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(Securities Code 7282)

May 30, 2018

To All Shareholders:

1 Haruhinagahata, Kiyosu, Aichi
TOYODA GOSEI CO., LTD.
President Naoki Miyazaki

NOTICE OF THE 95th ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholder,

Please refer to the following for information about the upcoming the 95th Ordinary General Shareholders' Meeting (the "General Shareholders' Meeting") of Toyoda Gosei Co., Ltd. (the "Company"). We hope that you will be able to attend this meeting.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means (the Internet, etc.). Please review the enclosed Reference Documents and exercise your voting rights by no later than 5:15 p.m. on Wednesday, June 14, 2018 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Friday, June 15, 2018
(Reception start time : 9:00 a.m.)

2. Venue: Sun Court East of the Company
4500 Nakashitanbata, Inokuchi-cho, Inazawa, Aichi

3. Agenda:

Reports:

- (1) Reports on business review and consolidated and non-consolidated financial statements for the 95th Fiscal Year (April 1, 2017 through March 31, 2018)
- (2) Report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements.

Resolutions:

- Proposed Resolution 1: Distribution of Surplus
- Proposed Resolution 2: Election of 9 Directors
- Proposed Resolution 3: Election of 2 Audit & Supervisory Board Members
- Proposed Resolution 4: Payment of Bonuses to Directors

Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk. It will serve as your admission pass.

- Please refer to pages 5 and 6 for the method to exercise your voting rights by paper ballot or by electromagnetic means (the Internet, etc.) (Translation of pages 5 and 6 is omitted.).

- In the event where revisions are necessary for the reference documents or attachments of the General Shareholders' Meeting, the revised information will be posted on the Company's Web site.
- Notes to the consolidated and non-consolidated financial statements are not included in the attachments since they are posted on the Company's Web site as provided by laws and regulations and Article No. 14 of the Company's Articles of Incorporation. The consolidated and non-consolidated financial statements audited by the Accounting Auditor and the Audit & Supervisory Board consist of the documents included in the attachments and the notes to the consolidated and non-consolidated financial statements posted on the Company's Web site (Available only in Japanese.).

The Company's Web site: [http:// www.toyoda-gosei.co.jp/](http://www.toyoda-gosei.co.jp/)

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Distribution of Surplus

We are promoting business development to achieve steady growth, while improving and strengthening the corporate structure in pursuit of increased corporate value. Regarding the distribution of surplus, we have a basic policy to pay stable dividends to shareholders in a consistent manner, while giving comprehensive consideration to factors such as business results, demand for funds, and dividend payout ratio, so as to live up to the expectations of shareholders.

We would like to offer a year-end dividend of 28 yen per share as follows. Combined with the interim dividend, the total amount of the annual dividends for the fiscal year ended March 31, 2018 will be 56 yen per share.

- (1) Type of dividend assets

Cash

- (2) Allocation of dividend assets and the total amount of dividends

Payment of 28 yen per share of common stock

Total amount of dividends: 3,624,799,080 yen

- (3) Effective date of distribution of surplus

June 18, 2018


Proposed Resolution 2: Election of 9 Directors


All 10 Directors will retire upon the expiration of their term of office at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 9 Directors be elected.


The candidates for the positions of Director are as follows:


No.	Name (birth date)	Current position	Responsibilities
1	Naoki Miyazaki (May 23, 1957) Re-appointed	President	-
2	Masakazu Hashimoto (February 18, 1956) Re-appointed	Director, Senior Managing Officer	Chief of Research and Development Headquarters
3	Tomonobu Yamada (February 4, 1959) Re-appointed	Director, Senior Managing Officer	Chief of Sales Headquarters Adviser to General Industry Products Division
4	Toru Koyama (December 1, 1959) Re-appointed	Director, Managing Officer	Chief of Purchasing Headquarters In charge of Corporate Planning Division
5	Hiroshi Yasuda (October 5, 1959) Re-appointed	Director, Managing Officer	Chief of Production Headquarters Adviser to Quality Assurance Headquarters
6	Toshihiro Yokoi (March 8, 1960) Re-appointed	Director, Managing Officer	Chief of Corporate Management Headquarters
7	Masaki Oka (February 20, 1962) Newly appointed	Corporate Officer	Chief of Finance and Accounting Headquarters In charge of Audit Division
8	Sojiro Tsuchiya (May 17, 1949) Re-appointed Outside Director Independent Director	Director	-
9	Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	Director	-


