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(Securities Code 5105)
March 7, 2018

To Shareholders with Voting Rights:

Takashi Shimizu
President & CEO, Representative Director
Toyo Tire & Rubber Co., Ltd.
2-2-13 Fujinoki, Itami City, Hyogo

**NOTICE OF
THE 102ND 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 102nd 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 28, 2018, Japan time.

- 1. Date and Time:** Thursday, March 29, 2018 at 10:00 a.m. Japan time (Seating starts at 9:00 a.m.)
2. Place: Hall, 3rd floor at Headquarters of the Company located at
2-2-13 Fujinoki, Itami City, Hyogo
Due to the relocation of the Company’s headquarters from Osaka City to Itami City, Hyogo Prefecture, the venue of the Meeting has been changed as shown above.

3. Purpose of the Meeting:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 102nd business term (from January 1, 2017 to December 31, 2017)
 2. Results of audits by the Accounting Auditors and the Audit & Supervisory Board of the Consolidated Financial Statements for the 102nd business term

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Amendment to the Articles of Incorporation
Proposal No. 3: Election of Six (6) Directors

- “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 Reference Documents for the General Meeting of Shareholders, the Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements 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: 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: 3,174,835,575 yen
- (3) Effective date for dividend of surplus:
March 30, 2018

Proposal No. 2: Partial Amendment to the Articles of Incorporation

- (1) Reason for amendment

The Company considers its Mid-term Plan 2017, which aims to make the mobility field the core of its business, to be the turning point for making great strides, and in order to further accelerate the increase in corporate value by expanding the global business and strengthening the brand business, the Company will amend Article 1 (Trade Name) of the current Articles of Incorporation and change its trade name to Toyo Tire Corporation.

Regarding amendment to Article 1, a supplementary provision for the transitional measure, in which the effective date of the amendment is January 1, 2019, shall be established and this supplementary provision shall be deleted after the effectuation of the amendments.

- (2) Details of amendment

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed amendment
<p>Chapter 1 General Provisions (Trade Name) Article 1 The trade name of the Company shall be <u>Toyo Gomu Kogyo Kabushiki-Kaisha, and Toyo Tire & Rubber Co., Ltd.</u> in English.</p> <p>Articles 2-40 (Omitted)</p> <p>Supplementary Provision (New)</p>	<p>Chapter 1 General Provisions (Trade Name) Article 1 The trade name of the Company shall be <u>TOYO TIRE Kabushiki-Kaisha, and Toyo Tire Corporation</u> in English.</p> <p>Articles 2-40 (Unchanged)</p> <p>Supplementary Provision <u>The amendments made in Article 1 shall take effect starting January 1, 2019. Before the effective date, Article 1 shall remain as it is currently, as shown in the following.</u></p> <p>(Trade Name) <u>Article 1</u> <u>The trade name of the Company shall be Toyo Gomu Kogyo Kabushiki-Kaisha, and Toyo Tire & Rubber Co., Ltd. in English.</u></p> <p><u>This supplementary provision shall be deleted after the effectuation of the amendments made in Article 1</u></p>

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

The terms of office of all six (6) 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:

Nominee No.	Name		Positions, assignment and significant concurrent positions	Attendance rate at meetings of the Board of Directors
1	Takashi Shimizu	Reappointment	President & CEO, Representative Director	100% (26/26 times)
2	Tetsuo Tatara	Reappointment	Director and Senior Corporate Officer; Vice President, Fundamental Production Engineering Headquarters	100% (26/26 times)
3	Yasushi Takagi	Reappointment	Director and Senior Corporate Officer; Vice President, Sales Headquarters	100% (18/18 times)
4	Tamotsu Sakuramoto	Reappointment	Director and Senior Corporate Officer; Chief Risk Management Officer; Compliance Supervisor; Chief Compliance officer; Vice President, Corporate Headquarters; Division General Manager, Corporate Planning Division; Deputy Division General Manager, Seismic Rubber Task Force Headquarters	100% (18/18 times)
5	Ken Morita	Reappointment Outside Director Independent Director		92% (24/26 times)
6	Atsushi Takeda	Reappointment Outside Director Independent Director		100% (26/26 times)

(Note) For Directors Yasushi Takagi and Tamotsu Sakuramoto, status after their appointments on March 30, 2017, is presented.

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
1	Takashi Shimizu (April 2, 1961) Reappointment	<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 (current position)</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, and 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>	6,700 shares
2	Tetsuo Tatara (June 19, 1956) Reappointment	<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, Corporate Technology Center; General Manager, Production Engineering Center</p> <p>Nov. 2015 Director and Senior Corporate Officer (current position)</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 Corporate 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>	10,400 shares

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held
3	Yasushi Takagi (February 2, 1959) Reappointment	<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; 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</p> <p>Mar. 2017 Director and Senior Corporate Officer (current position)</p>	7,937 shares
<p>[Reason for nomination as candidate for Director]</p> <p>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>			
4	Tamotsu Sakuramoto (July 3, 1957) Reappointment	<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</p> <p>Mar. 2017 Director and Senior Corporate Officer (current position)</p>	9,311 shares
<p>[Reason for nomination as candidate for Director]</p> <p>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>			

No.	Name (Date of birth)	Career summary, positions, assignment and significant concurrent positions	Number of shares of the Company held			
5	<p>Ken Morita (October 24, 1948)</p> <table border="1"> <tr><td>Reappointment</td></tr> <tr><td>Outside Director</td></tr> <tr><td>Independent Director</td></tr> </table> <p>Term of office as Outside Director: two (2) years and four (4) months (at the conclusion of this General Meeting)</p>	Reappointment	Outside Director	Independent Director	<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 Representative Director and Senior Managing Executive Officer, 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 (current position)</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 Representative Director and Senior Managing Executive Officer 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
Reappointment						
Outside Director						
Independent Director						
6	<p>Atsushi Takeda (February 27, 1947)</p> <table border="1"> <tr><td>Reappointment</td></tr> <tr><td>Outside Director</td></tr> <tr><td>Independent Director</td></tr> </table> <p>Term of office as Outside Director: two (2) years (at the conclusion of this General Meeting)</p>	Reappointment	Outside Director	Independent Director	<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 (current position)</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
Reappointment						
Outside Director						
Independent Director						

- (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, Tetsuo Tataka, Yasushi Takagi and Tamotsu Sakuramoto are described in "1. Names, Etc. of Directors and Audit & Supervisory Board Members" in "III Matters Regarding Company Officers" of the Business Report (p. 22, 23 of the Japanese original).
 3. The Company has registered Messrs. Ken Morita and Atsushi Takeda as Independent Director in accordance with the provisions of the Tokyo Stock Exchange.
 4. 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.