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(Stock Exchange Code 7241)
June 1, 2021

To Shareholders with Voting Rights:

Hiroyoshi Yoshiki
President
Futaba Industrial Co., Ltd.
Ochaya 1, Hashime-cho, Okazaki-shi, Aichi

**NOTICE OF
THE 107TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

Please be informed that the 107th Annual General Meeting of Shareholders of Futaba Industrial Co., Ltd. (the “Company”) will be held for the purposes as described below.

To prevent the spread of COVID-19, we strongly recommend that you refrain from attending the General Meeting of Shareholders and exercise your voting rights through the Internet or by mail.

If exercising your voting rights in advance through the Internet or by mail, please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights in accordance with the guidance below by 4:45 p.m. on Wednesday, June 16, 2021, Japan time.

- 1. Date and Time:** Thursday, June 17, 2021 at 10:00 a.m. Japan time
- 2. Place:** Main Conference Room, 7F, Head Office of the Company
Ochaya 1, Hashime-cho, Okazaki-shi, Aichi
(Please note that the meeting will be held at the Head Office of the Company, the same venue as that of last year.)
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company’s 107th Fiscal Year (April 1, 2020 - March 31, 2021) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company’s 107th Fiscal Year (April 1, 2020 - March 31, 2021)

Proposals to be resolved:

- Proposal 1:** Election of 9 Directors
- Proposal 2:** Election of 2 Audit & Supervisory Board Members
- Proposal 3:** Payment of Bonuses to Directors

Information disclosed on the Internet
The Company's website: <https://www.futabasangyo.com/>



- Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements are, in accordance with provisions of laws and regulations as well as the Company's Articles of Incorporation, posted on the Company's website on the Internet, instead of the provision on the Reference Documents for the General Meeting of Shareholders and the Appendix to this Notice. The Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Audit & Supervisory Board Members and the Accounting Auditor consist of each document provided in this Notice and the Appendix, as well as Notes to the Consolidated Financial Statements and Notes to the Non-consolidated Financial Statements that are posted on the website shown above.
 - Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, or Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website.
 - The notice of resolutions of the Annual General Meeting of Shareholders will be posted on the Company's website instead of being sent in writing.
- ◎ When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of 9 Directors

The terms of office of all 8 Directors will expire at the conclusion of this General Meeting. Accordingly, the Company proposes the election of 9 Directors.

This proposal has been determined by the Board of Directors based on deliberations and recommendations by the Nominating Committee, which is a voluntary body mainly comprised of Outside Directors.

The candidates for Directors are as follows:

No.	Name	Current positions	Attendance at meetings of the Board of Directors	Years in Office
1	Reappointment Hiroyoshi Yoshiki	Representative Director and President, the Company	12/12 (100%)	6
2	New appointment Yoshihiro Uozumi	Executive Officer, the Company	–	–
3	Reappointment Mikio Iwatsuki	Director, Executive Officer, the Company	12/12 (100%)	11
4	Reappointment Takayuki Yoshida	Director, Executive Officer, the Company	12/12 (100%)	9
5	Reappointment Tomohiro Takahashi	Director, Executive Officer, the Company	12/12 (100%)	9
6	Reappointment Fumio Ohashi	Director, Executive Officer, the Company	12/12 (100%)	6
7	Reappointment Masaki Horie	Outside Independent Director, the Company	12/12 (100%)	5
8	Reappointment Masayoshi Ichikawa	Outside Independent Director, the Company	12/12 (100%)	3
9	Reappointment Motoko Miyajima	Outside Independent Director, the Company	12/12 (100%)	2