Note: There are no special conflicts of interest between each of the candidates and the Company.


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties			Number of the Company's shares owned
1	 Naoki Miyazaki (May 23, 1957) Re-appointed	April 1980	Joined Toyota Motor Co., Ltd.	13,700 shares	
		June 2008	Managing Officer of Toyota Motor Corporation		
		April 2013	Senior Managing Officer of Toyota Motor Corporation	Attendance at Board of Directors Meetings	
		April 2014	Adviser of Toyoda Gosei Co., Ltd.	13/13(100%)	
		June 2014	Executive Vice President of Toyoda Gosei Co., Ltd.		
		June 2015	President of Toyoda Gosei Co., Ltd. (to the present)	Number of years served as a director	
Reason for nomination as candidate for Director					4 years (Upon the conclusion of this General Shareholders' Meeting)
Mr. Naoki Miyazaki holds many years of experience involving corporate management, having served as a Senior Managing Officer of Toyota Motor Corporation and also as an Executive Vice President and a President of Toyoda Gosei Co., Ltd. from 2014. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.					


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned
2	 Masakazu Hashimoto (February 18, 1956) Re-appointed	April 1980	Joined Toyota Motor Co., Ltd.	4,314 shares
		January 2002	Joined Toyoda Gosei Co., Ltd.	Attendance at Board of Directors Meetings
		June 2012	Corporate Officer of Toyoda Gosei Co., Ltd.	
		June 2014	Managing Officer of Toyoda Gosei Co., Ltd.	11/11(100%)
		June 2016	Senior Managing Officer of Toyoda Gosei Co., Ltd.	Number of years served as a director
		June 2017	Director, Senior Managing Officer of Toyoda Gosei Co., Ltd. (to the present)	1 year (Upon the conclusion of this General Shareholders' Meeting)
(main areas of responsibility at the Company) Chief of Research and Development Headquarters				
Reason for nomination as candidate for Director				
Mr. Masakazu Hashimoto holds experience working mainly on Safety Systems in the Engineering Development area of Toyota Motor Corporation and Toyoda Gosei Co., Ltd., and has been involved in corporate management as a Director of the Company from 2017. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.				


No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
3	 Tomonobu Yamada (February 4, 1959) Re-appointed	April	1981	Joined Toyoda Gosei Co., Ltd.	7,100 shares
		June	2010	Director of Toyoda Gosei Co., Ltd.	Attendance at Board of Directors Meetings
		June	2012	Corporate Officer of Toyoda Gosei Co., Ltd.	
		June	2014	Managing Officer of Toyoda Gosei Co., Ltd.	13/13(100%)
		June	2016	Director, Managing Officer of Toyoda Gosei Co., Ltd.	
		June	2017	Director, Senior Managing Officer of Toyoda Gosei Co., Ltd. (to the present)	Number of years served as Director
		(main areas of responsibility at the Company) Chief of Sales Headquarters Adviser to General Industry Products Division			2 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director					
Mr. Tomonobu Yamada holds experience working in the Sales Division of Toyoda Gosei Co., Ltd. and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.					

