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Securities Code: 7259

May 27, 2020

To Those Shareholders with Voting Rights

Kiyotaka Ise  
President  
AISIN SEIKI CO., LTD.  
1, Asahi-machi 2-chome, Kariya-shi  
Aichi, Japan

### NOTICE OF THE 97th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 97th Ordinary General Meeting of Shareholders of AISIN SEIKI CO., LTD. (hereinafter, the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by mailing the enclosed Voting Rights Exercise Form or via the Internet. Please review the Reference Documents for the General Meeting of Shareholders (pages 2 through 17), and exercise your voting rights no later than 5:30 p.m. on Monday, June 15, 2020.

**1. Date and Time:** Tuesday, June 16, 2020 at 10:00 a.m.

**2. Place:** The Company’s KYODOKAN Hall  
36, Hachiken-cho 2-chome, Kariya-shi, Aichi

**3. Agenda of the Meeting:**

**Matters to be reported:** The Business Report, the Financial Statements, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Board for the 97th Fiscal Year (from April 1, 2019 to March 31, 2020).

**Proposals to be resolved:**

**Proposal No. 1:** Partial Amendments to the Articles of Incorporation

**Proposal No. 2:** Election of Nine Directors

**Proposal No. 3:** Election of Two Audit & Supervisory Board Members

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal No. 1: Partial Amendments to the Articles of Incorporation

##### 1. Reason for the Proposal

In order to survive in an age when the automotive industry faces an innovation of the type said to occur once every hundred years, the Company aims to further strengthen competitiveness through a management integration with subsidiary Aisin AW Co., Ltd. In order to ensure unity of spirit between the two companies and continue to be the core company that leads the Aisin Group, Article 1 (Trade Name) of the current Articles of Incorporation will be amended such that both companies share the name “Aisin,” while all 22 items in Article 2 (Business Purposes) of the current Articles of Incorporation will also be streamlined and unified to 16 items, in order to ensure that these purposes better fit the current status of the Group’s businesses.

In addition, the Company has introduced a Managing Officer system in order to speed up the implementation of its management, but now, in order to enable the creation and modification of an optimal and nimble management structure when Managing Officers are transferred, Article 24, Paragraph 1 of the current Articles of Incorporation will be amended to make it such that not only Directors of the Company but also Managing Officers of the Company will be able to be selected as the President, and the position of Executive Vice President will be discontinued, in order to clarify decision-making and business execution roles within the officer structure. Furthermore, in connection with these changes, Article 14 of the current Articles of Incorporation will also be amended with changes to provisions concerning the Chairman of the General Meeting of Shareholders. In addition, in line with the above amendments, new provisions will be established to clarify the appointment method and roles of Managing Officers, as shown in Article 26 of the proposed amendments, and necessary changes will be made, such as changes to the numbering of Articles 27 onward of the current Articles of Incorporation.

Furthermore, a supplementary provision will be established to the effect that the amendments to Article 1 (Trade Name) and Article 2 (Business Purposes) of the Articles of Incorporation will become effective on April 1, 2021, subject to the merger between the Company and Aisin AW Co., Ltd. becoming effective, and this supplementary provision will also be deleted from the Articles of Incorporation upon these amendments becoming effective.

##### 2. Details of the Amendments

Details of the amendments are as follows:

(Underlined parts are amended.)

Current Articles of Incorporation	Proposed Amendments
CHAPTER I. GENERAL PROVISIONS	CHAPTER I. GENERAL PROVISIONS
Article 1. (Trade Name) The name of the Company shall be <u>Aisin Seiki Kabushiki Gaisha</u> . In English, it shall be <u>AISIN SEIKI CO., LTD.</u>	Article 1. (Trade Name) The name of the Company shall be <u>Kabushiki Gaisha Aisin</u> . In English, it shall be <u>AISIN CORPORATION</u> .
Article 2. (Business Purposes) The purpose of the Company shall be to engage in the following businesses:	Article 2. (Business Purposes) The purpose of the Company shall be to engage in the following businesses:
1. Manufacture and sale of automotive components, other transportation <u>machinery and equipment, and motors and batteries</u> ;  (Newly established)	1. <u>Development</u> , manufacture and sale of automotive components and other transportation <u>equipment</u> ;  2. <u>Mobility services and development, manufacture, and sale of related products</u> ;

