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(Securities code: 6345)
June 6, 2017

To Shareholders with Voting Rights:

Osamu Miura
President
AICHI CORPORATION
1152-10 Ryoke, Ageo-shi, Saitama,
Japan

**NOTICE OF
THE 69TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 69th Ordinary General Meeting of Shareholders of AICHI CORPORATION (“the Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the enclosed form or by electromagnetic means. Please review the Reference Documents for the General Meeting of Shareholders described hereinafter, and exercise your voting rights by 5:30 p.m. on Wednesday, June 21, 2017, Japan time.

- 1. Date and Time:** Thursday, June 22, 2017 at 10:00 a.m., Japan time
- 2. Place:** The Company’s Head Office,
1152-10 Ryoke, Ageo-shi, Saitama, Japan
(Please see the brief map attached at the end of this notice.)
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report and Consolidated Financial Statements for the 69th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the 69th Fiscal Year (April 1, 2016 - March 31, 2017)**Proposals to be resolved:**
 - Proposal No. 1:** Distribution of Surplus
 - Proposal No. 2:** Election of 5 Directors
 - Proposal No. 3:** Election of 1 Corporate Auditor
 - Proposal No. 4:** Granting of Retirement Benefits to Retiring Directors

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- For those attending, please present the enclosed ballot form at the reception desk on arrival at the meeting.
 - If any revisions are made to the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and Reference Documents for the General Meeting of Shareholders, the revised contents will be posted on the Company’s web site (<http://www.aichi-corp.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Distribution of Surplus

The Company's basic dividend policy is to pay dividends to its shareholders from a long-term perspective while giving consideration to reinforcement of management structure, future business development, etc. Based on this, the Company proposes a year-end dividend as follows.

Matters concerning year-end dividend:

- (1) Dividend property
Cash
- (2) Matters concerning the allotment of the dividend property and the total amount distributed
9 yen per share of common stock of the Company, for a total of 698,637,357 yen
- (3) Effective date of distribution of surplus
June 23, 2017

Proposal No. 2 Election of 5 Directors

The terms of office of all 11 incumbent Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 5 Directors. The candidates are as follows.

Mr. Takeshi Suzuki is a candidate for Outside Director.

No.	Name (Date of birth)	Career summary, positions, responsibilities and important concurrent positions	Number of Company shares held
1	Osamu Miura (December 12, 1954)	<p>April 1977 Joined NISSAN MOTOR CO., LTD.</p> <p>June 1999 Joined Toyoda Automatic Loom Works, Ltd. (present Toyota Industries Corporation) President and Representative Director of Toyoda Textile Machinery Co., Ltd.</p> <p>January 2007 President and Representative Director of Toyota Industrial Equipment Europe S.A.R.L</p> <p>June 2007 Managing Officer of Toyota Industries Corporation</p> <p>June 2008 Managing Officer of the same</p> <p>June 2010 Senior Managing Director of the Company</p> <p>June 2015 Senior Managing Director and Representative Director of the Company</p> <p>June 2016 President and Representative Director of the Company (to the present)</p>	20,000 shares
2	Shinya Inakoshi (June 12, 1954)	<p>April 1977 Joined Toyoda Automatic Loom Works, Ltd. (present Toyota Industries Corporation)</p> <p>June 2003 General Manager, Finance Department, Corporate Center of Toyota Industries Corporation</p> <p>January 2008 General Manager, Business Planning Department, Electronics Division of the same</p> <p>July 2014 Executive Officer of the Company</p> <p>June 2015 Director of the Company</p> <p>June 2016 Managing Director and Representative Director of the Company, Head of the Planning and Administration Division and supervising Subsidiaries and Affiliates in China (to the present)</p>	9,309 shares
3	Akihiko Ohira (July 6, 1955)	<p>April 1978 Joined the Company</p> <p>April 2001 General Manager, Research & Development Department of the Company</p> <p>April 2004 General Manager, Production Technology Department of the Company</p> <p>April 2006 President and Director of Aichi Sharyo Industries Co., Ltd.</p> <p>April 2010 General Manager in charge of China Business Department of the Company</p> <p>July 2010 Executive Officer of the Company</p> <p>June 2016 Director of the Company, supervising Information Systems Division and in charge of Production Management Department (to the present)</p>	7,504 shares