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
4	 Toru Koyama (December 1, 1959) Re-appointed	April	1982	Joined Toyoda Gosei Co., Ltd.	2,944 shares
		June	2012	Corporate Officer of Toyoda Gosei Co., Ltd.	Attendance at Board of Directors Meetings
		June	2015	Managing Officer of Toyoda Gosei Co., Ltd.	
		June	2016	Director, Managing Officer of Toyoda Gosei Co., Ltd. (to the present)	13/13(100%)
		(main areas of responsibility at the Company) Chief of Purchasing Headquarters In charge of Corporate Planning Division			Number of years served as Director
					2 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director					
Mr. Toru Koyama holds experience working in the Safety Systems Development Division of Toyoda Gosei Co., Ltd., served as a management team member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.					

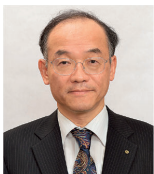
No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
5	 Hiroshi Yasuda (October 5, 1959) Re-appointed	April 1982 Joined Toyoda Gosei Co, Ltd.	1,679 shares
		June 2012 Corporate Officer of Toyoda Gosei Co., Ltd.	Attendance at Board of Directors Meetings
		June 2016 Director, Managing Officer of Toyoda Gosei Co., Ltd. (to the present)	13/13(100%)
			Number of years served as Director
		(main areas of responsibility at the Company) Chief of Production Headquarters Adviser to Quality Assurance Headquarters	2 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director			
Mr. Hiroshi Yasuda holds experience working mainly on Safety Systems in the Production Engineering Division of Toyoda Gosei Co., Ltd., served as a management team member of an overseas subsidiary, and has been involved in corporate management as a Director of the Company from 2016. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned
6	 Toshihiro Yokoi (March 8, 1960) Re-appointed	April 1982	Joined Toyota Motor Co., Ltd.	1,400 shares
		June 2011	Project General Manager of Human Resources Division, Toyota Motor Corporation	Attendance at Board of Directors Meetings
		July 2011	Project General Manager of Corporate Planning Division, Toyoda Gosei Co., Ltd.	11/11(100%)
		June 2012	Corporate Officer of Toyoda Gosei Co., Ltd.	
		June 2015	Managing Officer of Toyoda Gosei Co., Ltd.	
		June 2017	Director, Managing Officer of Toyoda Gosei Co., Ltd. (to the present)	Number of years served as Director
	(main areas of responsibility at the Company) Chief of Corporate Management Headquarters	1 year (Upon the conclusion of this General Shareholders' Meeting)		
Reason for nomination as candidate for Director				
Mr. Toshihiro Yokoi holds experience working in the Human Resources Division of Toyota Motor Corporation and its several subsidiaries in North America and Asia, in the Human Resources Division and Optoelectronics Business Unit of Toyoda Gosei Co., Ltd., and has been involved in corporate management as a Director of the Company from 2017. We therefore re-nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.				

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties	Number of the Company's shares owned
7	 <p>Masaki Oka (February 20, 1962) Newly appointed</p>	<p>April 1985 Joined Toyota Motor Corporation</p> <p>September 2012 Project General Manager of Accounting Division, Toyota Motor Corporation</p> <p>January 2014 General Manager of Affiliated Companies Finance Dept., Toyota Motor Corporation</p> <p>January 2015 Adviser of Toyoda Gosei Co., Ltd.</p> <p>June 2015 Corporate Officer of Toyoda Gosei Co., Ltd. (to the present)</p> <p>(main areas of responsibility at the Company) Chief of Finance & Accounting Headquarters In charge of Audit Division</p>	2,000 shares
Reason for nomination as candidate for Director			
Mr. Masaki Oka holds experience working in the Finance & Accounting area of Toyota Motor Corporation and Toyoda Gosei Co, Ltd. We therefore nominate him as a candidate to become a Director as we expect him to apply his extensive experience and high-level insight in the Company's management.			

