p>Apr. 2015 Risk Management Officer of the Company</p> <p>Apr. 2015 Chief Operating Officer for Production Operations</p> <p>Apr. 2016 Chief Operating Officer for Production Operations</p> <p>Apr. 2016 Executive for Investment & Cost Management, Production Operations</p> <p>Apr. 2016 In charge of China Operations</p> <p>Apr. 2017 Chief Operating Officer for Production Operations</p> <p>Apr. 2017 Executive for Investment & Cost Management, Production Operations</p> <p>Apr. 2017 In charge of Quality Assurance Operations</p> <p>Apr. 2018 Chief Operating Officer for Production Operations</p> <p>Apr. 2018 Chief Operating Officer for Production Engineering Operations</p> <p>Apr. 2018 Executive for Investment, Production Engineering Operations</p> <p>Apr. 2018 In charge of Quality Assurance Operations</p> <p>Apr. 2019 Senior Managing Officer and Director of the Company (Current)</p> <p>Apr. 2019 Chief Operating Officer for Production Operations (Current)</p> <p>Apr. 2019 Chief Operating Officer for Production Engineering Operations (Current)</p> <p>Apr. 2019 Executive for Investment, Production Engineering Operations (Current)</p> <p>Apr. 2020 Risk Management Officer (Current)</p>	14,200	None
	<p>Attendance at Board of Directors Meetings</p> <p>8/8 (100%)</p>	<p>[Reasons for nomination as a candidate for Director]</p> <p>Genichiro Konno has abundant experience in the production field, overseas operations and management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
3	<p>[Re election]</p> <p>Mr. Tomoya Abe (January 31, 1961)</p>	<p>Apr. 1984 Joined Honda Motor Co., Ltd.</p> <p>Nov. 2011 Seconded to Honda Cars India Ltd.</p> <p>Apr. 2015 Operating Officer, Keihin Corporation</p> <p>Apr. 2015 Deputy Operating Officer for R&D Operations</p> <p>Apr. 2015 Executive for Mechanics Production, R&D Operations</p> <p>Jun. 2015 Deputy Operating Officer for R&D Operations</p> <p>Jun. 2015 Executive for Mechanics Production, R&D Operations</p> <p>Jun. 2015 Executive for Advanced Technology Research Department</p> <p>Apr. 2016 Senior Operating Officer of the Company</p> <p>Apr. 2016 Chief Operating Officer for R&D Operations</p> <p>Apr. 2016 Executive for Advanced Technology Research Department</p> <p>Apr. 2016 Executive for Corporate Planning Office</p> <p>Apr. 2016 Chairman, Keihin R&D China Co., Ltd.</p> <p>Jun. 2016 Senior Operating Officer and Director of the Company</p> <p>Apr. 2017 Managing Officer and Director of the Company</p> <p>Apr. 2017 Chief Operating Officer for R&D Operations</p> <p>Apr. 2018 Risk Management Officer</p> <p>Apr. 2018 Chief Operating Officer for R&D Operations</p> <p>Apr. 2018 Executive for Electrification, R&D Operations</p> <p>Apr. 2019 Senior Managing Officer and Director of the Company (Current)</p> <p>Apr. 2019 Chief Operating Officer for Business Management & Sales Operations</p> <p>Feb. 2020 Executive for Business Integration (Current)</p>	9,200	None
	<p>Attendance at Board of Directors Meetings</p> <p>8/8 (100%)</p>	<p>[Reasons for nomination as a candidate for Director]</p> <p>Tomoya Abe has abundant experience in the development field and overseas operations as well as experience in management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
4	<p>[Re election]</p> <p>Mr. Hirohisa Amano (October 18, 1962)</p>	<p>Apr. 1985 Joined Keihin Corporation</p> <p>May 2011 Executive for Business Administration, Asia Operations</p> <p>Jun. 2011 Director of the Company</p> <p>Apr. 2012 Senior Operating Officer and Director of the Company</p> <p>Jun. 2012 Senior Operating Officer of the Company</p> <p>Apr. 2013 Chief Operating Officer for Asia Operations</p> <p>Apr. 2013 President and Director, Keihin Asia Bangkok Co., Ltd.</p> <p>Jun. 2013 Senior Operating Officer and Director of the Company</p> <p>Apr. 2014 Managing Officer and Director of the Company (Current)</p> <p>Apr. 2018 Chief Operating Officer for Asia Operations</p> <p>Apr. 2018 Executive for New Business & Sales, Asia Operations</p> <p>Apr. 2019 Chief Operating Officer for Americas Operations (Current)</p> <p>Apr. 2019 President and Director, Keihin North America, Inc. (Current)</p> <p>Apr. 2020 President, Keihin US Mfg., LLC (Current)</p> <p>Apr. 2020 President, Keihin Michigan Manufacturing, LLC (Current)</p>	13,300	Please see Note 1 below
		<p>[Significant concurrent positions]</p> <p>President and Director, Keihin North America, Inc.</p> <p>President, Keihin US Mfg., LLC</p> <p>President, Keihin Michigan Manufacturing, LLC</p> <p>[Reasons for nomination as a candidate for Director]</p> <p>Hirohisa Amano has abundant experience in the administrative field, overseas operations and management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		
	<p>Attendance at Board of Directors Meetings</p> <p>8/8 (100%)</p>			