Current Articles of Incorporation	Proposed Amendments
2. <u>Manufacture and sale of die cast products and other non-ferrous metal products; manufacture and sale of cast and forged products; and contracted processing related to surface treatment, coating, and heat treatment of metals, synthetic resins, etc.;</u>	(Deleted)
3. <u>Manufacture and sale of sewing machines, embroidering machines, other general machinery and equipment, precision machinery and equipment, and medical equipment;</u>	(Deleted)
4. <u>Manufacture and sale of bidet attachments and other electric machinery and equipment;</u>	3. <u>Development, manufacture, and sale of devices, systems, services, and software related to information processing, information telecommunications, and information provision;</u>
5. <u>Manufacture and sale of beds, bedding, and other furniture accessories, and interior design operations;</u>	(Deleted)
6. <u>Manufacture and sale of building materials and housing-related devices and building, planting, civil engineering, electric, machinery and equipment installation, renovation, and other types of construction and construction planning, design, installation, supervision, and subcontracting incidental to the foregoing;</u>	4. <u>Development, manufacture, and sale of energy-related devices, related services, and supply of all types of energy;</u>
7. <u>Manufacture and sale of air-conditioning, freezing, and refrigeration devices, vacuum pumps, power generators, other energy conversion devices, and electricity and gas;</u>	5. <u>Development, manufacture, and sale of devices for home use and devices for medical use;</u>
8. <u>Manufacture, sale, repair, and alteration of machine tools, measuring devices, robotic equipment, conveyance equipment, combustion devices, melting furnaces, electric discharge equipment, presses and other metal processing machinery, casting molds, non-ferrous metal molds, die cast molds, synthetic resin molds, pressing molds, jigs, and cutting tools;</u>	6. <u>Development, manufacture, and sale of industrial machinery and equipment;</u>
9. <u>Development, manufacture, and sale of devices, systems, services, and software related to information processing, information telecommunications, and information provision;</u>	7. <u>Development, manufacture, and sale of building materials and housing-related devices and design, management, and subcontracting of construction;</u>
10. <u>Manufacture and sale of coatings, adhesives, and other synthetic resin materials and alcohol, ketone, ether, ester, hydrocarbon, and other organic compounds, and sale of gasoline, kerosene, lubricating oils, and other petroleum products;</u>	(Deleted)
11. <u>Manufacture and sale of nursing care beds, wheelchairs, and other nursing care devices and operations related to nursing care services for bathing, feeding, and other aspects of daily life for elderly persons in need of nursing care, sick persons, and persons with physical disabilities, and the provision of information related to the foregoing;</u>	(Deleted)
12. <u>Manufacture and sale of experimental drugs and devices for diagnosis and evaluation in relation to various types of genes and contracted genetic diagnosis and evaluation;</u>	(Deleted)
13. <u>Study and excavation of historical sites; recording, preservation, and restoration of excavated items; and study, measurement, and manufacture and sale of recording devices and systems related to the foregoing;</u>	(Deleted)
14. <u>Manufacture and sale of audio devices and entertainment devices;</u>	8. <u>Development, manufacture, and sale of audio devices;</u>
15. <u>Research, testing, and study in humanities and social sciences, natural sciences, and combined technologies based on these sciences; development and training of researchers and technicians; and contracting and contracted operations related to the foregoing;</u>	(Deleted)

