

Stock code: 7244

June 6, 2017

To Our Shareholders

Itado 80, Isehara-shi, Kanagawa-ken  
ICHIKOH INDUSTRIES, LTD.  
Representative Director & President  
Ali Ordoobadi

### Notice of the 87th Ordinary General Meeting of Shareholders

We appreciate your continuing support of our company.

You are cordially invited to the 87th Ordinary General Meeting of Shareholders of ICHIKOH INDUSTRIES, LTD., which will be held as described below. Your participation will be greatly appreciated.

If you are unable to attend the meeting in person, you can exercise your voting rights in writing. Please review the “Reference Documents for the Ordinary General Meeting of Shareholders”, indicate for or against on each agenda item in the enclosed Voting Rights Exercise Form, and send it in a timely manner to us so that we will be able to receive it by 5:30 p.m., Tuesday, June 27, 2017.

Date and Time: Wednesday, June 28, 2017, 10:00 AM

Place: 348 Tanaka, Isehara-shi, Kanagawa-ken  
Isehara Civic Culture Center, Small Hall on the 1st Floor

Agenda:

Matters to be Reported:

1. Business Report, the Consolidated Financial Statements and the Audit Results of the Consolidated Financial Statements for the 87th Fiscal Year (from April 1, 2016 to March 31, 2017) by the Accounting Auditor and the Board of Auditors.
2. Report of the Non-consolidated Financial Statements for the 87th Fiscal Year (from April 1, 2016 to March 31, 2017).

Matters to be Resolved:

- |                 |  |
|-----------------|--|
| Proposal No. 1: | Disposition of Surpluses                           |
| Proposal No. 2: | Partial Amendment of the Articles of Incorporation |
| Proposal No. 3: | Election of Ten (10) Directors                     |
| Proposal No. 4: | Election of One (1) Corporate Auditor              |
| Proposal No. 5: | Election of One (1) Substitute Corporate Auditor   |
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You are kindly requested to present the enclosed Voting Rights Exercise Form to the person at the reception when you attend the meeting in person.

Among the documents provided with this Notice of the 87th Ordinary General Meeting of Shareholders, the Notes of the Consolidated Financial Statements, the Notes of the Non-consolidated Financial Statements and the Systems to Ensure the Appropriateness of Business Execution are disclosed on our website ( <http://www.ichikoh.com/ir/stockholder/stock07.html> ) in accordance with the relevant laws and regulations and Article 15 of the Article of Incorporation of the Company, and thus are not included in the Attached Documents. Accordingly, the Attached Documents enclosed with this Notice represent a part of the Business Report, Consolidated Financial Statements and the Non-consolidated Financial Statement audited by Corporate Auditors in preparation of Audit Report of the Board of Auditors and a part of the Consolidated Financial Statements and the Non-consolidated Financial Statement audited by Accounting Auditor in preparation of Accounting Audit Report.

If any changes are made in any of the Reference Documents for the Ordinary General Meeting of Shareholders, the Business Report, the Consolidated Financial Statement, and the Non-Consolidated Financial Statement, such changes will be posted on our website (<http://www.ichikoh.com/>).

(Attached Documents)

Business Report  
(April 1, 2016 through March 31, 2017)

1. Present Status of the Corporate Group

(1) Status of Business for the Current Business Year

① Results and Achievements of Business

The Japanese economy for this consolidated fiscal year gradually recovered as a result of the improvement of domestic consumption due to the recovery of the stock prices, the robust housing investment due to the continuing low interest rate and the recovery of the overseas demand. As for global economy, North America maintained a steady employment index and China as well as the developing countries like ASEAN generally showed steady movement.

The domestic car production volume increased after 3 year interval due to the introduction of various new cars, which counteracted the influence of the falsification of fuel efficiency test data and earthquakes in Kumamoto prefecture. Looking at ASEAN, the production volume decreased in Malaysia due to economic recession and stricter requirements for car loans, but increased in Thailand due to the recovery of exports as well as the domestic economy, and also increased in Indonesia due to strong sales of low cost eco-cars to which preferential tax treatment is provided. As a total of those three countries in ASEAN region, the volume of car production increased. As for China, car production increased due to the increase of sales of cars by the implementation of tax reduction measures for small cars.

Under those circumstances, Ichikoh Group has taken all the measures to achieve sales increase and cost reduction while securing satisfactory margin as the first priority and eventually to make the Group financially robust. As a result, both the revenue and the profit for the consolidated fiscal year of 2016 have increased compared to the previous fiscal year, mainly owing to the growth in orders received in Japan and performance recovery of overseas affiliated companies in ASEAN. The revenue was 113,195 million yen (10.8% increase compared to last year), operating income was 4,809 million yen (98.0% increase compared to last year), ordinary income was 5,233 million yen (74.0% increase compared to last year), and net income attributable to parent company shareholders was 5,916 million yen (136.2% increase compared to last year). This result represents the record high update in all of the operating income, ordinary income and net income attributable to parent company shareholders in the past fiscal years.

With respect to the results by each segment, for Automotive-Parts business, the revenue and profit compared to last year has increased mainly due to the steady increase of orders received in Japan and the performance recovery of overseas affiliate companies in ASEAN. The revenue was 104,670 million yen (12.6% increase compared to last year) and operating income was 4,794 million yen (110.7% increase compared to last year).

For After-Market business, the revenue decreased to 8,076 million yen (8.2% decrease compared to last year) because of the shrinking market of service parts. Operating loss was 33 million yen (operating income 126 million yen last year).

For other business, the revenue was 1,925 million yen (0.3% decrease compared to last year) and operating income was 22million yen (68.7% increase compared to last year).

In an unrelated matter, as the result of TOB, our largest shareholder of Valeo Bayen was changed from "other affiliated company" to "parent company" on January 20, 2017.

Regarding the dividends, considering that returning profits to shareholders is an important management issue, stable and continuous distribution of dividends with a view to long-term prospects is our basic policy.

Regarding dividends for the fiscal year ending March 2017, although interim dividends was 1.50 yen per share, considering the prosperous situation of our revenue on one hand and the capital investment plan in the future on the other, we increase dividends by 1 yen per share, and we will distribute dividends of 2.50 yen per share, which makes annual dividends 4 yen per share.

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(Note) The Business Report is described under the following rules.

1. The figures shown in the unit of millions of yen are rounded down to the nearest million.
2. The shares shown in the unit of thousands are rounded down to the nearest thousand.

| Category                     | Sales in million yen | Operating Income<br>in million yen |
|------------------------------|----------------------|------------------------------------|
| Automotive Parts<br>Business | 104,670              | 4,794                              |
| After-market Business        | 8,076                | △33                                |
| Other Businesses             | 1,925                | 22                                 |

② Status of Capital Investment

The total amount of capital investment in this fiscal year was 12,513 million yen, and the major investments are new products of lamps and rear-view mirrors, model changes and facility investment for improvement of productivity.