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
5	Mr. Yusuke Takayama (February 25, 1961)	<p>Apr. 1984 Joined Honda Motor Co., Ltd.</p> <p>Jun. 1999 Chief Engineer, Honda R&D Co., Ltd.</p> <p>Apr. 2012 Operating Officer, Keihin Corporation</p> <p>Apr. 2012 Executive for Strategies, R&D Operations</p> <p>Apr. 2013 Senior Operating Officer of the Company</p> <p>Apr. 2014 Chief Operating Officer for R&D Operations</p> <p>Apr. 2014 Executive for Corporate Planning Office</p> <p>Apr. 2014 Chairman, Keihin R&D China Co., Ltd.</p> <p>Jun. 2014 Senior Operating Officer and Director of the Company</p> <p>Apr. 2015 Managing Officer and Director of the Company (Current)</p> <p>Oct. 2015 Chief Operating Officer for R&D Operations</p> <p>Oct. 2015 Chief Operating Officer for Business Management & Sales Operations</p> <p>Oct. 2015 Executive for Corporate Planning Office</p> <p>Apr. 2016 Chief Operating Officer for Business Management & Sales Operations</p> <p>Apr. 2016 Executive for Sales, Business Management & Sales Operations</p> <p>Apr. 2016 In charge of Quality Assurance Operations</p> <p>Apr. 2016 In charge of Americas Operations</p> <p>Apr. 2017 Chief Operating Officer for Business Management & Sales Operations</p> <p>Apr. 2018 Chief Operating Officer for Air-conditioning System Business Operations</p> <p>Apr. 2018 Chairman, Keihin-Grand Ocean Thermal Technology (Dalian) Co., Ltd. (Current)</p> <p>Apr. 2019 Chief Operating Officer for Air-conditioning System Business Operations (Current)</p> <p>Apr. 2019 In charge of Quality Assurance Operations (Current)</p> <p>May 2019 President and Director, Keihin Thermal Technology Corporation (Current)</p>	12,600	Please see Note 2 below
	Attendance at Board of Directors Meetings 6/8 (75%)	<p>[Significant concurrent positions]</p> <p>Chairman, Keihin-Grand Ocean Thermal Technology (Dalian) Co., Ltd.</p> <p>President and Director, Keihin Thermal Technology Corporation</p> <p>[Reasons for nomination as a candidate for Director]</p> <p>Yusuke Takayama has abundant experience in the development field as well as experience in business strategy. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
6	<p>[Re election]</p> <p>Mr. Tohru Mitsubori (October 18, 1962)</p>	<p>Apr. 1985 Joined Keihin Corporation</p> <p>May. 2009 General Manager, General Affairs Department, Business Administration Operations</p> <p>Jun. 2009 Director of the Company</p> <p>May. 2011 Executive for Sales, Americas Operations</p> <p>Apr. 2012 Senior Operating Officer and Director of the Company</p> <p>Jun. 2012 Senior Operating Officer of the Company</p> <p>Apr. 2013 Chief Operating Officer for South America Managements, Americas Operations</p> <p>Apr. 2015 Executive for Purchasing & Business Administration, Americas Operations</p> <p>Apr. 2015 Chief Operating Officer for South America Managements, Americas Operations</p> <p>Apr. 2015 President and Director, Keihin Aircon North America, Inc.</p> <p>Apr. 2015 President, Keihin Michigan Manufacturing, LLC.</p> <p>Aug. 2015 Executive for Purchasing & Business Administration & Quality, Americas Operations</p> <p>Aug. 2015 Chief Operating Officer for South America Management, Americas Operations</p> <p>Apr. 2016 Executive for Purchasing & Business Administration & Quality, Americas Operations</p> <p>Apr. 2016 Executive for South America, Americas Operations</p> <p>Apr. 2017 Executive for Business Administration & Quality, Americas Operations</p> <p>Apr. 2017 Executive for South America, Americas Operations</p> <p>Apr. 2018 Managing Officer of the Company</p> <p>Apr. 2018 Executive for Business Administration, Americas Operations</p> <p>Apr. 2018 Executive for South America, Americas Operations</p> <p>Apr. 2018 President and Director, Keihin Thermal Technology of America, Inc.</p> <p>Apr. 2019 Chief Operating Officer for Asia Operations</p> <p>Apr. 2019 Executive for New Business & Sales, Asia Operations</p> <p>Apr. 2019 President and Director, Keihin Asia Bangkok Co., Ltd. (Current)</p> <p>Jun. 2019 Managing Officer and Director of the Company (Current)</p> <p>Apr. 2020 Chief Operating Officer for Asia Operations (Current)</p>	13,800	None
	Attendance at Board of Directors Meetings 7/7 (100%)	<p>[Significant concurrent positions] President and Director, Keihin Asia Bangkok Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Director] Tohru Mitsubori has abundant experience in the administrative field and overseas operations as well as experience in management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