Current Articles of Incorporation	Proposed Amendments
<p><u>16. Management, purchase, sale, and rental of real estate; general lease operations <del>for machinery and equipment, etc.</del>; finance operations; non-life insurance agency operations; and <u>operations related to</u> life insurance solicitation;</u></p> <p style="text-align: center;">(Newly established)</p> <p style="text-align: center;">(Newly established)</p> <p><u>17. Security operations; <del>recycling of industrial and general waste; industrial waste processing operations; home helper operations, including contracted cleaning and food provision in homes; fee-charging employment placement business pursuant to the Employment Security Act; and worker dispatching undertaking pursuant to the Worker Dispatching Undertaking Act;</del></u></p> <p><u>18. Automotive transport operations as provided for in the Road Transport Act, automotive transport handling business, subcontracted operations related to automobile operation and the management thereof, loading operations, warehouse operations, and travel operations;</u></p> <p><u>19. Operation and management of sports, employee education, <u>accommodation</u>, dining, retail, pharmaceutical, childcare, and other facilities;</u></p> <p><u>20. <del>Manufacture, purchase, sale, rental, maintenance, repair, and inspections of devices, accessories, components, software, and supplies related to any of the foregoing items;</del></u></p> <p><u>21. Engineering, consulting, invention and research, and the use thereof, in relation to each of the foregoing items;</u></p> <p><u>22. Any businesses incidental or related to any of the foregoing items <u>and the export and import thereof.</u></u></p>	<p><u>9. Real estate <del>operations</del>, general lease operations, finance operations, non-life insurance agency operations, and life insurance solicitation <u>operations</u>;</u></p> <p><u>10. Development, manufacture, and sale of optical <u>equipment</u>;</u></p> <p><u>11. Production, processing, and sale of agricultural products, <u>etc.</u>;</u></p> <p><u>12. Security operations, <u>industrial and general waste processing operations, nursing care service operations, fee-charging employment placement business, worker dispatching undertaking, and disabled persons employment support business</u>;</u></p> <p><u>13. Transport operations, loading operations, warehouse operations, and travel operations;</u></p> <p><u>14. Management operations for sports performance, employee education, dining, retail, pharmaceutical, childcare, and other facilities;</u></p> <p style="text-align: center;">(Deleted)</p> <p><u>15. Engineering, consulting, <u>study</u>, invention and research, and the use thereof, in relation to each of the foregoing items;</u></p> <p><u>16. Any businesses incidental or related to any of the foregoing items.</u></p>
<p>Article 3. to Article 4. (Omitted)</p>	<p>Article 3 to Article 4. (Unchanged)</p>
<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p>	<p style="text-align: center;">CHAPTER III. GENERAL MEETING OF SHAREHOLDERS</p>
<p>Article 13. (Omitted)</p>	<p>Article 13. (Unchanged)</p>
<p>Article 14. (Chairman) The <u>Director and President</u> shall act as the Chairman of the General Meeting of Shareholders.</p> <p>2. In the event that the <u>Director and President</u> is prevented from acting, another Director, determined in accordance with an order of priority previously determined by the Board of Directors, shall fulfill this role.</p>	<p>Article 14. (Chairman) The <u>President</u> shall act as the Chairman of the General Meeting of Shareholders.</p> <p>2. In the event that the <u>President</u> is prevented from acting, another Director, determined in accordance with an order of priority previously determined by the Board of Directors, shall fulfill this role.</p>
<p>Article 15. to Article 18. (Omitted)</p>	<p>Article 15. to Article 18. (Unchanged)</p>
<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p>	<p style="text-align: center;">CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p>
<p>Article 19. to Article 23. (Omitted)</p>	<p>Article 19. to Article 23. (Unchanged)</p>
<p>Article 24. (Representative Directors) The Company may select a <u>Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a Director and President, and an Executive Vice President(s)</u>, by resolution of the Board of Directors.</p>	<p>Article 24. (Representative Directors) The Company may select a <u>Chairman and a Vice Chairman from among Directors, and a President from among Directors or Managing Officers as defined in Article 26</u>, by resolution of the Board of Directors.</p>

Current Articles of Incorporation	Proposed Amendments
<p>2. A Director(s) who will represent the Company shall <u>be selected</u> by resolution of the Board of Directors, <u>from among Directors in the preceding paragraph.</u></p> <p>Article 25. (Omitted)</p> <p>(Newly established)</p> <p>Article <u>26.</u> to Article <u>42.</u> (Omitted)</p> <p>(Newly established)</p>	<p>2. <u>The Company shall select a Director(s) who will represent the Company, by resolution of the Board of Directors, from among Directors.</u></p> <p>Article 25. (Unchanged)</p> <p><u>Article 26. (Managing Officers)</u>  <u>The Company may, by resolution of the Board of Directors, appoint Managing Officers, allocate operational duties to them, and cause them to execute these duties.</u></p> <p>Article <u>27.</u> to Article <u>43.</u> (Unchanged)</p> <p><u>SUPPLEMENTARY PROVISION</u>  <u>Amendments to Article 1. (Trade Name) and Article 2. (Business Purposes) shall become effective on April 1, 2021, subject to the absorption-type merger between the Company and Aisin AW Co., Ltd. becoming effective (or on the effective date of this absorption-type merger, in the event that the effective date of the absorption-type merger comes after April 1, 2021). Furthermore, this Supplementary Provision shall be deleted upon Article 1. and Article 2. becoming effective.</u></p>

Note: Some underlining does not coincide with the Japanese version because of translation adjustments.