③ Status of Funding

In this fiscal year, in order to provide funding for capital investment, the company borrowed 400 million yen from Shoko Chukin Bank

④ Status of Assignment of Business, Absorption-type Split and Incorporation-type Split

Not applicable.

⑤ Status of Taking over of Business of other Companies

Not applicable.

⑥ Status of the assignment of rights and obligations of other corporation, etc., by means of Absorption-type Merger or Absorption-type Split

Not applicable.

⑦ Status of Acquisition or Disposition of Other Companies' Stock and other Equity or Share Subscription right

Not applicable.

## (2) Status of Properties and Financial Results

| Classification             | FY2013<br>84 <sup>th</sup> Term | FY2014<br>85 <sup>th</sup> Term | FY2015<br>86 <sup>th</sup> Term | FY2016<br>87 <sup>th</sup> Term<br>(current) |
|----------------------------|---------------------------------|---------------------------------|---------------------------------|----------------------------------------------|
| Net Sales (M yen)          | 88,698                          | 94,166                          | 102,143                         | 113,195                                      |
| Ordinary Income (M yen)    | 1,113                           | 3,118                           | 3,007                           | 5,233                                        |
| Net Income (M yen)         | 665                             | 2,363                           | 2,505                           | 5,916                                        |
| Net Income per Share (yen) | 6.94                            | 24.64                           | 26.13                           | 61.63                                        |
| Total Assets (M yen)       |                                 |                                 |                                 |                                              |
| Net Assets (M yen)         | 76,717                          | 87,216                          | 92,232                          | 96,850                                       |
| Net Assets per Share (yen) | 20,941                          | 24,561                          | 23,578                          | 28,930                                       |
|                            | 192.81                          | 237.98                          | 230.65                          | 288.08                                       |

## (3) Status of Important Parent Companies and Subsidiaries

## ① Status of Parent Company

Valeo Bayen, through the tender offer of the Company's shares, acquired 22,583,000 shares of the Company as of January 20, 2017. As a result, the ratio of voting rights owned by Valeo Bayen to the voting rights owned by all the Company's shareholders has become 55.09%, which exceeds a majority, and thus Valeo Bayen and its parent company Société de Participations Valeo and its parent company Valeo S.A. have newly become our parent companies.

## ② Status of Important Subsidiaries

| Company Name                           | Capital Amount | Ichikoh's Share | Main Business                             |
|----------------------------------------|----------------|-----------------|-------------------------------------------|
| PIAA Corporation                       | 475 M yen      | 100.0 %         | Sales of automotive parts for aftermarket |
| PIAA Corp., USA                        | USD 0.6M       | 100.0 %         | Sales of automotive parts for aftermarket |
| Misato Industries, Ltd.                | 95 M yen       | 100.0 %         | Manufacture and sales of automotive parts |
| Kyushu Ichikoh Industries, Ltd.        | 50 M yen       | 100.0 %         | Manufacture and sales of automotive parts |
| Life Elex, Inc.                        | 45 M yen       | 59.1 %          | Manufacture and sales of automotive bulbs |
| Hakuden, Ltd.                          | 35 M yen       | 100.0 %         | Manufacture and sales of automotive parts |
| Ichikoh (Malaysia) SDN. BHD.           | MYR 0.9 M      | 70.0 %          | Manufacture and sales of automotive parts |
| PT. Ichikoh Indonesia                  | IDR 33,18M     | 70.0 %          | Manufacture and sales of automotive parts |
| Ichikoh Industries (Thailand) Co. Ltd. | THB 960 M      | 99.9 %          | Manufacture and sales of automotive parts |
| Ichikoh (Wuxi) Automotive Parts        | USD 0.7 M      | 100.0 %         | Manufacture and sales of automotive parts |

(Note) We additionally acquired equity interest of PT Ichikoh Indonesia and made it a wholly owned subsidiary effective as of May 17, 2017.

## (4) Major Operations (as of March 31, 2017)

Major line of business of Ichikoh group is the manufacture and sales of automotive lamps and rearview mirrors as outlined below:

| Category                | Major products                                                                         |
|-------------------------|----------------------------------------------------------------------------------------|
| Lamps                   | Head Lamps (halogen, HID, LED)<br>Rear Combination Lamps(Bulb, LED)<br>Fog Lamps, etc. |
| Rearview Mirrors        | Door Mirrors, Inside Mirrors, etc.                                                     |
| Other Automotive Parts  | Windshield Wiper Blades, etc.                                                          |
| Non-automotive Products | Lamps for railroad carriages, house apparatus, etc.                                    |

## (5) Major Sales Offices and Plants (as of March 31, 2017)

## ① Ichikoh Industries, Ltd.

| Name          | Location                     | Name                    | Location                 |
|---------------|------------------------------|-------------------------|--------------------------|
| Head Office   | Isehara-shi,<br>Kanagawa-ken | Sapporo Sales<br>Office | Sapporo-shi,<br>Hokkaido |
| Isehara Plant | Isehara-shi,<br>Kanagawa-ken | Ota Sales Office        | Ota-shi, Gunma-ken       |
| Fujioka Plant | Fujioka-shi, Gunma           | Tokyo Office            | Shinjuku-ku, Tokyo       |
| Mirror Plant  | Fujioka-shi, Gunma           | Osaka Sales Office      | Suita-shi, Osaka         |
| Chubu Branch  | Nagoya-shi,<br>Aichi-ken     |                         |                          |

## ② Subsidiaries

| Name                               | Location             | Name                                      | Location             |
|------------------------------------|----------------------|-------------------------------------------|----------------------|
| PIAA Corporation                   | Bunkyo-ku, Tokyo     | Ichikoh (Malaysia)                        | Negri Sembilan,      |
| PIAA, Corp., USA                   | Oregon, USA          | SDN. BHD.                                 | Malaysia             |
| Misato<br>Industries, Ltd.         | Kodama-gun, Saitama  | PT. Ichikoh<br>Indonesia                  | West Java, Indonesia |
| Kyushu Ichikoh<br>Industries, Ltd. | Nakatsu-shi, Oita    | Ichikoh Industries<br>(Thailand) Co. Ltd. | Amata-city, Thailand |
| Life Elex, Inc.                    | Ohra-gun, Gunma      | Ichikoh(Wuxi )                            | Jiangsu Province,    |
| Hakuden, Ltd.                      | Saitama-shi, Saitama | Automotive Parts<br>Co., Ltd.             | Jiangsu, P.R. China  |

## (6) Information about Employees (as of March 31, 2017)

## ① Status of Employees of Ichikoh Group

| Number of Employees | Comparison to End of Last Fiscal Year |
|---------------------|---------------------------------------|
| 4,036 (1,360)       | Increased by 80 (Increased by 404)    |

(Note) The number of employees includes only those with no fixed term contract, exclusive of the number of employees with fixed term contract, such as part-timers and temporary workers, which is shown in parentheses with the annual average number.