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Hiroyoshi Yoshiki (January 4, 1957) Reappointment	<p>April 1980 Joined Toyota Motor Co., Ltd.</p> <p>January 2001 Vice President, Toyota Motor Manufacturing, Kentucky, Inc.</p> <p>January 2007 General Manager, Plant Administration Div., Kinuura Plant, Toyota Motor Corporation</p> <p>June 2009 Managing Officer</p> <p>June 2010 Plant General Manager, Kinuura Plant</p> <p>April 2011 Deputy Chief Officer, Technical Administration Group</p> <p>January 2012 Chief Officer, Technical Administration Group</p> <p>April 2015 Corporate Adviser, the Company</p> <p>June 2015 Representative Director and Senior Executive Vice President</p> <p>June 2016 Representative Director and President (to the present)</p>	48,594
<p>Reasons for nomination as a candidate for Director: In addition to his experience of serving as Managing Officer at Toyota Motor Corporation, Mr. Hiroyoshi Yoshiki has been involved in the management of the Company, having served as Senior Executive Vice President and President since 2015. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			
2	Yoshihiro Uozumi (April 9, 1958) New appointment	<p>April 1982 Joined Toyota Motor Sales Co., Ltd.</p> <p>January 2010 General Manager, Vehicle Planning Department, Production Control Division, Toyota Motor Corporation</p> <p>April 2013 Plant General Manager, Motomachi Plant</p> <p>April 2013 Field General Manager, Production Control Group Logistic Field</p> <p>April 2015 Plant General Manager, Honsha Plant</p> <p>April 2015 Plant General Manager, Hirose Plant</p> <p>April 2017 Managing Officer</p> <p>April 2017 Deputy Chief Executive Officer, China Region</p> <p>April 2017 President, GAC Toyota Motor Co., Ltd.</p> <p>April 2021 Executive Officer, the Company (to the present)</p> <p>[Responsibilities at the Company] General management</p>	0
<p>Reasons for nomination as a candidate for Director: In addition to his experience as Managing Officer at Toyota Motor Corporation, Mr. Yoshihiro Uozumi has his experience mainly in the production control departments at Toyota Motor Corporation. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Mikio Iwatsuki (September 10, 1957) Reappointment	<p>April 1981 Joined the Company November 2002 General Manager, Engineering Div., Mutsumi Plant July 2006 Counselor, Information & Environmental Equipment Div., Mutsumi Plant July 2008 Officer, Information & Environmental Equipment Div., Mutsumi Plant June 2010 Director June 2013 Director Managing Executive Officer June 2015 Director Senior Managing Executive Officer January 2021 Director Executive Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of Production and Production Engineering, Chief Digital Transformation Officer (CDO), DX Promotion Office</p>	26,973
<p>Reasons for nomination as a candidate for Director: In addition to his experience mainly in the information & environmental equipment division and the production division at the Company, Mr. Mikio Iwatsuki has been involved in the management of the Company as Director since 2010. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			
4	Takayuki Yoshida (May 21, 1958) Reappointment	<p>April 1981 Joined the Company November 2008 Chief, Product Planning Office July 2010 Officer, Product Planning Office July 2011 Deputy Chief, Engineering Center, and Officer, Product Planning Office June 2012 Director June 2013 Director Managing Executive Officer June 2016 Director Senior Managing Executive Officer January 2021 Director Executive Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of Parts Planning Management, Engineering and Quality Assurance, Chief of Engineering Center, Advanced Development Div., Powertrain Equipment Development Div., Exhaust System Development Div., Vehicle Function System Development Div., Performance Assurance Div., Prototyping Div.</p>	29,473
<p>Reasons for nomination as a candidate for Director: In addition to his experience mainly in the product planning division and the engineering division at the Company, Mr. Takayuki Yoshida has been involved in the management of the Company as Director since 2012. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Tomohiro Takahashi (June 1, 1960) Reappointment	<p>April 1984 Joined Toyota Motor Corporation</p> <p>January 2007 General Manager, Purchasing Dept. No. 3, Purchasing Div. No. 2, Global Purchasing Center</p> <p>January 2008 General Manager, Body Parts Dept. No. 2, Body Parts Purchasing Div., Purchasing Group</p> <p>January 2010 General Manager, Purchasing Control Dept.</p> <p>April 2011 Officer, Planning Center, the Company</p> <p>July 2011 Officer, Deputy Chief, Planning Center</p> <p>June 2012 Director</p> <p>June 2013 Director Managing Executive Officer</p> <p>June 2017 Director Senior Managing Executive Officer</p> <p>January 2021 Director Executive Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of Corporate Planning, Sales and Purchasing, Chief of Corporate Planning Center, Chief of Purchasing Center, Management Planning Div., Business Planning Div., Regional Management Div., Purchasing Planning Office, Parts Purchasing Div., Material, Tooling and Equipment Purchasing Div.</p>	42,973
<p>Reasons for nomination as a candidate for Director: In addition to his experience mainly in the purchasing division at Toyota Motor Corporation and the Company, Mr. Tomohiro Takahashi has been involved in the management of the Company as Director since 2012. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			
6	Fumio Ohashi (August 23, 1960) Reappointment	<p>April 1984 Joined Toyota Motor Corporation</p> <p>January 2004 General Manager, Financial Planning Dept., Finance Div.</p> <p>January 2005 General Manager, Funds & Foreign Exchange Management Dept., Finance Div.</p> <p>January 2006 General Manager, Funds Management Dept., Accounting Div.</p> <p>January 2007 General Manager, Accounting Dept., Technical Administration Div.</p> <p>January 2009 Corporate Secretary and Treasurer, Toyota Motor Manufacturing Canada Inc.</p> <p>January 2014 General Manager, Global Audit Dept., Toyota Motor Corporation</p> <p>June 2015 Corporate Adviser, the Company</p> <p>June 2015 Director Managing Executive Officer</p> <p>June 2017 Director Senior Managing Executive Officer</p> <p>January 2021 Director Executive Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of General Affairs, Human Resources and Accounting, Chief of Accounting and Finance Center, General Accounting Div., Finance Div., Cost Planning Div.</p>	44,273
<p>Reasons for nomination as a candidate for Director: In addition to his experience mainly in the accounting and finance division at Toyota Motor Corporation, Mr. Fumio Ohashi has been involved in the management of the Company as Director since 2015. The Company nominates him as a candidate for Director in order to bring his wealth of experience and deep insight into the Company's management.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	<p>Masaki Horie (November 25, 1949)</p> <p>Reappointment Outside Director Independent Director</p>	<p>April 1973 Joined Price Waterhouse Japan November 1980 Joined Itoh Audit Corporation July 1997 Representative Partner January 2001 Representative Partner, Chuo Aoyama Audit Corporation September 2006 Representative Partner, PricewaterhouseCoopers Aarata June 2010 Retired from PricewaterhouseCoopers Aarata July 2010 Established Certified Public Accountant Masaki Horie Accounting Office (to the present) June 2011 Outside Audit & Supervisory Board Member, TOKAI RIKA CO., LTD. June 2015 Audit & Supervisory Board Member, the Company June 2016 Outside Audit & Supervisory Board Member, IBIDEN CO., LTD. June 2016 Director, the Company (to the present) June 2017 Outside Director who is an Audit & Supervisory Committee Member, IBIDEN CO., LTD. (to the present)</p>	0
<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: In addition to his expertise and experience acquired over many years as a certified public accountant, Mr. Masaki Horie has served as Outside Audit & Supervisory Board Member and Outside Director of the Company since 2015, and provided advice to the management of the Company. The Company nominates him as a candidate for Outside Director in order to bring his wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: The Company has designated Mr. Masaki Horie as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has registered him as such with both Exchanges. If his reappointment is approved, the Company intends to maintain the registration.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Mr. Masaki Horie to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if his reappointment is approved, the Company plans to maintain this agreement.</p>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Masayoshi Ichikawa (January 10, 1953) Reappointment Outside Director Independent Director	April 1977 Joined Toyoda Gosei Co., Ltd. June 2004 Deputy General Manager, Optoelectronics Business Unit June 2005 Director June 2008 General Manager, Optoelectronics Business Unit June 2010 Managing Director January 2011 Chairman, TE Opto Corporation June 2012 Director, Senior Managing Officer, Toyoda Gosei Co., Ltd. June 2012 Chairman, Toyoda Gosei North America Corporation June 2015 Executive Vice President, Toyoda Gosei Co., Ltd. June 2017 Advisor July 2017 Technical Advisor, TOKAI CARBON CO., LTD. (to the present) June 2018 Director, the Company (to the present) June 2019 Retired as Advisor, Toyoda Gosei Co., Ltd.	2,000
8	<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: In addition to many years of experience as corporate manager at Toyoda Gosei Co., Ltd., Mr. Masayoshi Ichikawa has served as Outside Director of the Company since 2018 and provided advice to the management of the Company. The Company nominates him as a candidate for Outside Director in order to bring his wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: The Company has designated Mr. Masayoshi Ichikawa as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has registered him as such with both Exchanges. If his reappointment is approved, the Company intends to maintain the registration.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Mr. Masayoshi Ichikawa to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if his reappointment is approved, the Company plans to maintain this agreement.</p>		

