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(Securities Code 7282)

May 29, 2019

To All Shareholders:

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

NOTICE OF THE 96th ORDINARY GENERAL SHAREHOLDERS' MEETING

Dear Shareholder,

Please refer to the following for information about the upcoming the 96th 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 Thursday, June 13, 2019 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Friday, June 14, 2019
(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 96th Fiscal Year (April 1, 2018 through March 31, 2019)
- (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: Partial Amendments to the Articles of Incorporation
- Proposed Resolution 3: Election of 9 Directors
- Proposed Resolution 4: Election of 1 Audit & Supervisory Board Member
- Proposed Resolution 5: Payment of Bonuses to Directors

Notes: - 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 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.).

- 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.

The Company's Web site: [https:// www.toyoda-gosei.co.jp/](https://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 30 yen per share as follows. Combined with the interim dividend, the total amount of the annual dividends for the fiscal year ended March 31, 2019 will be 60 yen per share.

(1) Type of dividend assets

Cash

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

Payment of 30 yen per share of common stock

Total amount of dividends: 3,883,697,760 yen

(3) Effective date of distribution of surplus

June 17, 2019

Proposed Resolution 2: Partial Amendments to the Articles of Incorporation

(1) Reason for amendments

To prepare future business development of the Company and its subsidiaries, we hereby request to add a new object of the Company to the Article 2 of the Article of Incorporations.

(2) Details of the amendments

The details of the amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
<p>(Objects)</p> <p>Article 2. The objects of the Company shall be to engage in the following business activities:</p> <p>(1) manufacture and sale of:</p> <p>a. rubber, synthetic resin, and urethane products;</p> <p>b. semiconductors and products using semiconductors;</p> <p>c. electric and electronic parts; and</p> <p>d. adhesives,</p> <p>used for various transportation machinery and equipment such as motor vehicles, conveyance machinery and apparatus or ships; for agricultural machinery, construction machinery and machine tools; for information and communications apparatus and display and indicator devices; for household electrical appliances; and for equipment with respect to nursing and medical treatment; or residential equipment.</p> <p>(2) consultation, research, invention and related applications in connection with those mentioned in the preceding items.</p> <p><Newly established></p> <p><u>(3)</u> all lawful activities incident to the objects set forth in (1) and <u>(2)</u> above.</p>	<p>(Objects)</p> <p>Article 2. The objects of the Company shall be to engage in the following business activities:</p> <p>(1) manufacture and sale of:</p> <p>a. rubber, synthetic resin, and urethane products;</p> <p>b. semiconductors and products using semiconductors;</p> <p>c. electric and electronic parts; and</p> <p>d. adhesives,</p> <p>used for various transportation machinery and equipment such as motor vehicles, conveyance machinery and apparatus or ships; for agricultural machinery, construction machinery and machine tools; for information and communications apparatus and display and indicator devices; for household electrical appliances; and for equipment with respect to nursing and medical treatment; or residential equipment.</p> <p>(2) consultation, research, invention and related applications in connection with those mentioned in the preceding items.</p> <p>(3) <u>management of sports clubs and administration of sports facilities.</u></p> <p><u>(4)</u> all lawful activities incident to the objects set forth in (1) <u>(2)</u> and <u>(3)</u> above.</p>


