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(Stock Exchange Code 7241)
June 2, 2020

To Shareholders with Voting Rights:

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

**NOTICE OF
THE 106TH 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 106th Annual General Meeting of Shareholders of Futaba Industrial Co., Ltd. (the “Company”) will be held for the purposes as described below.

In view of the recent spread of novel coronavirus infection, shareholders are kindly asked to decide whether or not to attend the meeting by paying special attention to your health condition.

If exercising your voting rights in advance in writing or through the Internet, 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 Thursday, June 18, 2020, Japan time.

- 1. Date and Time:** Friday, June 19, 2020 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 venue is different from last year.)
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company’s 106th Fiscal Year (April 1, 2019 - March 31, 2020) 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 106th Fiscal Year (April 1, 2019 - March 31, 2020)
 - Proposals to be resolved:**
 - Proposal 1:** Election of 8 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.
- ◎ 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 8 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 8 Directors.

This proposal has been determined by the Board of Directors based on recommendations provided 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%)	5	
2	Reappointment	Mikio Iwatsuki	Director, Senior Managing Executive Officer, the Company	12/12 (100%)	10	
3	Reappointment	Takayuki Yoshida	Director, Senior Managing Executive Officer, the Company	12/12 (100%)	8	
4	Reappointment	Tomohiro Takahashi	Director, Senior Managing Executive Officer, the Company	12/12 (100%)	8	
5	Reappointment	Fumio Ohashi	Director, Senior Managing Executive Officer, the Company	12/12 (100%)	5	
6	Reappointment	Masaki Horie	Outside Independent	Director, the Company	12/12 (100%)	4
7	Reappointment	Masayoshi Ichikawa	Outside Independent	Director, the Company	12/12 (100%)	2
8	Reappointment	Motoko Miyajima	Outside Independent	Director, the Company	10/10 (100%)	1

(Note) Attendance at meetings of the Board of Directors for Ms. Motoko Miyajima indicates her attendance at the meetings of the Board of Directors held on or after her assumption of office on June 18, 2019.

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>	36,596
<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	Mikio Iwatsuki (September 10, 1957) Reappointment	<p>April 1981 Joined the Company</p> <p>November 2002 General Manager, Engineering Div., Mutsumi Plant</p> <p>July 2006 Counselor, Information & Environmental Equipment Div., Mutsumi Plant</p> <p>July 2008 Officer, Information & Environmental Equipment Div., Mutsumi Plant</p> <p>June 2010 Director</p> <p>June 2013 Director Managing Executive Officer</p> <p>June 2015 Director Senior Managing Executive Officer (to the present)</p> <p>[Responsibilities at the Company] In charge of Manufacturing and Production Engineering, Chief of Production Center, Safety and Health Promotion Office, Facility and Environment Management Office, Project Management Office, Production and Logistics Control Div., Production Support Div.</p>	22,006
<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>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Takayuki Yoshida (May 21, 1958)	<p>April 1981 Joined the Company</p> <p>November 2008 Chief, Product Planning Office</p> <p>July 2010 Officer, Product Planning Office</p> <p>July 2011 Deputy Chief, Engineering Center, and Officer, Product Planning Office</p> <p>June 2012 Director</p> <p>June 2013 Director Managing Executive Officer</p> <p>June 2016 Director Senior Managing Executive Officer (to the present)</p>	22,906
	Reappointment	<p>[Responsibilities at the Company]</p> <p>In charge of Product Planning Management, in charge of Engineering and Quality Assurance, Chief of Engineering Center, in charge of Global Business Planning, in charge of Exhaust and Functional System Planning Management, Engineering Integrated Div., Advanced Development Div., Powertrain Equipment Development Div., Exhaust System Development Div., Vehicle Function System Development Div., Performance Assurance Div., BR Global Business Planning Office, Exhaust and Functional System Planning Management Div.</p>	
<p>Reasons for nomination as a candidate for Director:</p> <p>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>			
4	Tomohiro Takahashi (June 1, 1960)	<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 (to the present)</p>	29,306
	Reappointment	<p>[Responsibilities at the Company]</p> <p>In charge of Planning, Sales and Purchasing, Chief of Planning Center, Chief of Purchasing Center, Management Planning Office, Business Planning Div., Purchasing Planning Office, Parts Purchasing Div., Material, Tooling and Equipment Purchasing Div.</p>	
<p>Reasons for nomination as a candidate for Director:</p> <p>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>			

