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(Securities Code 5105)
March 8, 2017

To Shareholders with Voting Rights:

Takashi Shimizu
President & CEO, Representative Director
Toyo Tire & Rubber Co., Ltd.
1-17-18, Edobori, Nishi-ku, Osaka

**NOTICE OF
THE 101ST ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 101st Annual General Meeting of Shareholders of Toyo Tire & Rubber Co., Ltd. (the “Company”). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or by electromagnetic method (the Internet). In such case, please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:00 p.m. on Wednesday, March 29, 2017, Japan time.

- 1. Date and Time:** Thursday, March 30, 2017 at 10:00 a.m. Japan time
- 2. Place:** Hall, 9th floor at Headquarters of the Company located at
1-17-18, Edobori, Nishi-ku, Osaka
- 3. Purpose of the Meeting:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 101st business term (from January 1, 2016 to December 31, 2016)
 2. Results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements for the 101st business term

Proposals to be resolved:

- Proposal No. 1:** Reduction of Legal Capital Surplus and Legal Retained Earnings
Proposal No. 2: Appropriation of Surplus
Proposal No. 3: Election of Six (6) Directors

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- **When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.**
 - “Notes to Consolidated Financial Statements” and “Notes to Non-consolidated Financial Statements” are posted on the Company’s website (<http://www.toyo-rubber.co.jp/>) in accordance with provisions of laws and regulations as well as Article 16 of the Company’s Articles of Incorporation and therefore are not provided in this Notice’s Appendix.
 - Please acknowledge that if the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company’s website specified above.
 - Please acknowledge that results of resolutions will be posted on the Company’s website specified above in lieu of sending a written notice of resolutions.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Reduction of Legal Capital Surplus and Legal Retained Earnings

It is proposed that the Company reduce legal capital surplus and legal retained earnings in accordance with the provisions of Article 448, Paragraph 1 of the Companies Act and transfer them to other capital surplus and retained earnings brought forward in order to supplement the available amount for distribution as shareholder dividends and boost the flexibility and mobility of future capital policies.

Amount of reduction of legal capital surplus and legal retained earnings and the effective date of such reduction are as follows:

- (1) Reduced amount of legal capital surplus and legal retained earnings
Legal capital surplus: 20,885,843,918 yen out of 28,507,000,916 yen
Legal retained earnings: 2,568,864,180 yen (the entire amount)
- (2) Effective date of reduction of legal capital surplus and legal retained earnings
March 30, 2017

Proposal No. 2: Appropriation of Surplus

It is proposed that the year-end dividend for the business term under review be 25 yen per share taking into consideration factors such as the results of operation for the business term under review and future business development.

Accordingly, the amount of annual dividend for the business term under review will be 45 yen per share in total with 20 yen of interim dividend already paid.

- (1) Type of dividend property:
Cash
- (2) Matter related to allotment of dividend property to shareholders and its total amount:
25 yen per share of common stock of the Company
Total amount: 3,174,914,400 yen
- (3) Effective date for dividend of surplus:
March 31, 2017

Proposal No. 3: Election of Six (6) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting. Accordingly, the election of six (6) Directors including two (2) Outside Directors is proposed.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
1	<p>Takashi Shimizu (April 2, 1961)</p> <p>Reappointment</p>	<p>Apr. 1985 Joined the Company</p> <p>Apr. 2010 President, Toyo Tire Holdings of Americas Inc.</p> <p>Jan. 2013 Division General Manager, Tire Planning Division</p> <p>Mar. 2014 Corporate Officer; Division General Manager, Tire Planning Division, Tire Business Group Headquarters; General Manager, Europe Business Unit</p> <p>July 2015 Senior Corporate Officer; Division General Manager, Tire Planning Division, Tire Business Group Headquarters; General Manager, North America Business Unit</p> <p>Nov. 2015 President & CEO, Representative Director to present</p> <p>[Reason for nomination as candidate for Director] Having held important posts such as President of an overseas subsidiary, Division General Manager of Tire Planning Division, General Manager of Europe Business Unit, General Manager of North America Business Unit, Mr. Takashi Shimizu has extensive experience and knowledge mainly on global business activities. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p>	6,100 shares