## ② Status of Employees of Ichikoh

| Number of Employees | Comparison to End of Last Fiscal Year | Average Age | Average Years of Service |
|---------------------|---------------------------------------|-------------|--------------------------|
| 1,726(915)          | Increased by 108 (increased by 209)   | 41.6        | 17.8                     |

(Note) The number of employees includes only those no fixed term contract, exclusive of the number of employees with fixed term contract, such as part-timers and temporary workers, which is shown in parentheses with the annual average number.

## (7) Information about Major Loan Providers (as of March 31, 2017)

| Loan Provider                | Balance of Loaned Amount (million yen) |
|------------------------------|----------------------------------------|
| Mizuho Bank                  | 3,889                                  |
| Bank of Tokyo-Mitsubishi UFJ | 2,641                                  |
| Mitsubishi UFJ Trust Bank    | 1,250                                  |
| Development Bank of Japan    | 1,989                                  |
| Shoko Chukin Bank            | 1,395                                  |

## (8) Other Important Matters regarding Current Status of Ichikoh Group

We became a consolidated subsidiary of Valeo on January 20, 2017 through the tender offer of our shares by Valeo Bayen as described above "(3) Status of Important Parent Companies and Subsidiaries, ① Status of Parent Company".

#### (9) Challenges Facing Ichikoh

The Mission of our Company group is “Reflect and Shine: Create a driving environment that feels safe, offers more protection, and provides more comfort,” and the Vision is to “continuously endeavor to become a corporation that satisfies both customers and society by pioneering the frontiers of technology and supplying optimal solutions which being ecologically minded.”

Given the prospects of the volume of automobile production, which is the market of our Company group, the domestic market tend to be reaching the limit due to the declining birthrate and aging society, and the expectation of demand increase due to increased production volume comes from China and ASEAN. Under the circumstances, in Japan, we will utilize our high technology development capabilities and seek to grow by increasing added value such as use of LED (light emitting diode) as light source and replacing cameras with mirrors. Meanwhile, in overseas such as ASEAN and China, the Company group's growth strategy is to capture the demand, including that comes from increased production volume, while taking advantage of the high level technical expertise cultivated in Japan.

Recently, the functions required for automotive parts such as those required from the progress of automatic driving technology are becoming more diversified, and it seems that big changes will happen at a faster speed than ever before. Among them, the bipolarization of components with high added value and low cost is expected to progress further, and thus we need to speed up the pace not only for research and development of products, but also for development of manufacturing technology for low cost production.

In order to carry out these growth strategies and deal with the issues, we will utilize collaboration with Valeo, our parent company, to jointly develop new products such as electronic mirrors and products responding to automatic driving, and to reduce cost from joint procurement and joint research, taking full advantage of scale merit, and we are acquiring additional market share in the global market through aggressive marketing activities, expanding our customer base and strengthening geographical complementary relationship.

In addition, by establishing and operating the internal control system to secure credibility of our financial statements and structure the risk management system and to eliminate the conflict of interest, the company will improve compliance awareness of all people engaging in the business of our Company group to fulfill our social responsibility as a corporation.

We would appreciate your continuing support and cooperation as shareholders.

## 2. Outline of Ichikoh Industries, Ltd.

## (1) Information about Shares (as of March 31, 2017)

- ① Total number of shares authorized to be issued: 200,000,000  
 ② Total number of shares issued: 96,220,851  
 ③ Number of Shareholders: 4,753  
 ④ Major Shareholders: Major 10 shareholders

| Name of Shareholder                                      | Investment in Ichikoh |               |
|----------------------------------------------------------|-----------------------|---------------|
|                                                          | Number of Shares      | Holding Ratio |
| Valeo Bayen                                              | 52,922 thousand       | 55.09%        |
| Toyota Motor                                             | 5,869 thousand        | 6.11%         |
| Mizuho Bank                                              | 4,775 thousand        | 4.97%         |
| Daihatsu Motor                                           | 2,712 thousand        | 4.82%         |
| Japan Trustee Services Bank, Ltd.<br>(Trust Account)     | 1,803 thousand        | 1.87%         |
| NOMURA PB NOMINESS LIMITED<br>OMNIBUS-MARGIN (CASHPB)    | 1,086 thousand        | 1.13%         |
| Nippon Life Insurance                                    | 1,040 thousand        | 1.08%         |
| CHACE MANHATTAN BANK GTS<br>CLIENTS ACCOUNT ESCROW       | 930 thousand          | 0.96%         |
| Sankyo Co.                                               | 930 thousand          | 0.96%         |
| The Master Trust Bank of Japan, Ltd.<br>(Trust Account ) | 797 thousand          | 0.82%         |

(Note) The shareholding ratio was calculated excluding the treasury stock (157,639 shares). The figures less than the unit are rounded down.

## ⑤ Other Important matters concerning stocks

Based on a resolution of the Board of Directors held on May 12, 2017, the number of trading unit of shares will be changed from 1,000 shares to 100 shares, effective as from October 1, 2017.

## (2) Status of Share Subscription Right (as of March 31, 2017)

Not applicable.

## (3) Status of Ichikoh's Officers

## ① Status of Directors and Corporate Auditors (as of March 31, 2017)

| Title                                        | Name                | HQ./Dept. in charge and status of important concurrent position                                      |
|----------------------------------------------|---------------------|------------------------------------------------------------------------------------------------------|
| Representative Director & President          | ORDOOBADI, Ali      | Oversees Audit Dept.                                                                                 |
| Director & Senior Managing Executive Officer | MIYASHITA, Kazuyuki | In charge of R&D HQ, and Project Progress Control Office. PM HQ Director, and Industrial HQ Director |
| Director & Senior Managing Executive Officer | NAKANO Hideo        | Mirror BU Director.<br>ASEAN Operations Director.                                                    |
| Director & Managing Executive Officer        | SHIRATO Hideki      | In charge of Corp. Planning Dept., Legal Dept. , General Accounting HQ.                              |
| Director                                     | SAITO, Ryuji        | President of Valeo Japan Co., Ltd.                                                                   |
| Director                                     | THIVOYON, Bruno     | Valeo Visibility Group Finance Director                                                              |
| Director                                     | AOMATSU, Hideo      | Representative Director and President of DRC Capital, Ltd.                                           |
| Director                                     | DELMAS, Bernard     | Senior VP of Michelin Group and Chairman of Nihon Michelin Tire Co. ltd.                             |
| Corporate Auditor (Full Time)                | HASHIMOTO, Hisaki   |                                                                                                      |
| Corporate Auditor                            | Tsurumaki, Aki      | Kamijo/Tsurumaki Law Office (Attorney at Law)<br>Outside Director of BELLSYSTEM24 Holdings, Inc.     |
| Corporate Auditor                            | Sevaistre, Pierre   |                                                                                                      |

- (Notes) 1. Mr. Ryuji Saito, Mr. Bruno Thivoyon, Mr. Hideo Aomatsu and Mr. Bernard Delmas, Directors, are outside directors stipulated by Article 2-15 of the Companies Act. The Company submitted to the TSE a notice of independent officer appointing Mr. Hideo Aomathsu and Mr. Bernard Delmas as the independent officers.
2. Corporate Auditors, Mr. Aki Tsurumaki and Mr. Pierre Sevaistre, are outside auditors stipulated by Article 2-16 of the Companies Act. The Company submitted to the TSE a notice of independent officer appointing Mr. Aki Tsurumaki and Mr. Pierre Sevaistre, both Corporate Auditors, as the

independent officers.