## Proposal No. 2: Election of Nine Directors

The term of office for all of the nine Directors of the Company will expire at the closing of this General Meeting of Shareholders. Accordingly, the Company proposes the election of nine Directors including three Outside Directors.

The candidates for Directors are as follows:

Candidate No.	Name	Current Position at the Company	Responsibilities at the Company	Attributes of the Candidate
1	Kanshiro Toyoda	Chairman	–	Reelected
2	Kiyotaka Ise	President	In charge of Innovation Center, Corporate R&D Headquarters	Reelected
3	Makoto Mitsuya	Executive Vice President	Assistant to President, In charge of Aisin-Group Corporate Planning Headquarters, Group Managerial Administration Headquarters, Europe	Reelected
4	Toshiyuki Mizushima	Executive Vice President	Assistant to President, In charge of Corporate Infrastructure Headquarters, Production Management Headquarters, Production Technology Headquarters, North, Central and South America	Reelected
5	Kazuhiisa Ozaki	Director	–	Reelected
6	Tetsuya Otake	Director	–	Reelected
7	Toshio Kobayashi	Outside Director	–	Reelected Outside Director Independent Director
8	Tsunekazu Haraguchi	Outside Director	–	Reelected Outside Director Independent Director
9	Michiyo Hamada	Outside Director	–	Reelected Outside Director Independent Director Female Director

Reelected: Candidate for Director to be reelected      Outside Director: Candidate for Outside Director  
Independent Director: Candidate for Independent Director as specified by Tokyo Stock Exchange, Inc.  
Female Director: Female candidate for Director

Candidate No.	Name	Career summary	
1	Kanshiro Toyoda  Reelected	April 1965	Joined Shinkawa Kogyo Co., Ltd.
		June 1979	Director of the Company
		June 1983	Managing Director of the Company
		June 1985	Senior Managing Director of the Company
		June 1988	Executive Vice President of the Company
		June 1995	President of the Company
		June 2005	Chairman of the Company (to present)
	Current Position at the Company:	Chairman	Responsibilities at the Company: -
	The reasons why the Company elects him as a candidate for Director: Mr. Kanshiro Toyoda has been engaged for many years in the management of the Company and the Group companies in Japan and overseas as President, and Chairman of the Company (to present), etc. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the appropriate supervision of the entire Group.		
	Date of birth:	August 14, 1941 (78 years old)	Special interest relationship with the Company: -
	Important concurrent position:	Outside Corporate Auditor of EXEDY Corporation	Number of shares of the Company held: 1,005,746 shares
	Number of years since the candidate assumed the office of Director:	41 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 14/15 (93.3%)
2	Kiyotaka Ise  Reelected	April 1980	Joined Toyota Motor Co., Ltd.
		June 2007	Managing Officer of Toyota Motor Corporation
		April 2013	Senior Managing Officer of Toyota Motor Corporation
		June 2013	Director of Toyota Motor Corporation
		June 2013	Outside Corporate Auditor of TOKAI RIKA CO., LTD.
		January 2018	Vice President Managing Officer of the Company
		June 2018	President of the Company (to present)
	April 2020	Executive President of the Company (to present)	
	Current Position at the Company:	President	Responsibilities at the Company: In charge of Innovation Center / Corporate R&D Headquarters
	The reasons why the Company elects him as a candidate for Director: Mr. Kiyotaka Ise served as President of the Advanced R&D and Engineering Company and Chief Safety Technology Officer in his role as Senior Managing Officer at Toyota Motor Corporation. He has been engaged in the Company's management as President of the Company (to present) since 2018. He is recommended for the position of Director as he is expected to make use of his extensive experience and wide-ranging insights into overall corporate management for the management of the Company.		
	Date of birth:	March 2, 1955 (65 years old)	Special interest relationship with the Company: -
	Important concurrent position:	-	Number of shares of the Company held: 14,331 shares
	Number of years since the candidate assumed the office of Director:	2 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 15/15 (100.0%)