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
	Motoko Miyajima (January 1, 1957) Reappointment Outside Director Independent Director	April 1990 Registered as Attorney at Law April 1993 Joined Toyota Industries Corporation September 1997 Adjunct Lecturer, Faculty of Law, Nanzan University April 2002 Adjunct Lecturer, School of Law, Nagoya University April 2004 Professor, Law School, Meijo University December 2004 Retired from Toyota Industries Corporation January 2006 Visiting Attorney, Iriya Law Office (to the present) October 2009 Member of Public Pollution Review Committee, Aichi Prefecture June 2012 Member of Development Review Committee, Nagoya City April 2016 Member of Administrative Complaint Review Committee, Aichi Prefecture June 2016 Outside Director, Canox Corporation (to the present) June 2019 Director, the Company (to the present)	1,000
9	<p>Reasons for nomination as a candidate for Outside Director and Outline of Expected Role: Ms. Motoko Miyajima has expertise and experience acquired over many years as an attorney at law. The Company nominates her as a candidate for Outside Director in order to bring her wealth of experience and deep insight into the Company's management.</p> <p>Matters concerning independence: The Company has designated Ms. Motoko Miyajima as Independent Director based on the provisions set forth by the Tokyo Stock Exchange and the Nagoya Stock Exchange, and has registered her as such with both Exchanges. If her reappointment is approved, the Company intends to maintain the registration.</p> <p>Limited liability agreement: The Company has entered into a limited liability agreement with Ms. Motoko Miyajima to limit her liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act, and if her reappointment is approved, the Company plans to maintain this agreement.</p>		