3. Mr. Hisaki Hashimoto, a Corporate Auditor, has good experience of internal audit of the Company and has knowledge in finance and accounting.

② Directors and Corporate Auditors who retired during this fiscal year

| Name            | Date of Retirement | Reason     | Position and Important Concurrent Position at the time of retirement                       |
|-----------------|--------------------|------------|--------------------------------------------------------------------------------------------|
| Seiichiro Inoue | June 29, 2016      | Expiration | In charge of Corp.Plan. Dept., Legal Dept., CompassGCC, H&R and GA, Finance HQ<br>Director |
| Hideki Isetani  | June 29, 2016      | Expiration | In charge of Development HQ and Sales HQ, Sales HQ<br>Director                             |

③ Mr. Hideo Aomatsu, Mr. Bernard Delmas, Directors and Mr. Aki Tsurumaki, and Mr. Pierre Sevaistre, Corporate Auditors, and the Company entered into an agreement limiting the liability under Article 423-1 of the Company Act, based on our Articles of Incorporation and Article 427-1 of the Company Act. The maximum amount of the limited liability based on this agreement is as set forth in Article 425-1 of the Company Act.

④ Total Remuneration to Directors and Corporate Auditors (Apr. 2016 though Mar. 2017)

Remuneration paid during the Current Business Year

| Classification                                                                                                                       | Number of Persons | Amount Paid                         |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------------------|
| Directors<br>(Figures for Outside Directors included in the above line)                                                              | 8<br>(2)          | 279 million yen<br>(16 million yen) |
| Corporate Auditors<br>(Figures for Outside Corporate Auditors included in the above line)                                            | 3<br>(2)          | 20 million yen<br>(7 million yen)   |
| Total of Directors & Corporate Auditors<br>(Figures for Outside Directors and Outside Corporate Auditors included in the above line) | 11<br>(4)         | 300 million yen<br>(24 million yen) |

- (Notes)
1. The above numbers and amount of remuneration include the 2 Directors who retired at the 86<sup>th</sup> Shareholders' meeting on June 29, 2016.
  2. The above list excludes two outside directors who do not receive any remuneration.
  3. The above includes the value of the monetary compensation receivables for restricted stock which was granted on August 10, 2016.
  4. The numbers for remuneration shown above were rounded down to the million.

⑤ Matters regarding Outside Corporate Officers

A. Mr. Ryuji Saito, Director

(a) Status of Concurrent Position as a Director Executing Business or as an Outside Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

Representative Director and President of Valeo Japan Co., Ltd.

There is no specific relationship between such entity and the Company.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners

Not applicable.

(c) Main Activities During the Current Business Year

He attended all 14 Board meetings out of 14 meetings held during this current business year, expressing his opinions based on his abundant experience as a management executive.

B. Mr. Bruno Thivoyon, Director

(a) Status of Concurrent Position as a Director Executing Business or as an Outside Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

Valeo Visibility Group Finance Director

There is no specific relationship between such entity and the Company.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners:

Not applicable.

(c) Main Activities During the Current Business Year

He attended all 14 Board meetings out of 14 meetings held during this current business year, expressing his opinions based on his abundant experience as a management executive.

C. Mr. Hideo Aomatsu, Director

(a) Status of Concurrent Position as a Director Executing Business or as an Outside

Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

CEO of DRC Capital Ltd.

There is no specific relationship between such entity and the Company.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners:

Not applicable.

(c) Main Activities During the Current Business Year

He attended all 14 Board meetings out of 14 meetings held during this current business year, expressing his opinions based on his abundant experience as a management executive.

D. Mr. Bernard Delmas, Director

(a) Status of Concurrent Position as a Director Executing Business or as an Outside Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

Senior VP of Michelin Group

Chairman of Nihon Michelin Tire Co. ltd.

There is no specific relationship between such entity and the Company.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners:

Not applicable.

(c) Main Activities During the Current Business Year

He attended all 14 Board meetings out of 14 meetings held during this current business year, expressing his opinions based on his abundant experience as a management executive.

E. Mr. Aki Tsurumaki, Corporate Auditor

(a) Status of Concurrent Position as a Director Executing Business or as an Outside Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

Kamijo · Tsurumaki Law Office

There is no specific relationship between such entity and the Company.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners:

Not applicable.

(c) Main Activities During the Current Business Year

He attended 14 times out of 14 Bboard meetings held during this current business

year, and 15 times out of 15 Board of Corporate Auditors' meetings during this current fiscal term, expressing his opinions from the specialized viewpoint as a lawyer.

F. Mr. Pierre Sevaistre, Corporate Auditor

(a) Status of Concurrent Position as a Director Executing Business or as an Outside Corporate Officers in Other Entity(ies) and the Relationship between the Company and such Other Entity(ies):

Not applicable.

(b) Business Relationship with Specific Related Business Entities such as Major Business Partners:

Not applicable.

(c) Main Activities During the Current Business Year

He attended all 14 board meetings out of 14 meetings held during this current fiscal term, and 15 times out of 15 Corporate Auditors' meetings during this current business year, expressing his opinions based on his abundant experience and knowledge of audit and risk management.

(4) Status of Accounting Auditor

① Name of Firm: Ernst & Young ShinNihon LLC

② Amount of Compensation:

|                                                                                                                             | Amount Paid    |
|-----------------------------------------------------------------------------------------------------------------------------|----------------|
| Compensation paid to the Accounting Auditor for the Current Business Year                                                   | 61 million yen |
| Aggregate of Money and other Proprietary Interests to be paid to the Accounting Auditor by the Company and its Subsidiaries | 61 million yen |

(Note) 1. The auditing agreement between the Company and the accounting auditor does not clearly distinguish the amount of compensation for the audit under the Company Act and that under the Financial Instruments and Exchange Act, and such distinction is practically impossible. Therefore, the amounts shown in Compensation paid to the Accounting Auditor for the Current Business Year represent the aggregate amount of these compensations.