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned
8	 Sojiro Tsuchiya (May 17, 1949) Re-appointed Outside Director Independent Director	April 1975	Joined Nippondenso Co., Ltd.	0 shares
		June 2002	Director of Denso Corporation	Attendance at Board of Directors Meetings
		June 2004	Managing Officer of Denso Corporation	
		June 2007	Senior Managing Director of Denso Corporation	
		June 2011	Executive Vice President of Denso Corporation	13/13(100%)
		June 2013	Adviser, Senior Technical Executive of Denso Corporation	
		June 2015	Director of Toyoda Gosei Co., Ltd. (to the present)	
		June 2015	Adviser of Denso Corporation (Retired in June 2016)	Number of years served as Director
(important concurrent duties)		3 years (Upon the conclusion of this General Shareholders' Meeting)		
Outside Director of Nissei Corporation				
External Audit & Supervisory Board Member of DMG Mori Co., Ltd.				
Reason for nomination as candidate for Outside Director				
We re-nominate Mr. Sojiro Tsuchiya as a candidate to become an Outside Director as we expect him to apply his extensive managerial experience and high-level insight as a management team member of Denso Corporation in the Company's management.				

- Notes: 1. Mr. Sojiro Tsuchiya is a candidate to become an Outside Director.
2. The Company reached a settlement with the European Commission and was fined in November 2017 over the infringement of the EU competition law in connection with the sales of its automotive airbags. However, it was established that the violation concerned had ceased before his appointment as the Company's Outside Director. He has constantly voiced his opinions at the Board of Directors Meetings in terms of ensuring strict compliance with laws. In response to the incident, he has also expressed his opinions on, among others, the thorough measures to prevent a recurrence of such an incident, including compliance training to employees on applicable laws such as competition law.
3. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Director of the Company for 3 years.
4. The Company has entered into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with him. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has registered him as an Independent Director pursuant to the relevant provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

No.	Name (birth date)	Brief career summary, position and main areas of responsibility at the Company, and important concurrent duties		Number of the Company's shares owned	
9	 Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	April	1980	Joined Japan Development Bank	0 shares
		April	2007	Deputy Director-General of Development Bank of Japan	Attendance at Board of Directors Meetings
		July	2009	Director of The Energy Strategy Institute Co., Ltd. (to the present)	
		June	2016	Director of Toyoda Gosei Co., Ltd. (to the present)	12/13(92%)
		(important concurrent duties) Director of the Energy Strategy Institute Co., Ltd.			Number of years served as Director
					2 years (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Outside Director					
We re-nominate Mr. Kimio Yamaka as a candidate to become an Outside Director as we expect him to apply his extensive experience in the fields of policy finance and environment and energy, as well as his high-level insight, in the Company's management.					


- Notes: 1. Mr. Kimio Yamaka is a candidate to become an Outside Director.
2. The Company reached a settlement with the European Commission and was fined in November 2017 over the infringement of the EU competition law in connection with the sales of its automotive airbags. However, it was established that the violation concerned had ceased before his appointment as the Company's Outside Director. He has constantly voiced his opinions at the Board of Directors Meetings in terms of ensuring strict compliance with laws. In response to the incident, he has also expressed his opinions on, among others, the thorough measures to prevent a recurrence of such an incident, including compliance training to employees on applicable laws such as competition law.
3. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Director of the Company for 2 years.
4. The Company has entered into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with him. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
5. The Company has registered him as an Independent Director pursuant to the relevant provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

Proposed Resolution 3: Election of 2 Audit & Supervisory Board Members


The term of office of an Audit & Supervisory Board Members Mr. Yoshiro Hayashi and Mr. Masami Hadama will expire upon the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 2 Audit & Supervisory Board Members be elected.

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

The candidates for the position of the Audit & Supervisory Board Members are as below.