Candidate No.	Name	Career summary	
3	Makoto Mitsuya Reelected	April 1981	Joined the Company
		June 2005	Managing Officer of the Company
		June 2009	Senior Managing Director of the Company
		June 2012	Director and Senior Managing Officer of the Company
		June 2013	Executive Vice President of the Company (to present)
		April 2020	Executive Vice President of the Company (to present)
		Current Position at the Company: Executive Vice President	Responsibilities at the Company: Assistant to President, In charge of Aisin-Group Corporate Planning Headquarters, Group Managerial Administration Headquarters, Europe
The reasons why the Company elects him as a candidate for Director: Mr. Makoto Mitsuya has been engaged in the Company's management as Director since 2009 and as Executive Vice President (to present) since 2013. He has a wealth of experience from a career in the Managerial Administration Sector including assignment at overseas subsidiaries. He is recommended for the position of Director as he is expected to make use of his extensive experience and broad insights into overall corporate management for the management of the Company.			
Date of birth: December 13, 1958 (61 years old)		Special interest relationship with the Company: -	
Important concurrent position: Outside Director of EXEDY Corporation		Number of shares of the Company held: 46,222 shares	
Number of years since the candidate assumed the office of Director: 11 years (at the closing of this General Meeting of Shareholders)		Attendance to Board of Directors' Meetings: 15/15 (100.0%)	



Candidate No.	Name	Career summary	
4	Toshiyuki Mizushima  Reelected	April 1981	Joined the Company
		June 2005	Managing Officer of the Company
		June 2009	Senior Managing Director of the Company
		June 2012	Senior Managing Officer of the Company
		June 2014	Executive Vice President of the Company
		April 2015	Director of the Company Senior Managing Officer of Toyota Motor Corporation
		January 2018	Vice President Managing Officer of the Company
June 2018	Executive Vice President of the Company (to present)		
April 2020	Executive Vice President of the Company (to present)		
		Current Position at the Company: Executive Vice President	Responsibilities at the Company: Assistant to President, In charge of Corporate Infrastructure Headquarters, Production Management Headquarters, Production Technology Headquarters, North, Central and South America
		The reasons why the Company elects him as a candidate for Director: Mr. Toshiyuki Mizushima served as Managing Officer, Senior Managing Officer, and Director of the Company, and in 2014 was involved in management as Executive Vice President. From 2015 he served as Senior Managing Officer and President of the Powertrain Company at Toyota Motor Corporation, and since 2018 he has served as Executive Vice President (to present) of the Company. He is recommended for the position of Director as he is expected to make use of his extensive experience and wide-ranging insights into overall corporate management for the management of the Company.	
		Date of birth: February 13, 1959 (61 years old)	Special interest relationship with the Company: –
		Important concurrent position: –	Number of shares of the Company held: 19,148 shares
		Number of years since the candidate assumed the office of Director: 2 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 15/15 (100.0%)

Candidate No.	Name	Career summary	
5	Kazuhisa Ozaki  Reelected	April 1980	Joined Aisin-Warner Ltd.
		June 2005	Director of Aisin AW Co., Ltd.
		June 2009	Managing Director of Aisin AW Co., Ltd.
		June 2011	Senior Managing Director of Aisin AW Co., Ltd.
		June 2013	Director and Senior Managing Officer of Aisin AW Co., Ltd.
		April 2015	Advisor of Aisin AW Co., Ltd.
		April 2015	Senior Managing Officer of the Company
		June 2015	Director of the Company (to present)
		June 2017	President of Aisin AW Co., Ltd. (to present)
		Current Position at the Company:	Responsibilities at the Company:
		Director	–
		The reasons why the Company elects him as a candidate for Director: Mr. Kazuhisa Ozaki has gained a wealth of experience in the Automatic Transmission Business, one of the Group's core businesses through his involvement in management as President at Aisin AW Co., Ltd., a subsidiary of the Company. He has held the position of Director of the Company since 2015 and has recently served as President of the Powertrain Company. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.	
		Date of birth:	Special interest relationship with the Company:
		December 16, 1957 (62 years old)	–
		Important concurrent position:	Number of shares of the Company held:
		President of Aisin AW Co., Ltd.	17,251 shares
		Number of years since the candidate assumed the office of Director:	Attendance to Board of Directors' Meetings:
		5 years (at the closing of this General Meeting of Shareholders)	14/15 (93.3%)