Proposed Resolution 3: Election of 9 Directors

All 9 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	Executive Vice President	Chief of Research and Development Headquarters
3	Toru Koyama (December 1, 1959) Re-appointed	Director, Senior Managing Officer	Chief of Purchasing Headquarters In charge of Corporate Planning Division
4	Tomonobu Yamada (February 4, 1959) Re-appointed	Director, Senior Managing Officer	Chief of Sales Headquarters Adviser to General Industry Products Division
5	Hiroshi Yasuda (October 5, 1959) Re-appointed	Director, Senior Managing Officer	Chief of Production Headquarters
6	Masaki Oka (February 20, 1962) Re-appointed	Director, Managing Officer	Chief of Finance and Accounting Headquarters Chief of IT Headquarters In charge of Audit Division
7	Sojiro Tsuchiya (May 17, 1949) Re-appointed Outside Director Independent Director	Director	-
8	Kimio Yamaka (April 6, 1956) Re-appointed Outside Director Independent Director	Director	-
9	Mayumi Matsumoto (March 10, 1963) Newly Appointed Outside Director Independent 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.	14,700 shares
		June 2008	Managing Officer of Toyota Motor Corporation	Attendance at Board of Directors Meetings
		April 2013	Senior Managing Officer of Toyota Motor Corporation	13/13(100%)
		April 2014	Adviser of the Company	Number of years served as a director
		June 2014	Executive Vice President of the Company	5 years (Upon the conclusion of this General Shareholders' Meeting)
		June 2015	President of the Company (to the present)	
Reason for nomination as candidate for Director				
Mr. Naoki Miyazaki holds many years of experience in corporate management, having served as a Senior Managing Officer of Toyota Motor Corporation and also as an Executive Vice President of the Company from 2014 and President of the Company from 2015. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on 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.	5,014 shares
		January 2002	Joined the Company	Attendance at Board of Directors Meetings
		June 2012	Corporate Officer of the Company	
		June 2014	Managing Officer of the Company	
		June 2016	Senior Managing Officer of the Company	13/13(100%)
		June 2017	Director, Senior Managing Officer of the Company	
		June 2018	Executive Vice President of the Company (to the present)	Number of years served as a director
		(areas of responsibility at the Company) Chief of Research and Development Headquarters	2 years (Upon the conclusion of this General Shareholders' Meeting)	
Reason for nomination as candidate for Director				
Mr. Masakazu Hashimoto holds experience working mainly on safety systems products in the engineering development area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2017 and an Executive Vice President of the Company from 2018. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on 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	 Toru Koyama (December 1, 1959) Re-appointed	April 1982 Joined the Company	8,144 shares
		June 2012 Corporate Officer of the Company	Attendance at Board of Directors Meetings
		June 2015 Managing Officer of the Company	
		June 2016 Director, Managing Officer of the Company	12/13(92%)
		June 2018 Director, Senior Managing Officer of the Company (to the present)	Number of years served as Director
	(areas of responsibility at the Company) Chief of Purchasing Headquarters In charge of Corporate Planning Division		3 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 the Company, served as a management 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 reflect his extensive experience and high-level insight on 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	 Tomonobu Yamada (February 4, 1959) Re-appointed	April 1981 Joined the Company	7,400 shares
		June 2010 Director of the Company	Attendance at Board of Directors Meetings
		June 2012 Corporate Officer of the Company	
		June 2014 Managing Officer of the Company	13/13(100%)
		June 2016 Director, Managing Officer of the Company	Number of years served as Director
	(areas of responsibility at the Company) Chief of Sales Headquarters Adviser to General Industry Products Division	June 2017 Director, Senior Managing Officer of the Company (to the present)	3 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 the Company 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 reflect his extensive experience and high-level insight on 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 the Company	5,279 shares
		June 2012	Corporate Officer of the Company	Attendance at Board of Directors Meetings
		June 2016	Director, Managing Officer of the Company	
		June 2018	Director, Senior Managing Officer of the Company (to the present)	
		(areas of responsibility at the Company) Chief of Production Headquarters		13/13(100%)
		3 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 products in the production engineering division of the Company, served as a management 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 reflect his extensive experience and high-level insight on 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	 Masaki Oka (February 20, 1962) Re-appointed	April 1985 Joined Toyota Motor Corporation January 2014 General Manager of Affiliated Companies Finance Dept., Toyota Motor Corporation January 2015 Adviser of the Company June 2015 Corporate Officer of the Company June 2018 Director, Managing Officer of the Company (to the present)	3,000 shares
		(areas of responsibility at the Company) Chief of Finance & Accounting Headquarters Chief of IT Headquarters In charge of Audit Division	Attendance at Board of Directors Meetings
			11/11(100%)
			Number of years served as Director
			1 year (Upon the conclusion of this General Shareholders' Meeting)
Reason for nomination as candidate for Director			
Mr. Masaki Oka holds experience working in the finance & accounting area of Toyota Motor Corporation and the Company and has been involved in corporate management as a Director of the Company from 2018. We therefore re-nominate him as a candidate to become a Director as we expect him to reflect his extensive experience and high-level insight on 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	 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	13/13(100%)
		June 2011	Executive Vice President of Denso Corporation	
		June 2013	Adviser, Senior Technical Executive of Denso Corporation	
		June 2015	Director of the Company (to the present)	
June 2015	Adviser of Denso Corporation (Retired in June 2016)			
		(important concurrent duties) Outside Director of Nissei Corporation External Auditor of DMG Mori Co., Ltd.		Number of years served as Director
				4 years (Upon the conclusion of this General Shareholders' Meeting)
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 reflect his extensive managerial experience and high-level insight as a management member of Denso Corporation on the Company's management.				