7	<p>[Re election]</p> <p>Mr. Yasutoshi Ito (September 18, 1960)</p>	<p>Apr. 1985 Joined Honda Motor Co., Ltd.</p> <p>Jun. 1999 Chief Engineer, Honda R&D Co., Ltd.</p> <p>Apr. 2003 Manager, E6 Design Block, Tochigi R&D Center, Honda R&D Co., Ltd.</p> <p>Apr. 2009 Operating Officer, Honda R&D Co., Ltd.</p> <p>Apr. 2009 General Manager, Planning Office, Automobile R&D Center, Honda R&D Co., Ltd.</p> <p>Apr. 2011 Senior Chief Engineer, Honda R&D Co., Ltd.</p> <p>Apr. 2011 Seconded to Honda R&D Europe (U.K.) Ltd.</p> <p>Apr. 2014 Seconded to Honda R&D Americas, Inc.</p> <p>Apr. 2016 Operating Officer, Keihin Corporation</p> <p>Apr. 2016 Executive for Mechanics Production, R&D Operations</p> <p>Apr. 2016 General Manager, Development Department 4</p> <p>Jun. 2016 Executive for Mechanics Production, R&D Operations</p> <p>Jun. 2016 General Manager, Development Department 4</p> <p>Jun. 2016 Executive for Technology Evaluation Office</p> <p>Oct. 2016 Executive for Mechanics Production, R&D Operations</p> <p>Oct. 2016 Executive for Technology Evaluation Office</p> <p>Apr. 2017 Senior Operating Officer of the Company</p> <p>Apr. 2017 Executive for AutoMobile production, R&D Operations</p> <p>Apr. 2017 Executive for Technology Evaluation Office</p> <p>Apr. 2018 Managing Officer of the Company</p> <p>Apr. 2018 Executive for AutoMobile & ICE production, R&D Operations</p> <p>Apr. 2018 Executive for Design Review Office</p> <p>Apr. 2019 Chief Operating Officer for R&D Operations (Current)</p> <p>Apr. 2019 Executive for Design Review Office (Current)</p> <p>Apr. 2019 Chairman, Keihin R&D China Co., Ltd. (Current)</p> <p>Jun. 2019 Managing Officer and Director of the Company (Current)</p>	7,300	None
	<p>Attendance at Board of Directors Meetings</p> <p>7/7 (100%)</p>	<p>[Significant concurrent positions] Chairman, Keihin R&D China Co., Ltd.</p> <p>[Reasons for nomination as a candidate for Director] Yasutoshi Ito has abundant experience in the development field and overseas operations. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
8	Mr. Hiroshi Nakatsubo (July 12, 1961) [Re election]	Apr. 1984 Joined Keihin Corporation Jan. 2012 General Manager, Production Planning Department, Production Operations Apr. 2014 Operating Officer of the Company Apr. 2014 Deputy Compliance Officer Apr. 2014 Executive for Business Planning, Business Management & Sales Operations Apr. 2014 Executive for Automobile Localization, Automotive Product Business Managements Apr. 2014 General Manager, Automotive Product Business Planning Department Oct. 2014 Executive for Business Planning, Business Management & Sales Operations Oct. 2014 Executive for Automobile Localization, Automotive Product Business Managements Oct. 2014 Category Representative, Automotive Product Business Managements Oct. 2014 General Manager, Automotive Product Business Planning Department Apr. 2015 Executive for Business Planning, Business Management & Sales Operations Apr. 2015 Chief Operating Officer for Automotive Product Business Management Apr. 2015 Executive for Automobile Localization, Automotive Product Business Managements Apr. 2015 Category Representative, Automotive Product Business Managements Apr. 2016 Executive for Business Planning, Business Management & Sales Operations Apr. 2016 Chief Operating Officer for Automotive Product Business Management Apr. 2016 Executive for Automobile Localization, Automotive Product Business Managements Apr. 2017 Senior Operating Officer of the Company Apr. 2017 Chief Operating Officer for China Operations (Current) Apr. 2017 Chairman, Nanjing Keihin Carburetor Co., Ltd. (Current) Apr. 2017 Chairman, Dongguan Keihin Engine Management System Co., Ltd. (Current) Apr. 2017 Chairman, Keihin (Wuhan) Automotive Components Co., Ltd. (Current) Jun. 2017 Senior Operating Officer and Director of the Company Apr. 2020 Managing Officer and Director of the Company (Current) Apr. 2020 President, Dongguan Keihin Engine Management System Co., Ltd. (Current)	7,200	None
		[Significant concurrent positions] Chairman, Nanjing Keihin Carburetor Co., Ltd. Chairman, Dongguan Keihin Engine Management System Co., Ltd. President, Dongguan Keihin Engine Management System Co., Ltd. Chairman, Keihin (Wuhan) Automotive Components Co., Ltd. [Reasons for nomination as a candidate for Director] Hiroshi Nakatsubo has abundant experience in business strategy as well as experience in the production field, overseas operations and management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.		
	Attendance at Board of Directors Meetings 8/8 (100%)			