Candidate No.	Name	Career summary	
6	Tetsuya Otake  Reelected	April 1983	Joined Toyota Motor Corporation
		April 2013	Managing Officer of Toyota Motor Corporation
		April 2017	Senior Managing Officer of Toyota Motor Corporation
		January 2018	President of ADVICS CO., LTD. (to present)
		June 2019	Director of the Company (to present)
		Current Position at the Company: Director	Responsibilities at the Company: –
		<p>The reasons why the Company elects him as a candidate for Director: Mr. Tetsuya Otake has a wealth of experience centered on the Managerial Administration Sector at Toyota Motor Corporation and has engaged in the management of the Group as President of ADVICS Co., Ltd., a subsidiary of the Company, since January 2018. He has held the position of Director of the Company since 2019. He is recommended for the position of Director as he is expected to make use of his extensive experience and insights for the management of the Company.</p>	
Date of birth: September 16, 1960 (59 years old)	Special interest relationship with the Company: –		
Important concurrent position: President of ADVICS CO., LTD.	Number of shares of the Company held: 3,751 shares		
Number of years since the candidate assumed the office of Director: 1 year (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 12/12 (100.0%)		

Candidate No.	Name	Career summary	
7	Toshio Kobayashi  Reelected Outside Director Independent Director	February 1986	Professor of Institute of Industrial Science, the University of Tokyo
		July 1996	Professor of Center for Collaborative Research, the University of Tokyo
		July 2000	Council Member of Science Council of Japan
		July 2000	Professor of Institute of Industrial Science, the University of Tokyo
		May 2003	Vice Chief Director and President of Japan Automobile Research Institute
		June 2003	Emeritus Professor of the University of Tokyo
		April 2012	President of Japan Automobile Research Institute
		October 2013	Advisor of Japan Automobile Research Institute (to present)
		June 2014	Director of the Company (to present)
		Current Position at the Company:	Responsibilities at the Company:
		Outside Director	–
		The reasons why the Company elects him as a candidate for Outside Director: Mr. Toshio Kobayashi has held positions including Professor of Institute of Industrial Science, the University of Tokyo and President of Japan Automobile Research Institute. He is recommended for the position of Outside Director as he is expected to make use of his expertise centered on mechanical engineering and computational engineering and science, as well as a wide range of experience accumulated throughout his career for the management of the Company.	
		Date of birth:	Special interest relationship with the Company:
		July 15, 1941 (78 years old)	–
		Important concurrent position:	Number of shares of the Company held:
		Advisor of Japan Automobile Research Institute	5,100 shares
		Number of years since the candidate assumed the office of Director:	Attendance to Board of Directors' Meetings:
		6 years (at the closing of this General Meeting of Shareholders)	15/15 (100.0%)

Candidate No.	Name	Career summary	
8	Tsunekazu Haraguchi  Reelected Outside Director Independent Director	April 1970	Joined the Ministry of Finance
		May 1995	Director-General of Nagoya Regional Taxation Bureau
		July 1996	Director-General of Kinki Local Finance Bureau
		January 2001	Director-General of the Financial Bureau, the Ministry of Finance
		July 2001	Director-General of the Planning and Coordination Bureau, the Financial Services Agency
		July 2002	Deputy Governor of National Life Finance Corporation
		October 2007	Representative Director, Chairman of AEON Bank, Ltd.
		March 2010	Director, Chairman of AEON Bank, Ltd.
		March 2010	Co-CEO of the Financial Services Business, AEON Co., Ltd.
		November 2012	Director of AEON Credit Service Co., Ltd.
		March 2013	Executive Officer of AEON Co., Ltd.
		April 2013	Representative Director, Chairman of AEON Financial Service Co., Ltd.
		March 2014	Representative Director, President and CEO, Chairman of AEON Financial Service Co., Ltd.
		April 2014	Director of AEON Bank, Ltd.
		May 2014	Director of AEON REIT Management Co., Ltd.
		June 2014	Director of the Company (to present)
		June 2014	Director of AEON Financial Service Co., Ltd.
June 2017	Advisor of AEON Financial Service Co., Ltd.		
March 2018	Special Advisor of Wealth Brothers Co., Ltd. (to present)		
June 2018	Advisor of AEON Bank, Ltd. (to present)		
Current Position at the Company:		Responsibilities at the Company:	
Outside Director		-	
The reasons why the Company elects him as a candidate for Outside Director: Mr. Tsunekazu Haraguchi has held positions such as Director-General of the Financial Bureau, the Ministry of Finance, and Director-General of the Planning and Coordination Bureau, the Financial Services Agency. He is recommended for the position of Outside Director as he is expected to make use of his expertise and experience accumulated throughout his career, as well as his experience and insights as a management executive of AEON Financial Service Co., Ltd., etc., for the management of the Company.			
Date of birth:		Special interest relationship with the Company:	
May 7, 1947 (73 years old)		-	
Important concurrent position:		Number of shares of the Company held:	
Advisor of AEON Bank, Ltd.		5,100 shares	
Number of years since the candidate assumed the office of Director:		Attendance to Board of Directors' Meetings:	
6 years (at the closing of this General Meeting of Shareholders)		15/15 (100.0%)	