2. Board of Corporate Auditors gave consent on the remuneration of accounting auditor under the Section 1 of the Article 399 of the Company Act as a result of the examination of the validity of audit time and the estimates of remuneration in addition to the confirmation of the audit plan and the actual performance in the last year.

③ Policy on Decision of Dismissal or Non-reappointment of an Accounting Auditor

The Board of Corporate Auditors will make a decision on the content of the resolution to dismiss or not reappoint the accounting auditor as the agenda of the shareholders' meeting, if it determines that it is necessary to do so, e.g., in case of the inability of accounting auditor's performing his/her duties.

The Board of Corporate Auditors will dismiss the accounting auditor, by the consent of all members of the Board of Corporate Auditors, if it determines that any of the conditions stipulated in Section 1 of Article 340 of the Company Act applies to the accounting auditor. In this case, the Corporate Auditor designated by the Board of Corporate Auditors will report the dismissal of the accounting auditor with the reason of such dismissal at the shareholders' meeting that is first convened after the dismissal.

④ Punishment by Suspension of Business which Accounting Auditor Has Received in the Past 2 Years

The contents of disciplinary action, etc. which the Financial Services Agency announced on December 22, 2015.

1. Subject of the punishment  
Ernst & Young ShinNihon LLC
2. The contents of the punishment  
Suspension of the business by concluding a new contract     3 month  
(From January 1, 2016 to March 31 of the same year)
3. Reason for the punishment  
Ernst & Young ShinNihon LLC certified financial statements that contain material false statements as financial statement that does not contain material false statements, in the audit of financial materials by the certified public accountant's failure to perform duty of reasonable care.  
The operation of Ernst & Young ShinNihon LLC was found extremely improper.

⑤ Status of Auditing of the company's Subsidiaries by CPAs or Audit Firm who are not the Company's Accounting Auditor

Ichikoh Malaysia SDN.BHD, PT. Ichikoh Indonesia, Ichikoh Industries (Thailand) Co. Ltd. and Ichikoh (Wuxi) Automotive Parts Co. LTD. were audited by auditors (foreign auditors with qualification equivalent to that of the Company's Accounting Auditor) other than the Company's Accounting Auditor, as required by applicable laws.

## Consolidated Balance Sheet

(as of March 31, 2017)

(Unit : Million Yen)

| Account Item<br>(Assets)                     | Amount        | Account Item<br>(Liabilities)                      | Amount        |
|----------------------------------------------|---------------|----------------------------------------------------|---------------|
| Current Assets                               | 44,115        | Current Liabilities                                | 42,480        |
| Cash on hand and in banks                    | 11,552        | Notes Payable & Accounts Payable-Trade             | 22,698        |
| Notes Receivable & Accounts Receivable-Trade | 20,466        | Short-term Loans                                   | 1,155         |
| Electronically recorded monetary claims      | 903           | Long-term Loans which will be repaid within 1 year | 4,724         |
| Finished Goods                               | 4,004         | Lease Obligations                                  | 4,234         |
| Works in Process                             | 534           | Account Payable-Not Trade                          | 1,788         |
| Raw Materials & Stored Goods                 | 2,857         | Accrued Corporate Taxes                            | 633           |
| Differed Tax Asset                           | 1,627         | Accrued Expenses                                   | 2,881         |
| Others                                       | 2,481         | Reserve for Bonus                                  | 1,825         |
| Allowance for doubtful accounts              | △312          | Reserve for Officers' Bonus                        | 64            |
|                                              |               | Warranty Reserve                                   | 1,329         |
|                                              |               | Equipment related notes payable                    | 330           |
|                                              |               | Others                                             | 816           |
| Fixed Assets                                 | 52,734        | Long-term Liabilities                              | 25,439        |
| Property, Plant & Equipment                  | 38,074        | Long-term Loans                                    | 11,992        |
| Buildings & Structures                       | 10,362        | Lease Obligations                                  | 3,551         |
| Mechanical, Equipment & Transport Equipment  | 10,080        | Deferred Tax Liability                             | 678           |
| Tooling, Furniture & Fixtures                | 2,916         | Net defined benefit liability                      | 9,021         |
| Land                                         | 3,459         | Asset Retirement Obligation                        | 183           |
| Lease Assets                                 | 6,313         | Reserve for Environmental Measure                  | 9             |
| Construction in Progress                     | 4,942         | Others                                             | 2             |
| Intangible Assets                            | 2,119         | <b>Total Liabilities</b>                           | <b>67,919</b> |
| Goodwill                                     | 658           | (Net Assets)                                       |               |
| Others                                       | 1,460         | Shareholders' Equity                               | 28,788        |
| Investment & other Assets                    | 12,541        | Capital Stock                                      | 8,955         |
| Investment in Securities                     | 5,580         | Capital Surplus                                    | 2,735         |
| Long-term Loans                              | 978           | Retained Earnings                                  | 17,138        |
| Investment in affiliates                     | 5,227         | Treasury Stock                                     | △39           |
| Differed Tax Asset                           | 270           | Accumulated Other Comprehensive Income             | △1,114        |
| Others                                       | 490           | Other Valuation Difference on Securities           | 1,738         |
| Allowance for Doubtful Accounts              | △5            | Deferred gain and loss for hedges                  | △5            |
|                                              |               | Foreign Currency Translation Reserve               | △2,482        |
|                                              |               | Re-measurements of Defined Benefit Plans           | △365          |
|                                              |               | <b>Non-controlling Interest</b>                    | <b>1,256</b>  |
| <b>Total Assets</b>                          | <b>96,850</b> | <b>Total Net Assets</b>                            | <b>28,930</b> |
|                                              |               | <b>Total Liabilities &amp; Net Assets</b>          | <b>96,850</b> |

(Note) Figures under a million yen were rounded down.

## Consolidated Statement of Income

( From April 1, 2016 )  
( To March 31, 2017 )

(Unit : Million Yen)

| Account Item                                            | Amount |         |
|---------------------------------------------------------|--------|---------|
| Net Sales                                               |        | 113,195 |
| Cost of Sale                                            |        | 89,587  |
| Gross Income                                            |        | 23,607  |
| Selling, General & Administrative Expenses              |        | 18,798  |
| Operating Income                                        |        | 4,809   |
| Non-Operating Income                                    |        |         |
| Interest & Dividend Received                            | 316    |         |
| Profit on Investments by Equity Method                  | 775    |         |
| Others                                                  | 108    | 1,200   |
| Non-Operating Expenses                                  |        |         |
| Interest Expenses                                       | 443    |         |
| Commission Fee                                          | 5      |         |
| Foreign Exchange Losses                                 | 217    |         |
| Others                                                  | 110    | 776     |
| Ordinary Income                                         |        | 5,233   |
| Extraordinary Gains                                     |        |         |
| Gains on Sale of Fixed Assets                           | 1      | 1       |
| Extraordinary Losses                                    |        |         |
| Loss on disposal of noncurrent assets                   | 134    |         |
| Settlement                                              | 187    | 321     |
| Income before Income Taxes & Minority Interests         |        | 4,913   |
| Income Taxes-current                                    | 765    |         |
| Income taxes-deferred                                   | △1,820 | △1,055  |
| Net Income                                              |        | 5,969   |
| Net income attributable to non-controlling shareholders |        | 52      |
| Net profit attributable to parent company shareholders  |        | 5,916   |