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
2	<p>Tetsuo Tatara (June 19, 1956)</p> <p>Reappointment</p>	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2011 General Manager, Production Engineering Center</p> <p>Apr. 2012 Corporate Officer; General Manager, Production Engineering Center; General Manager, Production Technology Dept.</p> <p>July 2015 Corporate Officer; Division General Manager, Fundamental Technology Center; General Manager, Production Engineering Center</p> <p>Nov. 2015 Director and Senior Corporate Officer to present</p> <p>[Reason for nomination as candidate for Director] Having held important posts such as General Manager of Production Engineering Center, Division General Manager of Fundamental Technology Center, Mr. Tetsuo Tatara has extensive experience and knowledge mainly on production and fundamental technologies. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p>	9,800 shares
3	<p>Yasushi Takagi (February 2, 1959)</p> <p>New appointment</p>	<p>Apr. 1981 Joined the Company</p> <p>Jan. 2009 President, Toyo Tire U.S.A Corp.</p> <p>Jan. 2015 Corporate Officer; Division General Manager, Original Equipment Sales Division, Tire Business Group Headquarters; General Manager, O.E. Sales Dept. No.2</p> <p>July 2015 Senior Corporate Officer; Chief Compliance Officer; Division General Manager, Original Equipment Sales Division, Tire Business Group Headquarters; General Manager, Original Equipment Planning Administration Dept.</p> <p>Feb. 2017 Senior Corporate Officer; Vice President, Sales Headquarters to present</p> <p>[Reason for nomination as candidate for Director] Having held important posts such as President of overseas subsidiaries, Division General Manager of Original Equipment Sales Division, Mr. Yasushi Takagi has extensive experience and knowledge mainly on the operation of tire business in and outside Japan. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p>	7,637 shares

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
4	<p>Tamotsu Sakuramoto (July 3, 1957)</p> <p>New appointment</p>	<p>Apr. 1981 Joined the Company</p> <p>Apr. 2012 Corporate Officer; General Manager, Europe Business Unit, Tire Business Group Headquarters; President, Toyo Tire Europe GmbH</p> <p>Jan. 2014 Corporate Officer; General Manager, Japan Business Unit, Tire Business Group Headquarters; Chairman, TOYO TIRE JAPAN CO., LTD.</p> <p>Jan. 2016 Senior Corporate Officer; Division General Manager, Replacement Tire Sales Division, Tire Business Group Headquarters; Overseeing DT Sales Division</p> <p>Jan. 2017 Senior Corporate Officer; Vice President, Corporate Headquarters; Division General Manager, SCM Division to present</p> <p>[Reason for nomination as candidate for Director] Having held important posts such as President of overseas subsidiaries, General Manager of Europe Business Unit, General Manager of Japan Business Unit, Mr. Tamotsu Sakuramoto has extensive experience and knowledge mainly on business management in and outside Japan. In addition to being familiar with the Company's business, he also has excellent personality and insight. As the Company believes that he can manage the Company in a way that contributes to the improvement of corporate value of the Company, the Company nominates him as a candidate for Director.</p>	8,911 shares
5	<p>Ken Morita (October 24, 1948)</p> <p>Reappointment</p> <p>Outside Director</p> <p>Independent Director</p>	<p>Apr. 1971 Joined Matsushita Electric Industrial Co., Ltd. (currently, Panasonic Corporation)</p> <p>Oct. 2000 President, Matsushita Plasma Display Co., Ltd.</p> <p>Apr. 2006 Senior Vice President, AVC Networks Company, Matsushita Electric Industrial Co., Ltd.</p> <p>June 2009 Senior Managing Director, Panasonic Corporation</p> <p>June 2012 Advisor, Panasonic Corporation</p> <p>Nov. 2014 Associate member, Panasonic Corporation</p> <p>Nov. 2015 Outside Director, the Company to present</p> <p>[Reason for nomination as candidate for Outside Director] In addition to having extensive experience and deep knowledge as a business executive gained through his experience of having served as President of Matsushita Plasma Display Co., Ltd. and Senior Managing Director of Panasonic Corporation, Mr. Ken Morita has excellent personality and insight. As the Company believes that he can properly perform duties as Outside Director, the Company nominates him as a candidate for Outside Director.</p>	0 shares