No.	Name (Date of birth)	Career summary, positions, responsibilities and important concurrent positions		Number of Company shares held
4	Takeshi Suzuki (November 18, 1947)	<p>April 1970 Joined Toyota Motor Sales Co., Ltd. (present Toyota Motor Corporation)</p> <p>June 2000 Member of the Board of Directors of Toyota Motor Corporation</p> <p>June 2003 Managing Officer of the same</p> <p>June 2004 Senior Managing Director of the same</p> <p>June 2008 President and Representative Director of Toyota Financial Services Corporation</p> <p>June 2011 Chairman and Representative Director of Aioi Nissay Dowa Insurance Co., Ltd.</p> <p>June 2013 Director of the Company (to the present)</p> <p>[Important concurrent positions]</p> <p> Senior Advisor of Aioi Nissay Dowa Insurance Co., Ltd.</p> <p> External Director of Sumitomo Mitsui Trust Holdings, Inc.</p>		0 shares
5	Satoru Kawataki (March 13, 1965)	<p>April 1988 Joined Toyoda Automatic Loom Works, Ltd. (present Toyota Industries Corporation)</p> <p>January 2010 General Manager, Corporate Management Office, TMHG Administration Department, Toyota L&F Company of Toyota Industries Corporation</p> <p>June 2015 General Manager, TMHG Administration Department, Toyota L&F Company of the same (to the present)</p> <p>June 2016 Director of the Company (to the present)</p>		0 shares

- Notes:
1. No material conflicts of interests exist between the Company and any of the above candidates.
 2. Mr. Takeshi Suzuki is a candidate for Outside Director. He has a wealth of knowledge and experience regarding corporate management. We believe that he will provide us with advice on the overall management, and we therefore propose him as a candidate for Outside Director. He has served as an Outside Director of the Company for 4 years. He is registered as an independent officer as stipulated by the regulations of securities exchanges.
 3. The Company has concluded the Liability Limitation Agreement with Mr. Takeshi Suzuki as stipulated in Article 423, Paragraph 1 of the Company's Act, and the liability limit shall be the amount stipulated in Article 425, Paragraph 1 of the Act.

Proposal No. 3 Election of 1 Corporate Auditor

Mr. Tadashi Mizuno will retire as a Corporate Auditor by resignation at the conclusion of this Ordinary General Meeting of Shareholders. To fill the vacancy, the Company proposes the election of 1 Corporate Auditor.

The Board of Corporate Auditors has already approved this proposal.

Name (date of birth)	Career summary, positions and important concurrent positions	Number of Company shares held
Takushi Ito (September 21, 1952)	July 2006 Director; General Manager, Tokai Headquarters, and General Manager, Nagoya Branch of NIPPON TELEGRAPH AND TELEPHONE WEST CORPORATION President of NTT West-Tokai Corporation July 2007 Joined Nippon Denwa Shisetsu Co., Ltd. (present NDS Co., Ltd.) June 2008 Senior Managing Director; General Manager, Corporate Planning Division of the same June 2009 President & CEO of the same (to the present) [Important concurrent positions] President & CEO of NDS Co., Ltd. Outside Director of Tokai Tsushin Shizai Service Incorporated Outside Director of Aichi Television Broadcasting Co., LTD.	0 shares

- Notes:
1. No material conflicts of interests exist between the Company and the above candidate.
 2. Mr. Takushi Ito is a candidate for Outside Corporate Auditor. He has a wealth of knowledge and experience regarding corporate management. We believe that he will perform the duties of an Outside Corporate Auditor fairly and properly, and we therefore propose him as a candidate for Outside Corporate Auditor. He is registered as an Independent Auditor as stipulated by the regulations of securities exchanges.
 3. If the election of Mr. Takushi Ito is approved, the Company intends to conclude the Liability Limitation Agreement with him as stipulated in Article 423, Paragraph 1 of the Company's Act, and the liability limit shall be the amount stipulated in Article 425, Paragraph 1 of the Act.
 4. Mr. Takushi Ito is a newly appointed candidate for Outside Corporate Auditor.

Proposal No. 4 Granting of Retirement Benefits to Retiring Directors

The Company proposes the granting of retirement benefits to Mr. Takuo Suzuki, Mr. Akio Kawai, Mr. Naoki Tahara, Mr. Takayuki Ninomiya, Mr. Yoshio Tagami and Mr. Koichi Anzai, all of whom will retire as Directors at the conclusion of this Ordinary General Meeting of Shareholders, and to Mr. Keiichi Tsuchiya, who resigned as a Director in September 2016, in order to compensate their dedicated efforts in service to the Company during their terms of office, within reasonable amounts in accordance with a certain standard prescribed by the Company. The decisions on specific amounts, timing, and method of payment shall be determined at the discretion of the Board of Directors.

The career summaries of the retiring Directors are as follows:

Name	Career summary
Takuo Suzuki	June 2015 Senior Managing Director and Representative Director of the Company (to the present)
Akio Kawai	June 2007 Director of the Company (to the present)
Naoki Tahara	June 2016 Director of the Company (to the present)
Takayuki Ninomiya	June 2016 Director of the Company (to the present)
Yoshio Tagami	June 2015 Director of the Company (to the present)
Koichi Anzai	June 2016 Director of the Company (to the present)
Keiichi Tsuchiya	June 2015 Director of the Company (retired by resignation in September 2016)