(Note) Figures under a million yen were rounded down

## Consolidated Statement of Changes in Net Assets

( from April 1, 2016  
to March 31, 2017 )

(Unit : Million Yen)

|                                                                      | Shareholders' Equity |                 |                   |                |        |
|----------------------------------------------------------------------|----------------------|-----------------|-------------------|----------------|--------|
|                                                                      | Capital Stock        | Capital Surplus | Retained Earnings | Treasury Stock | Total  |
| Opening Balance                                                      | 8,929                | 2,708           | 11,509            | △34            | 23,112 |
| Change in the Term                                                   |                      |                 |                   |                |        |
| Net profit attributable to parent company shareholders               | -                    | -               | 5,916             | -              | 5,916  |
| New share issues                                                     | 26                   | 26              | -                 | -              | 52     |
| Dividend of surplus                                                  | -                    | -               | △287              | -              | △287   |
| Acquisition of Own Shares                                            | -                    | -               | -                 | △4             | △4     |
| Current change in items other than shareholders' equity (Net Amount) | -                    | -               | -                 | -              | -      |
| Total amount of change in current term                               | 26                   | 26              | 5,628             | △4             | 5,675  |
| Closing Balance                                                      | 8,955                | 2,735           | 17,138            | △39            | 28,788 |

|                                                                      | Accumulated Other Comprehensive Income   |                                   |                                      |                                         |        | Non-controlling interest | Total Net Assets |
|----------------------------------------------------------------------|------------------------------------------|-----------------------------------|--------------------------------------|-----------------------------------------|--------|--------------------------|------------------|
|                                                                      | Other Valuation Difference on Securities | Deferred gain and loss for hedges | Foreign Currency Translation Reserve | Remeasurements of Defined Benefit Plans | Total  |                          |                  |
| Opening Balance                                                      | 1,423                                    | △12                               | △1,560                               | △846                                    | △995   | 1,460                    | 23,578           |
| Change in the Term                                                   |                                          |                                   |                                      |                                         |        |                          |                  |
| Net profit attributable to parent company shareholders               | -                                        | -                                 | -                                    | -                                       | -      | -                        | 5,916            |
| New share issues                                                     | -                                        | -                                 | -                                    | -                                       | -      | -                        | 52               |
| Dividend of surplus                                                  | -                                        | -                                 | -                                    | -                                       | -      | -                        | △287             |
| Acquisition of Own Shares                                            | -                                        | -                                 | -                                    | -                                       | -      | -                        | △4               |
| Current change in items other than shareholders' equity (Net Amount) | 315                                      | 6                                 | △922                                 | 480                                     | △119   | △204                     | △323             |
| Total amount of change in current term                               | 315                                      | 6                                 | △922                                 | 480                                     | △119   | △204                     | 5,352            |
| Closing Balance                                                      | 1,738                                    | △5                                | △2,482                               | △365                                    | △1,114 | 1,256                    | 28,930           |

(Note) Figures under a million yen were rounded down



## Statement of Income

( From April 1, 2016 )  
( To March31, 2017 )

(Unit : Million Yen)

| Account Item                                    | Amount |        |
|-------------------------------------------------|--------|--------|
| Net Sales                                       |        | 87,482 |
| Cost of Sale                                    |        | 69,606 |
| Gross Income                                    |        | 17,876 |
| Selling, General & Administrative Expenses      |        | 14,099 |
| Operating Income                                |        | 3,777  |
| Non-Operating Income                            |        |        |
| Interest Received                               | 76     |        |
| Dividend Received                               | 532    |        |
| Fixed Assets Rent                               | 196    |        |
| Others                                          | 44     | 850    |
| Non-Operating Expenses                          |        |        |
| Interest Expenses                               | 341    |        |
| Commission Fee                                  | 5      |        |
| Fixed Assets Rent Expenses                      | 111    |        |
| Foreign Exchange Losses                         | 98     |        |
| Others                                          | 58     | 615    |
| Ordinary Income                                 |        | 4,013  |
| Extraordinary Gains                             |        |        |
| Gains on Sale of Fixed Assets                   | 1      | 1      |
| Extraordinary Losses                            |        |        |
| Loss on disposal of noncurrent assets           | 132    |        |
| Settlement                                      | 187    | 319    |
| Income before Income Taxes                      |        | 3,694  |
| Income before Income Taxes & Minority Interests | 572    |        |
| Income taxes-deferred                           | △1,863 | △1,290 |
| Net Income                                      |        | 4,985  |

(Note) Figures under a million yen were rounded down

## Statement of Changes in Net Assets

( from April 1, 2016 )  
( to March 31, 2017 )

(Unit : Million Yen)

|                                                                      | Shareholders' Equity |                 |                       |                         |                         |
|----------------------------------------------------------------------|----------------------|-----------------|-----------------------|-------------------------|-------------------------|
|                                                                      | Capital Stock        | Capital Surplus |                       | Retained Earnings       |                         |
|                                                                      |                      | Capital Reserve | Total Capital Reserve | Other Retained Earnings | Total Retained Earnings |
| Opening Balance                                                      | 8,929                | 2,261           | 2,261                 | 6,029                   | 6,029                   |
| Change in the Term                                                   |                      |                 |                       |                         |                         |
| Net Income                                                           | —                    | —               | —                     | 4,985                   | 4,985                   |
| New share issues                                                     | 26                   | 26              | 26                    | —                       | —                       |
| Dividend of surplus                                                  | —                    | —               | —                     | △287                    | △287                    |
| Acquisition of Own Shares                                            | —                    | —               | —                     | —                       | —                       |
| Current change in items other than shareholders' equity (Net Amount) | —                    | —               | —                     | —                       | —                       |
| Total amount of change in current term                               | 26                   | 26              | 26                    | 4,697                   | 4,697                   |
| Closing Balance                                                      | 8,955                | 2,287           | 2,287                 | 10,726                  | 10,726                  |

|                                                                      | Shareholders' Equity |                            | Valuation and Translation Adjustments       |                                   |                                             | Total Net Assets |
|----------------------------------------------------------------------|----------------------|----------------------------|---------------------------------------------|-----------------------------------|---------------------------------------------|------------------|
|                                                                      | Treasury Stock       | Total Shareholders' Equity | Other Valuation and Translation Adjustments | Deferred Gain and Loss for Hedges | Total Valuation and Translation Adjustments |                  |
| Opening Balance                                                      | △34                  | 17,185                     | 1,379                                       | △12                               | 1,367                                       | 18,553           |
| Change in the Term                                                   |                      |                            |                                             |                                   |                                             |                  |
| Net Income                                                           | —                    | 4,985                      | —                                           | —                                 | —                                           | 4,985            |
| New share issues                                                     | —                    | 52                         | —                                           | —                                 | —                                           | 52               |
| Dividend of surplus                                                  | —                    | △287                       | —                                           | —                                 | —                                           | △287             |
| Acquisition of Own Shares                                            | △4                   | △4                         | —                                           | —                                 | —                                           | △4               |
| Current change in items other than shareholders' equity (Net Amount) | —                    | —                          | 305                                         | 6                                 | 312                                         | 312              |
| Total amount of change in current term                               | △4                   | 4,744                      | 305                                         | 6                                 | 312                                         | 5,056            |
| Closing Balance                                                      | △39                  | 21,930                     | 1,685                                       | △5                                | 1,680                                       | 23,610           |