No.	Name (birth date)	Brief career summary, position at the Company, and important concurrent duties		Number of the Company's shares owned
1	 Takeshi Uchiyamada (August 17, 1946) Newly appointed Outside Audit & Supervisory Board Member	April 1969 June 1998 June 2001 June 2003 June 2005 June 2012 June 2013	Joined Toyota Motor Co., Ltd. Member of the Board of Directors of Toyota Motor Corporation Managing Director of Toyota Motor Corporation Senior Managing Director of Toyota Motor Corporation Director & Executive Vice President of Toyota Motor Corporation Director & Vice Chairman of Toyota Motor Corporation Director & Chairman of Toyota Motor Corporation (to the present) (important concurrent duties) Director & Chairman of Toyota Motor Corporation	0 shares
Reason for nomination as candidate for Outside Audit & Supervisory Board Member				
We nominate Mr. Takeshi Uchiyamada as a candidate to become an Outside Audit & Supervisory Board Member as we expect him to apply his extensive managerial experience and high-level insight as a management team member of Toyota Motor Corporation in the Company's audit.				

- Note:
1. Mr. Takeshi Uchiyamada is a candidate to become an Outside Audit & Supervisory Board Member.
 2. He currently serves and has served in the past five years as an executive of Toyota Motor Corporation, a specified associated business operator of the Company.
 3. The Company will enter into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with him after he will be elected. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.

No.	Name (birth date)	Brief career summary, position at the Company, and important concurrent duties		Number of the Company's shares owned
2	 Masami Hadama (July 28, 1965) Re-appointed Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member	April 1993	Public Prosecutor	0 shares
		October 2006	Public Prosecutor of Special Investigation Dept. of Tokyo District Public Prosecutors Office	
		April 2007	Registered as attorney Partner, TMI Associates (to the present)	Attendance at Board of Directors Meetings
		April 2008	Professor, Sophia University Law School (retired in March 2018)	12/13(92%)
		March 2012	Representative Partner, TMI Partners Legal Professional Corporation (retired in June 2015)	Attendance at Audit & Supervisory Board Meetings
		June 2014	Audit & Supervisory Board Member of Toyoda Gosei Co., Ltd. (to the present)	12/13(92%)
			4 years (Upon the conclusion of this General Shareholders' Meeting)	
Reason for nomination as candidate for Outside Audit & Supervisory Board Member				
We re-nominate Mr. Masami Hadama as a candidate to become an Outside Audit & Supervisory Board Member as we expect him to apply his extensive experience and high-level insight he has accumulated in legal circles in the Company's audit. While he has not been involved in corporate management other than acting as an outside director or an outside audit & supervisory board member, we believe that he would adequately fulfill his duties as an Outside Audit & Supervisory Board Member for the reason set forth above.				

- Note:
1. Mr. Masami Hadama is a candidate to become an Outside Audit & Supervisory Board Member.
 2. There are no special conflicts of interest between the candidate and the Company.
 3. After he had been appointed as the Company's Outside Audit & Supervisory Board Member in June 2014, the Company executed a plea agreement with the U.S. Department of Justice in September 2014 to pay fines for the violation of the U.S. antitrust law in connection with the sales of some of its automotive parts. The Company also reached a settlement with the European Commission and was fined in November 2017 over the infringement of the EU competition law in connection with the sales of its automotive airbags. However, it was established that both violations had ceased before his appointment. He has constantly voiced his opinions at the Board of Directors Meetings and the Audit & Supervisory Board Meetings in terms of ensuring strict compliance with laws. In response to these incidents, he has also expressed his opinions from a professional perspective on, among others, the thorough measures to prevent a recurrence of such incidents, including compliance training to employees on applicable laws such as competition law.
 4. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Audit & Supervisory Board Member of the Company for 4 years.
 5. The Company has entered into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with him. The outline of the limited liability agreement is that he shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 6. The Company has registered him as an Independent Audit & Supervisory Board Member pursuant to the relevant provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

Proposed Resolution 4: Payment of Bonuses to Directors

In consideration of the results for the 95th Fiscal Year and other factors, the 8 Directors (excluding the Outside Director) in office as of the end of the 95th Fiscal Year will be paid a total amount of 125,600,000 yen as bonuses.

End