Candidate No.	Name	Career summary	
9	Michiyo Hamada  Reelected Outside Director Independent Director Female Director	April 1974	Associate Professor at School of Law, Nagoya University
		April 1985	Professor at Nagoya University
		April 1999	Professor at Nagoya University Graduate School of Law
		June 2004	Audit & Supervisory Board Member of the Company
		April 2008	President of Nagoya University Graduate School of Law
		April 2009	Commissioner of Japan Fair Trade Commission
		April 2009	Professor Emeritus at Nagoya University (to present)
		June 2014	Outside Corporate Auditor of TOHO GAS Co., Ltd. (to present)
		June 2014	Outside Corporate Auditor of the Metropolitan Expressway Company Limited (to present)
		June 2015	Outside Director of SANGETSU Co., Ltd. (currently, Sangetsu Corporation) (to present)
June 2016	Director of the Company (to present)		
		Current Position at the Company:	Responsibilities at the Company:
		Outside Director	–
		The reasons why the Company elects her as a candidate for Outside Director: Ms. Michiyo Hamada has an extensive career including Professor of School of Law, Nagoya University, Commissioner of the Japan Fair Trade Commission, Outside Officer of other companies, etc. She is recommended as Outside Director of the Company as she is expected to make use of her expertise and broad experience concerning the Companies Act and the Antimonopoly Act accumulated throughout her career for the management of the Company.	
		Date of birth: November 25, 1947 (72 years old)	Special interest relationship with the Company: –
		Important concurrent position: Outside Corporate Auditor of TOHO GAS Co., Ltd. Outside Director of Sangetsu Corporation	Number of shares of the Company held: 2,700 shares
		Number of years since the candidate assumed the office of Director: 4 years (at the closing of this General Meeting of Shareholders)	Attendance to Board of Directors' Meetings: 14/15 (93.3%)

- Notes: 1. The Company was created by the merger of Aichi Kogyo Co., Ltd. and Shinkawa Kogyo Co., Ltd. in August 1965.
2. The age, position and responsibility of each candidate are accurate as of the date of this General Meeting of Shareholders.
3. Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada are the candidates for Outside Directors stipulated in Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act. The Company has registered Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada as Independent Directors as specified by Tokyo Stock Exchange, Inc.
4. The term of office of Mr. Toshio Kobayashi and Mr. Tsunekazu Haraguchi as Outside Directors of the Company will reach six years at the closing of this General Meeting of Shareholders.
5. The term of office of Ms. Michiyo Hamada as Outside Director of the Company will reach four years at the closing of this General Meeting of Shareholders.
6. The Company has entered into agreements with Mr. Toshio Kobayashi, Mr. Tsunekazu Haraguchi and Ms. Michiyo Hamada to limit the liability stipulated by Article 423, Paragraph 1 of the Companies Act to the amount stipulated by Article 425, Paragraph 1 of the Companies Act.
7. The number shown under “Attendance to Board of Directors’ Meetings” for Mr. Tetsuya Otake indicates his attendance to the meetings that were held after his inauguration on June 18, 2019.

### Proposal No. 3: Election of Two Audit & Supervisory Board Members

The terms of office of Audit & Supervisory Board Members Toshikazu Nagura and Masayoshi Hotta will expire at the closing of this General Meeting of Shareholders. Therefore, the Company proposes the election of two Audit & Supervisory Board Members.

The Audit & Supervisory Board has already approved this Proposal No. 3.