(Note) Figures under a million yen were rounded down

**Accounting Auditor's Report Regarding the Consolidated Financial Statements****Independent Auditor's Report****May 25, 2017**

Ichikoh Industries, Ltd.

Board of Directors

Ernst & Young ShinNihon LLC  
Yoshihisa Fukuda, CPA [Seal]  
Designated Limited Liability Partner  
Executive Partner

Keiichi Wakimoto, CPA [seal]  
Designated Limited Liability Partner  
Executive Partner

We have, pursuant to the Company Act, Article 444-4, audited the consolidated financial statements of Ichikoh Industries, Ltd during the consolidated fiscal year from April 1, 2016 to March 31, 2017, which are comprised the consolidated balance sheet, the consolidated income statement, the consolidated shareholders equity statement, and the notes to consolidated financial statements.

**Management's Responsibility on the Consolidated Financial Statements**

Management's responsibility is to prepare and present in fair manner these consolidated financial statements in according with generally accepted accounting principles in Japan, and this responsibility includes designing and operating such internal control as management determines it necessary to enable the preparation and fair presentation of the consolidated financial statements that are free from material false statement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion from an independent position on these consolidated financial statements based on our audit. We conducted our audit in accordance with generally accepted auditing standards which are considered as fair and appropriate in Japan. Those standards require us to prepare a plan and perform the audit based on such plan to obtain reasonable assurance that the consolidated financial statements are free from material false statement.

In an audit, procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements are performed. The audit procedures shall be selected and applied, depending on the auditor's judgment, based on the assessment of the risks of material false statement of the consolidated financial statements

due to fraud or error. The purpose of an audit of the consolidated financial statements is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments, the auditor reviews internal controls relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate under the circumstances. An audit also includes the evaluation of the overall presentation of the consolidated financial statements as well as the evaluation of the accounting policies adopted by the management and applicability thereof and the accounting estimates made by management .

We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

#### Opinion

In our opinion, the consolidated financial statements referred to above, in all material respects, conform to the generally accepted accounting principles in Japan and fairly present the status of assets and profit/loss for the period relevant to the above statements of the corporate group comprising Ichikoh Industries, Ltd. and its consolidated subsidiaries.

#### Interest Relationship

There is no interest relationship between the Company and our auditing firm or executive partners that would require disclosure pursuant to the Certified Public Accounts Act.

End

## Accounting Auditor's Report

### Independent Auditor's Report

May 22, 2017

Ichikoh Industries, Ltd.

Board of Directors

Ernst & Young ShinNihon LLC  
Fukuda Yoshihisa, CPA [seal]  
Designated Limited Liability Partner  
Executive Partner

Keiichi Wakimoto, CPA [seal]  
Designated Limited Liability Partner  
Executive Partner

We have, pursuant to Article 436 Section 2, Sub-section 1 of the Company Act, audited the financial statements of Ichikoh Industries, Ltd during the 87<sup>th</sup> fiscal year from April 1, 2016 to March 31, 2017, which are comprised of the balance sheet, the income statement, the shareholders equity statement, and the notes to consolidated financial statements and the supplementary schedule thereof.

#### Management's Responsibility on the Consolidated Financial Statements

Management's responsibility is to prepare and present in fair manner these consolidated financial statements and the supplementary schedule thereof in according with generally accepted accounting principles in Japan, and this responsibility includes designing and operating such internal control as management determines it necessary to enable the preparation and fair presentation of the financial statements and the supplementary schedule thereof that are free from material false statement, whether due to fraud or error.

#### Auditor's Responsibility

Our responsibility is to express an opinion from an independent position on these financial statements and the supplementary schedule thereof based on our audit. We conducted our audit in accordance with generally accepted auditing standards considered as fair and appropriate in Japan. Those standards require us to prepare audit plan and perform the audit based on such plan to obtain reasonable assurance that the financial statements and the supplementary schedule thereof are free from material false statement.

In an audit, procedures to obtain audit evidence about the amounts and disclosures in the financial statements and the supplementary schedule thereof are performed. The audit procedures shall be selected and applied, depending on the

auditor's judgment, based on the assessment of the risks of material false statement of the financial statements and the supplementary schedule thereof due to fraud or error. The purpose of an audit of the financial statements and the supplementary schedule thereof is not to express an opinion on the effectiveness of the entity's internal control, but in making these risk assessments, the auditor reviews internal controls relevant to the entity's preparation and fair presentation of the financial statements and the supplementary schedule thereof in order to design audit procedures that are appropriate under the circumstances. An audit also includes the evaluation of the overall presentation of the financial statements and the supplementary schedule thereof as well as the evaluation of the accounting policies adopted by the management and applicability thereof and the accounting estimates made by management, .

We believe that we have obtained sufficient and appropriate audit evidence to provide a basis for our audit opinion.

#### Opinion

In our opinion, the financial statements and the supplementary schedule thereof referred to above, in all material respects, conform to the generally accepted accounting principles in Japan and fairly present the status of assets and profit/loss for the period relevant to the above statements and the supplementary schedule thereof.

#### Interest Relationship

There is no interest relationship between the Company and our auditing firm or executive partners that would require disclosure pursuant to the Certified Public Accounts Act.

End

## Audit Report of the Board of Corporate Auditors

### Audit Report

The Board of Corporate Auditors, regarding the execution of business by the Board of Directors during the 87<sup>th</sup> business year, from April 1, 2016 to March 31, 2017, prepared this audit reports and hereby report as follows as a result of the deliberation based on Audit Report which was prepared by each Corporate Auditor.