- Note:
1. Mr. Sojiro Tsuchiya is a candidate to become an Outside Director.
 2. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Director of the Company for 4 years.
 3. 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.
 4. 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
8	 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)	12/13(92%)
		June 2016	Director of the Company (to the present)	Number of years served as Director
		(important concurrent duties) Director of the Energy Strategy Institute Co., Ltd.		3 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 reflect his extensive experience and high-level insight in the fields of policy finance, environment and energy on the Company's management.				

- Note:
1. Mr. Kimio Yamaka is a candidate to become an Outside Director.
 2. Upon the conclusion of this General Shareholders' Meeting, he would have served as an Outside Director of the Company for 3 years.
 3. 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.
 4. 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	 <p>Mayumi Matsumoto (March 10, 1963) Newly appointed Outside Director Independent Director</p>	<p>October 1987 News Anchor of TV Asahi April 1993 News Anchor of NHK July 2003 News Reporter managed by HoriPro Inc. (resigned in April 2009) May 2008 Cooperative Researcher of Research Center for Advanced Science and Technology, the University of Tokyo May 2009 Project Researcher of Research Center for Advanced Science and Technology, the University of Tokyo April 2011 Senior Fellow and Director of the International Environment and Economy Institute (IEEI) (to the present) April 2014 Visiting Associate Professor of Special Division of Environment and Energy Science, Komaba Organization for Educational Excellence (KOMEX), the University of Tokyo (to the present) July 2017 Director of Japan Council for Renewable Energy (JCRE) (to the present)</p> <p>(important concurrent duties) Visiting associate professor of KOMEX, the University of Tokyo Senior Fellow and Director of the International Environment and Economy Institute (IEEI) Director of Japan Council for Renewable Energy (JCRE)</p>	0 shares
Reason for nomination as candidate for Outside Director			
<p>We nominate Ms. Mayumi Matsumoto as a candidate to become an Outside Director as we expect her to reflect her extensive experience and high-level insight as a news anchor and researcher in the broad fields of social issues, environment and energy on the Company's management. While she has not been involved in corporate management, we believe that she would adequately fulfill her duties as an Outside Director for the reason set forth above.</p>			


- Note:
1. Ms. Mayumi Matsumoto is a candidate to become an Outside Director.
 2. Upon approval of her election in this Proposed Resolution, the Company will enter into an agreement limiting liability for damages provided for in Article 423, Paragraph 1 of the Companies Act with her. The outline of the limited liability agreement is that she shall be held liable for damages up to the amount stipulated in Article 425, Paragraph 1 of the Companies Act.
 3. The Company will register her as an Independent Director pursuant to the relevant provisions of Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc.

Proposed Resolution 4: Election of 1 Audit & Supervisory Board Member

The term of office of Mr. Hideomi Miyake as an Audit & Supervisory Board Member will expire upon the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that 1 Audit & Supervisory Board Member be elected.

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

The candidate for the position of the Audit & Supervisory Board Member is as below.

Name (birth date)	Brief career summary, position at the Company, and important concurrent duties			Number of the Company's shares owned
 Hideomi Miyake (September 14, 1945) Re-appointed Outside Audit & Supervisory Board Member Independent Audit & Supervisory Board Member	April	1968	Joined Toyoda Iron Works Co., Ltd.	0 shares
	June	1993	Director of Toyoda Iron Works Co., Ltd.	
	June	1999	Managing Director of Toyoda Iron Works Co., Ltd.	
	June	2003	Senior Managing Director of Toyoda Iron Works Co., Ltd.	Attendance at Board of Directors Meetings
	June	2005	President of Toyoda Iron Works Co., Ltd.	12/13(92%)
	June	2011	Chairman of Toyoda Iron Works Co., Ltd.	Attendance at Audit & Supervisory Board Meetings
	June	2015	Audit & Supervisory Board Member of the Company (to the present)	13/14(93%)
	June	2016	Adviser of Toyoda Iron Works Co., Ltd. (to the present)	Number of years served as Audit & Supervisory Board Member
	(important concurrent duties) Adviser of Toyoda Iron Works Co., Ltd.			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. Hideomi Miyake as a candidate to become an Outside Audit & Supervisory Board Member as we expect him to reflect his extensive managerial experience and high-level insight on the audit of the Company.				

- Note:
1. Mr. Hideomi Miyake 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 2015, 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 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 the incident, he has also expressed his opinions 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 5: Payment of Bonuses to Directors

In consideration of the results for the 96th Fiscal Year and other factors, the 7 Directors (excluding the Outside Director) in office as of the end of the 96th Fiscal Year will be paid a total amount of 96,200,000 yen as bonuses.

End