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	Fumio Ohashi (August 23, 1960) Reappointment	<p>April 1984 Joined Toyota Motor Corporation January 2004 General Manager, Financial Planning Dept., Finance Div. January 2005 General Manager, Funds & Foreign Exchange Management Dept., Finance Div. January 2006 General Manager, Funds Management Dept., Accounting Div. January 2007 General Manager, Accounting Dept., Technical Administration Div. January 2009 Corporate Secretary and Treasurer, Toyota Motor Manufacturing Canada Inc. January 2014 General Manager, Global Audit Dept., Toyota Motor Corporation June 2015 Corporate Adviser, the Company June 2015 Director Managing Executive Officer June 2017 Director Senior Managing 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>	30,706
<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>			
6	Masaki Horie (November 25, 1949) Reappointment Outside Director Independent Director	<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: 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
7	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
<p>Reasons for nomination as a candidate for Outside Director: 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>Special note concerning the candidate for Outside Director: Mr. Masayoshi Ichikawa held a position as Director of Toyoda Gosei Co., Ltd. from June 2012 to June 2017. The company was investigated for allegations that the sale of certain automobile components conducted from 2003 to 2010 violated the U.S. Antitrust Laws. In September 2014, while Mr. Masayoshi Ichikawa was in office, the Company agreed on a plea bargain with the U.S. Department of Justice. At the time, Mr. Masayoshi Ichikawa cooperated with the investigation conducted by the U.S. Department of Justice as Director (Senior Managing Officer) of the company, and contributed to efforts for solving the case and for the prevention of recurrence.</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
8	<p>Reasons for nomination as a candidate for Outside Director: 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. Of the above candidates, Mr. Masaki Horie, Mr. Masayoshi Ichikawa and Ms. Motoko Miyajima are candidates for Outside Directors.
3. Mr. Masaki Horie will have served as Outside Director for 4 years at the conclusion of this General Meeting.
4. Mr. Masayoshi Ichikawa will have served as Outside Director for 2 years at the conclusion of this General Meeting.
5. Ms. Motoko Miyajima will have served as Outside Director for one year at the conclusion of this General Meeting.

Proposal 2: Election of 2 Audit & Supervisory Board Members

The term of office of Mr. Toshiyuki Isobe and Mr. Hitoshi Suzuki, Audit & Supervisory Board Members, will expire 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	Toshiyuki Isobe (October 14, 1964) Reappointment Outside Audit & Supervisory Board Member	<p>April 1987 Joined Toyota Motor Corporation</p> <p>January 2008 General Manager, Body Engineering Dept., Body Assembly Engineering Div.</p> <p>January 2011 Project General Manager, Vehicle Development Promotion Dept., Vehicle Quality & Production Engineering Div.</p> <p>January 2012 General Manager, Project Dept. No. 2, Project Planning & Management Div.</p> <p>January 2013 General Manager, Operation Reform Promotion Dept., Project Planning & Management Div.</p> <p>January 2014 General Manager, Project Planning & Management Div.</p> <p>April 2016 Executive General Manager</p> <p>June 2016 Audit & Supervisory Board Member, the Company (to the present)</p> <p>April 2017 Managing Officer, Toyota Motor Corporation</p> <p>January 2019 Field General Manager, Production Engineering Planning Field, Production Planning Group</p> <p>January 2020 Executive Vice President, Mid-size Vehicle Company</p> <p>June 2020 Senior General Manager, Production Engineering Planning Field, Production Group (to the present)</p>	0
<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member: In addition to his expertise in production engineering field and experience as corporate manager at Toyota Motor Corporation, Mr. Toshiyuki Isobe has been performing duties as Audit & Supervisory Board Member of the Company since 2016. 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 has entered into a limited liability agreement with Mr. Toshiyuki Isobe 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 and significant concurrent positions	Number of shares of the Company held
	Hitoshi Suzuki (April 15, 1954)	November 1977 Joined Coopers & Lybrand Japan July 1981 Joined Itoh Audit Corporation July 1989 Established Hitoshi Suzuki C.P.A. Office (to the present) June 2006 Audit & Supervisory Board Member, AICHI KAIUN CO., LTD. (to the present) August 2014 Audit & Supervisory Board Member, DOMY CO., LTD. (to the present) June 2016 Audit & Supervisory Board Member, the Company (to the present)	6,100
2	<p>Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member: In addition to his expertise and experience acquired as a certified public accountant, Mr. Hitoshi Suzuki has been performing duties as Audit & Supervisory Board Member of the Company since 2016. 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>Matters concerning independence: The Company has designated Mr. Hitoshi Suzuki as Independent Auditor 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. Hitoshi Suzuki 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>		

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Toshiyuki Isobe and Mr. Hitoshi Suzuki are candidates for Outside Audit & Supervisory Board Members.
3. Mr. Toshiyuki Isobe and Mr. Hitoshi Suzuki will have served as Outside Audit & Supervisory Board Members for 4 years, respectively, at the conclusion of this General Meeting.

Proposal 3: Payment of Bonuses to Directors

In consideration of the business results of the fiscal year under review, the Company requests approval for payment of ¥38,624,000 in total as bonuses to Directors for 5 Directors excluding Outside Directors as of the end of the fiscal year under review.

This proposal has been determined by the Board of Directors based on recommendations provided 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.