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
9	<p>[Re election]</p> <p>Mr. Shinji Suzuki (April 18, 1963)</p>	<p>Apr. 1986 Joined Honda Motor Co., Ltd.</p> <p>Apr. 2013 General Manager, Affiliated Companies Affairs Office, Honda Motor Co., Ltd.</p> <p>Apr. 2015 General Manager, Finance Division, Honda Motor Co., Ltd.</p> <p>Apr. 2015 Independent Director, Honda Finance Co., Ltd.</p> <p>Apr. 2017 General Manager, Regional Operation Planning Division (Japan), Honda Motor Co., Ltd.</p> <p>Apr. 2017 Independent Director, Honda Motorcycle Japan Co., Ltd.</p> <p>Oct. 2017 Independent Director, Honda Power Products Japan Co., Ltd.</p> <p>Apr. 2018 Senior Operating Officer, Keihin Corporation</p> <p>Apr. 2018 Compliance Officer (Current)</p> <p>Apr. 2018 Chief Operating Officer for Business Administration Operations</p> <p>Apr. 2018 Executive for CSR</p> <p>Jun. 2018 Senior Operating Officer and Director of the Company</p> <p>Apr. 2019 Chief Financial Officer (Current)</p> <p>Apr. 2019 Chief Operating Officer for Business Administration Operations (Current)</p> <p>Apr. 2019 Deputy Operating Officer for Business Management & Sales Operations (Current)</p> <p>Apr. 2019 Executive for CSR (Current)</p> <p>Apr. 2020 Managing Officer and Director of the Company (Current)</p>	5,100	None
	<p>Attendance at Board of Directors Meetings</p> <p>7/8 (87%)</p>	<p>[Reasons for nomination as a candidate for Director]</p> <p>Shinji Suzuki has abundant experience in the administrative field and management. Utilizing his experience, he has appropriately performed his duties as Director. On this basis, the Company has nominated him for another term as a candidate for Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</p>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company’s shares owned	Special interests with the Company
10	[Re election] [Independent]	<div>Apr. 1985 Registered as Japanese Attorney</div> <div>Sep. 1991 Admitted to the New York State Bar Association</div> <div>Jan. 1994 Established Yamamoto & Shibasaki Law Offices (Current)</div> <div>Jun. 2007 Independent Audit & Supervisory Board Member, PARIS MIKI HOLDINGS Inc.</div> <div>Jun. 2018 Director, Keihin Corporation (Current) *</div> <div>Mar. 2020 Outside Director (Member of Audit Committee), Sapporo Holdings Limited (Current)</div> <div>* Number of years served as an Independent Director (as of the close of this Meeting) 2 years</div>	900	None
	Mr. Kohtaro Yamamoto (October 19, 1955) Attendance at Board of Directors Meetings 8/8 (100%)	<div>[Significant concurrent positions]</div> <div>Attorney, Yamamoto & Shibasaki Law Offices</div> <div>Outside Director (Member of Audit Committee), Sapporo Holdings Limited</div> <div>[Reasons for nomination as a candidate for Independent Director]</div> <div>Kohtaro Yamamoto has experience and specialist knowledge in corporate law, having practiced as an attorney in Japan and overseas, and has also served as an outside officer of other companies. Utilizing his experience and extensive insights, he has appropriately performed his duties as Independent Director since 2018 when he assumed the office as Director of the Company. On this basis, the Company has nominated him for another term as a candidate for Independent Director, expecting that he will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company.</div> <div>He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges based on the above reasons that he will appropriately perform his duties.</div>		