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
6	<p>Atsushi Takeda (February 27, 1947)</p> <p>Reappointment</p> <p>Outside Director</p> <p>Independent Director</p>	<p>May 1970 Joined NIPPON STEEL CORPORATION (currently, NIPPON STEEL & SUMITOMO METAL CORPORATION)</p> <p>Apr. 2000 General Manager, Steel Sheets Sales Department, Steel Sheets Business Division, NIPPON STEEL CORPORATION</p> <p>June 2002 Director, NIPPON STEEL CORPORATION</p> <p>Apr. 2006 President and Representative Director, NITTETSU STEEL SHEET CORPORATION (currently, NIPPON STEEL & SUMIKIN COATED SHEET CORPORATION)</p> <p>June 2014 Director and Advisor, NIPPON STEEL & SUMIKIN COATED SHEET CORPORATION</p> <p>June 2015 Advisor, NIPPON STEEL & SUMIKIN COATED SHEET CORPORATION</p> <p>Mar. 2016 Outside Director, the Company to present</p> <p>[Reason for nomination as candidate for Outside Director] In addition to having extensive experience and deep knowledge as a business executive gained through his experience of having served as Director of NIPPON STEEL & SUMITOMO METAL CORPORATION and President of NIPPON STEEL & SUMIKIN COATED SHEET CORPORATION, Mr. Atsushi Takeda has excellent personality and insight. As the Company believes that he can properly perform duties as Outside Director, the Company nominates him as a candidate for Outside Director.</p>	0 shares

- (Notes)
1. There is no special interest between each candidate for Director and the Company.
 2. "Assignment and significant concurrent positions" of Messrs. Takashi Shimizu and Tetsuo Tatara are described in "3. Matters Regarding Company Officers (1) Names, Etc. of Directors and Audit & Supervisory Board Members" of the Business Report (p. 15 of the Japanese original).
 3. During the tenure of office of Messrs. Ken Morita and Atsushi Takeda as Outside Director, a problematic conduct was found with respect to industrial rubber products (seat rings) as described in "1. Matters Regarding Current Status of the Group (4) Issues to Be Addressed" of the Business Report (p. 8 of the Japanese original). Messrs. Ken Morita and Atsushi Takeda have regularly made suggestions based on a viewpoint focused on observation of laws and regulations and compliance at the Board of Directors, etc. Since the fact was found, they have properly performed their duties by requesting investigation of the cause of the issue, development of recurrence prevention measures, enhancement of compliance, etc.
 4. At the conclusion of this General Meeting, the term of office held by Mr. Ken Morita as Outside Director will be 1 year and 4 months. At the conclusion of this General Meeting, the term of office held by Mr. Atsushi Takeda as Outside Director will be 1 year.
 5. The Company has registered Messrs. Ken Morita and Atsushi Takeda as Independent Director in accordance with the provisions of the Tokyo Stock Exchange.
 6. The Company has entered into agreements with Messrs. Ken Morita and Atsushi Takeda in accordance with the Company's Articles of Incorporation to limit their liability for damages pursuant to Article 427, Paragraph 1 of the Companies Act. The maximum amount of liability pursuant to the agreements is the amount stipulated by laws and regulations.