The candidates for Audit & Supervisory Board Members are as follows:

Candidate No.	Name	Career summary	
1	Toshikazu Nagura  Reelected	April 1974	Joined the Company
		June 2001	Director of the Company
		June 2005	Managing Officer of the Company
		June 2007	Senior Managing Director of the Company
		June 2011	Executive Vice President of the Company
		June 2016	Audit & Supervisory Board Member of the Company (to present)
		Current Position at the Company: Audit & Supervisory Board Member	
		The reasons why the Company elects him as a candidate for Audit & Supervisory Board Member: Mr. Toshikazu Nagura has been engaged for many years in the Company's management as Executive Vice President, etc. and has been serving as Audit & Supervisory Board Member since 2016. He is recommended as Audit & Supervisory Board Member as he is expected to make use of his extensive managerial experience and broad insights inside and outside the Company for audit of the Company.	
Date of birth:		Special interest relationship with the Company:	
July 20, 1951 (68 years old)		-	
Important concurrent position:		Number of shares of the Company held:	
-		49,170 shares	
Number of years since the candidate assumed the office of Audit & Supervisory Board Member		Attendance to Board of Directors' Meetings:	
4 years (at the closing of this General Meeting of Shareholders)		15/15 (100.0%)	

Candidate No.	Name	Career summary	
2	Masayoshi Hotta Reelected	April 1978	Joined the Company
		June 2008	Corporate Auditor of ADVICS Co., Ltd.
		June 2012	Audit & Supervisory Board Member of the Company (to present)
		Current Position at the Company: Audit & Supervisory Board Member	
		The reasons why the Company elects him as a candidate for Audit & Supervisory Board Member: Mr. Masayoshi Hotta has been serving as Audit & Supervisory Board Member of the Company since 2012 after the engagement of ADVICS Co., Ltd., a subsidiary of the Company, as Corporate Auditor. He is recommended as Audit & Supervisory Board Member as he is expected to make use of his extensive experience and insights for the audit of the Company.	
		Date of birth: July 24, 1955 (64 years old)	Special interest relationship with the Company: -
		Important concurrent position: -	Number of shares of the Company held: 6,400 shares
Number of years since the candidate assumed the office of Audit & Supervisory Board Member 8 years (at the closing of this General Meeting of Shareholders)		Attendance to Board of Directors' Meetings: 15/15 (100.0%)	

Note: The age and position of the above candidates for Audit & Supervisory Board Member are accurate as of the date of this General Meeting of Shareholders.



<Reference>

(1) Officer structure if Proposals No. 2 and No. 3 are approved

The skills and experience of Directors and Audit & Supervisory Board Members of the Company will be as follows:

Name		Company management	Industry knowledge	Technology development	Production engineering / Manufacturing	Sales / Procurement	Finance / Accounting	Legal affairs/ CSR	Overseas experience
Directors	Kanshiro Toyoda	○	○	○	○				
	Kiyotaka Ise	○	○	○					○
	Makoto Mitsuya	○	○				○	○	○
	Toshiyuki Mizushima	○	○		○				
	Kazuhisa Ozaki	○	○	○					
	Tetsuya Otake	○	○				○		○
	Toshio Kobayashi	Outside Independent	○	○	○				
	Tsunekazu Haraguchi	Outside Independent	○				○		
	Michiyo Hamada	Outside Independent Female						○	○
Audit & Supervisory Board Members	Toshikazu Nagura	○	○		○	○			○
	Masayoshi Hotta		○				○	○	○
	Mitsuhiisa Kato	Outside	○	○					
	Ryo Kobayashi	Outside Independent						○	
	Hikaru Takasu	Outside Independent					○		

(2) Policy and procedures for nominating candidates for Director and Audit & Supervisory Board Member

When appointing Directors and Audit & Supervisory Board Members of the Company, the Company seeks the optimum balance of knowledge, experience and skills to ensure the suitable, swift and fair decision-making that is needed to achieve sustainable growth and increase our value as a company in the medium and long term. The Company takes a comprehensive approach, including appointing multiple Outside Directors with advanced expertise inside and outside the industry. The Company is conscious of the need for efficient consolidated management and appoints Directors of key subsidiaries as Directors of the Company. Regarding procedures for nomination, election, and dismissal, the Executive Nomination Council, comprised of the President, the Vice President in charge, and Outside Directors, makes considerations based on the above policy.