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Masaki Horie will have served as Outside Director for 5 years at the conclusion of this General Meeting.
3. Mr. Masayoshi Ichikawa will have served as Outside Director for 3 years at the conclusion of this General Meeting.
4. Ms. Motoko Miyajima will have served as Outside Director for 2 years at the conclusion of this General Meeting.
5. The Company has entered into a directors and officers liability insurance contract to insure all Directors. The contract will cover damages that may arise due to insured Directors assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates assume the office of Director, the Company plans to renew the aforementioned directors and officers liability insurance contract covering all candidates as insured persons.

Proposal 2: Election of 2 Audit & Supervisory Board Members

The term of office of Mr. Akira Nakashima, Audit & Supervisory Board Member, will expire at the conclusion of this General Meeting, and Mr. Toshiyuki Isobe will resign his position of Audit & Supervisory Board Member at the conclusion of this General Meeting. Accordingly, the Company proposes the election of 2 Audit & Supervisory Board Members. This proposal has been approved by the Audit & Supervisory Board.

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

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Kazunori Kato (November 3, 1961) New appointment	April 1985 Joined TOKAI RIKA CO., LTD. January 2010 General Manager, Material and Equipment Office, Purchasing Div. April 2011 Project General Manager, Human Resources Div., General Affairs and Human Resources Group, the Company January 2013 General Manager, Human Resources Div., General Affairs and Human Resources Group April 2018 General Manager, Audit Office January 2021 General Manager, Global Audit Office April 2021 General Manager, Audit & Supervisory Board Office, the Company (to the present)	3,000
<p>Reasons for nomination as a candidate for Audit & Supervisory Board Member: In addition to his experience mainly in the purchasing division at TOKAI RIKA CO., LTD., Mr. Kazunori Kato has experience in human resources and audit divisions. To bring his extensive experience and deep insight into the Company's audit, the Company nominates him as a candidate for Audit & Supervisory Board Member.</p>			

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions		Number of shares of the Company held
2	Yoshihisa Miyabe (August 9, 1967)	April 1991 June 2009	Joined Toyota Motor Corporation General Manager, Technical Administration Dept., Plastic Parts Engineering Div.	0
	New appointment Outside Audit & Supervisory Board Member	January 2016 January 2020 January 2021	General Manager, Tsutsumi Plant Final Assembly Div. Seconded to Toyota South Africa Motors (Pty) Ltd. Plant General Manager, Motomachi Plant, Toyota Motor Corporation	
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member: Mr. Yoshihisa Miyabe has knowledge on the production engineering division acquired over many years at Toyota Motor Corporation. To bring his extensive experience and deep insight into the Company's audit, the Company nominates him as a candidate for Outside Audit & Supervisory Board Member.</p> <p>Limited liability agreement: The Company plans to enter into a limited liability agreement with Yoshihisa Miyabe to limit his liability for damages under Article 423, Paragraph 1 of the Companies Act to the amount as stipulated under Article 425, Paragraph 1 of the same Act.</p>				

(Notes)

1. There are no special interests between each candidate and the Company.
2. The Company has entered into a directors and officers liability insurance contract to insure all Audit & Supervisory Board Members. The contract will cover damages that may arise due to insured Audit & Supervisory Board Members assuming liability for their execution of duties, or receiving a claim for the pursuit of such liability. If the candidates assume the office of Audit & Supervisory Board Member, the Company plans to renew the aforementioned directors and officers liability insurance contract covering all candidates as insured persons.

Proposal 3: Payment of Bonuses to Directors

The Company requests approval for payment of ¥33,217,000 in total as bonuses to Directors for 5 Directors excluding Outside Directors as of the end of the fiscal year under review in order to reward their contribution to the business results of the fiscal year under review.

This proposal has been determined by the Board of Directors based on deliberations and recommendations by the Compensation Committee, which is a voluntary body mainly comprised of Outside Directors.

The Company also requests that the specific amount to be paid to each Director be decided by the Board of Directors.