No.	Name (Date of birth)	Resume, current position, responsibilities and significant concurrent positions	Number of the Company's shares owned	Special interests with the Company
11	<p>[Re election] [Independent]</p> <p>Ms. Chiaki Tsuji (April 29, 1953)</p> <p>Attendance at Board of Directors Meetings 7/7 (100%)</p>	<p>Apr. 1979 Registered as Japanese Attorney Apr. 1979 Joined Yamamoto Eisoku Law Office Oct. 1990 Registered as Germany Attorney Oct. 1990 Joined Peter & Beyer Law Office Jan. 1993 Joined Yamamoto Eisoku Law Office Apr. 1993 Lecturer, Bunka Women's University Jul. 2001 Established Yoshioka & Tsuji Law Office (currently Yoshioka & Ono Law Office) Apr. 2004 Professor, Graduate School of Law, Yamanashi Gakuin University Jun. 2017 Independent Director, YOROZU CORPORATION (Audit & Supervisory Committee Member) (Current) Apr. 2018 Visiting Professor at the Faculty of Law, Yamanashi Gakuin University Jun. 2019 Director, Keihin Corporation (Current) * Jul. 2019 Joined Kinorr Tokyo Law Office (Current)</p> <p>* Number of years served as an Independent Director (as of the close of this Meeting) 1 year</p> <p>[Significant concurrent positions] Attorney, Kinorr Tokyo Law Office Independent Director, YOROZU CORPORATION (Audit & Supervisory Committee Member)</p> <p>[Reasons for nomination as a candidate for Independent Director] Chiaki Tsuji has specialist knowledge as an attorney in Japan and overseas and has also served as an outside officer of another company. Utilizing her extensive insights and experience, she has appropriately performed her duties as Independent Director since 2019 when she assumed the office as Director of the Company. On this basis, the Company has nominated her for another term as a candidate for Independent Director, expecting that she will contribute to the realization of a safe and comfortable society and the development of the automobile and motorcycle industry, the major objectives of the Company. She has never in the past been involved in the management of a company except as an outside officer. However, the Company judges based on the above reasons that she will appropriately perform her duties.</p>	1,000	None

Notes:

1. Hirohisa Amano (candidate for Director) concurrently serves as President and Director of Keihin North America, Inc., President of Keihin US Mfg., LLC and President of Keihin Michigan Manufacturing, LLC. Keihin North America, Inc. is in a competitive relationship with the Company with respect to the sale of motorcycle products and general-purpose products, and engages in sales transactions of components with the Company. Keihin US Mfg., LLC and Keihin Michigan Manufacturing, LLC are in a competitive relationship with the Company with respect to the manufacture and sale of automobile products and engage in sales transactions of components with the Company.
2. Yusuke Takayama (candidate for Director) concurrently serves as Chairman of Keihin-Grand Ocean Thermal Technology (Dalian) Co., Ltd. This company is in a competitive relationship with the Company with respect to the manufacture and sale of automobile products, and the Company engages with this company in sales transactions of components.
3. Kohtaro Yamamoto and Chiaki Tsuji are candidates for Independent Directors.
4. Pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation, the Company has concluded a limited liability agreement with Kohtaro Yamamoto and Chiaki Tsuji that limits their liabilities as provided in Article 423, Paragraph 1 of the said Act up to the minimum amount stipulated in Article 425, Paragraph 1 of the said Act. If their re-election is approved, the Company intends to continue the said liability agreement with them.
5. The Company has registered Kohtaro Yamamoto and Chiaki Tsuji with the Tokyo Stock Exchange as Independent Officers. If their re-election is approved, the Company intends to re-register them as Independent Officers.
6. As a result of a merger on April 1, 1997, Keihin Seiki Manufacturing Co., Ltd. and e-Giken Co., Ltd. became the surviving company and the merged company, respectively. In the field "Resume, current position, responsibilities and significant concurrent positions," these companies are expressed as "the Company" and "Keihin Corporation."

Proposal 2: Election of one (1) substitute Audit & Supervisory Board Member

The effective term of Tadashi Yamamoto, who was elected as substitute Audit & Supervisory Board Member at the 78th Ordinary General Meeting of Shareholders, will expire at the commencement of this General Meeting of Shareholders. Therefore, the Company proposes that one (1) substitute Audit & Supervisory Board Member be elected to prepare for a case where the number of Audit & Supervisory Board Members falls below the number stipulated by laws and regulations.

The effectiveness of the election under this proposal may be cancelled based on resolution of the Board of Directors, provided such cancellation is done prior to the assumption of office and with the consent of the Audit & Supervisory Board.

The Audit & Supervisory Board has given its consent to this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Resume, current position and significant concurrent positions	Number of the Company’s shares owned	Special interests with the Company
Mr. Tadashi Yamamoto (November 10, 1962)	Apr. 1994 Registered as Japanese Attorney Apr. 1994 Joined Okada, Imanishi & Yamamoto Law Offices (Current) Apr. 2009 Representative Secretary, Companies Act Study Group, Daini Tokyo Bar Association Apr. 2017 Chairperson of Companies Act Division, Judiciary System Research Board, Daini Tokyo Bar Association (Current) Jan. 2020 Independent Audit & Supervisory Board Member, Bansei Securities Co., Ltd. (Current)	—	None
	[Significant concurrent positions] Attorney, Okada, Imanishi & Yamamoto Law Offices Independent Audit & Supervisory Board Member, Bansei Securities Co., Ltd. [Reasons for nomination as a candidate for substitute Independent Audit & Supervisory Board Member] Tadashi Yamamoto has experience and specialist knowledge in corporate law etc., having practiced as an attorney. On this basis, the Company has nominated him for election as substitute Independent Audit & Supervisory Board Member. He has never in the past been involved in the management of a company except as an outside officer. However, the Company judges based on the above reasons that he will appropriately perform his duties as Independent Audit & Supervisory Board Member, which include audit, from a neutral and objective perspective.		

Notes:

1. Tadashi Yamamoto is a candidate for substitute Independent Audit & Supervisory Board Member.
2. If Tadashi Yamamoto's election is approved, the Company, pursuant to Article 427, Paragraph 1 of the Companies Act and the provisions of the Articles of Incorporation, intends to conclude a limited liability agreement with him that limits his liabilities as provided in Article 423, Paragraph 1 of the said Act up to the minimum amount stipulated in Article 425, paragraph 1 of the said Act.
3. Tadashi Yamamoto satisfies the requirements for an Independent Officer as provided for by the Tokyo Stock Exchange. If his appointment is approved, the Company intends to register him with the aforementioned exchange as Independent Officer.