1. Methods and Subject of the Audit by the Corporate Auditors and Board of Corporate Auditors
  - (1) The Board of Corporate Auditors established the auditing policy and the allocation of tasks and, received reports from each Corporate Auditor regarding the status and results of audit, and further received reports from Directors, etc. and the Accounting Auditor regarding the status of performing their duties and asked for explanations when necessary.
  - (2) Each Auditor, in compliance with the auditing standards for the Corporate Auditors established by the Board of Corporate Auditors and in accordance with the auditing policy and allocation of tasks, communicated with the Directors, the internal auditing department, and other employees, established an environment for information collection and auditing and performed the audit as follows:
    - ① We attended the meetings of the Board of Directors and other important meetings, received reports of the execution of business of the Directors and other employees, requested explanations when necessary, examined important documents related to the decision making, and investigated the operations and assets of headquarters and main facilities. With respect to the subsidiaries, we had communication with and exchanged information with the Directors and Auditors of the subsidiary and received reports on business from the subsidiaries, as necessary.
    - ② With respect to the resolution by the Board of Directors regarding the implementation of a system required under Articles 100-1 and -3 of the Rules for Enforcement of the Companies Act as the system necessary for ensuring that the business executed by Directors complies with statutes and the Articles of Incorporation and also ensuring the appropriateness of the execution of business by the Company group consisting of the Company and its subsidiaries (internal control system) and such internal control system implemented in accordance with such resolution as noted in the Business Report, each Corporate Auditor periodically received reports from Directors and other employees about the establishment and operation thereof, requested explanations when necessary, and expressed opinions.
    - ③ We monitored and verified that the Accounting Auditor maintains its independent position and conducted fair audit, and received report on the execution of the duties

from the Accounting Auditor and requested explanation as necessary. Further, we received the notice that the Accounting Auditor has been implementing the “System to Ensure the Appropriateness of Execution of Duties” (the matters listed in the Section 131 of the Ordinance on Company Accounting) in accordance with the “Quality Control Standard on Audit” (Corporate Accounting Council October 28, 2005) and requested explanation, as necessary.

Based on the method described above, we reviewed the Business Report, the supplemental schedule thereof, financial statements (balance sheet, income statement, shareholder equity statement, and notes to the financial statements) and the supplemental schedule thereof, and consolidated financial statements (consolidated balance sheet, consolidated income statement, consolidated shareholder equity statement, and notes to the consolidated financial statements) covering the current business year.

## 2. Audit Results

### (1) Results of Auditing the Business Report, etc.

- ① The Business Report and the supplemental schedule thereof are found to be in accordance with statutes and regulations and the Articles of Incorporation, and properly indicate the status of the Company.
- ② No fraudulent act nor material fact in violation of statutes, regulations, or the Articles of Incorporation was found regarding the execution of business by Directors.
- ③ It was found that the contents of decisions of the Board of Directors regarding the system for internal control are proper. Further there is nothing to point out as an concern in the statements in the Business Report regarding the system for internal control or the execution of business by the Directors.

### (2) Results of Auditing the Financial Statements and the Supplemental Schedule thereof

We found that the methods of audit used by the Accounting Auditor Ernst & Young ShinNihon LLC and the results thereof are proper.

### (3) Results of Auditing the Consolidated Financial Statements

We found that the methods of audit used by the Accounting Auditor Ernst & Young ShinNihon LLC and the results thereof are proper.

May 23, 2017

Ichikoh Industries Co., Ltd.

Hisaki Hashimoto, Full Time Corporate Auditor [seal]

Aki Tsurumaki, Outside Corporate Auditor [seal]

Sevaistre Pierre, Outside Corporate Auditor [seal]

End

## Reference Materials for the Shareholders Meeting

### Proposal No. 1: Disposition of Surpluses

Regarding disposal of surpluses, comprehensively considering the element of profit return according to prosperous situation of our revenues on one hand and capital investment plan in the future on the other, we increase dividends as follows.

- (1) Class of dividend assets  
Cash
- (2) Description of distributed assets and the total amounts thereof  
2.50 yen per one Ichikoh share; total amount 240,158,030 yen.
- (3) Effective Date distribution of dividend  
June 29, 2017

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

#### 1. Reason for the amendment

- (1) Taking into account the fact that Ichikoh became a subsidiary of Valeo Bayen on January 20, 2017, Ichikoh decided to change the Accounting Period (Closing Date) as shown below, in order to harmonize the fiscal year with its parent company and to improve the efficiency of its business such as settlement of accounts.
- (2) We will amend a part of the Articles of Incorporation pertaining to the person who convenes a meeting and to the chairperson in order to ensure flexibility of the operation of the shareholders' meeting and the Board of Directors' meeting.

#### 2. Details of the change in the accounting period

- (1) Current closing date: March 31 of each year

New closing date: December 31 of each year

The 88th term, which is the transitional period of the fiscal year change, shall be settled in 9 month period from April 1, 2017 to December 31, 2017.

For the consolidated subsidiaries whose settlement is not closed on December 31, the same change will be made.

- (2) Change of the person who convenes and Chairperson of Shareholders' Meeting and Board of Directors' Meeting

Current: the President

Amendment: the Chairman or the President

## 3. Details of a partial amendment to the Articles of Incorporation

| Current Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Proposal of Amendment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Chapter III : SHAREHOLDERS' MEETING</p> <p>Article 12 (Convocation)<br/>An annual shareholders' meeting of the Company shall be convened every <u>June</u>, and an extraordinary shareholders' meeting may be convened from time to time whenever necessary.</p> <p>Article 13 (Record Date of Annual Shareholders' Meeting)<br/>The record date of voting rights for the annual shareholders' meeting of the Company shall be <u>March</u> 31 of every year.</p> <p>Article 14 (Convener and Chairperson)<br/><u>The President</u> of the Company shall convene a shareholders' meeting by resolution of the Board of Directors and act as a chairperson thereof.</p> <p>2. If <u>the President</u> is unable to act in the above capacity, one of the other Directors shall take his/her place of chairperson in the order predetermined by resolution of the Board of Directors.</p> <p style="text-align: center;">(Text omitted)</p> | <p>Chapter III : SHAREHOLDERS' MEETING</p> <p>Article 12 (Convocation)<br/>An annual shareholders' meeting of the Company shall be convened every <u>March</u>, and an extraordinary shareholders' meeting may be convened from time to time whenever necessary.</p> <p>Article 13 (Record Date of Annual Shareholders' Meeting)<br/>The record date of voting rights for the annual shareholders' meeting of the Company shall be <u>December</u> 31 of every year.</p> <p>Article 14 (Convener and Chairperson)<br/><u>The Chairman or the President</u> of the Company shall convene a shareholders' meeting by resolution of the Board of Directors and act as a chairperson thereof.</p> <p>2. If <u>the Chairman and the President</u> is unable to act in the above capacity, one of the other Directors shall take his/her place of chairperson in the order predetermined by resolution of the Board of Directors.</p> <p style="text-align: center;">(Text omitted)</p> |
| <p style="text-align: center;">Chapter VI: ACCOUNTS</p> <p>Article 23 (Convener of Board of Directors' Meeting)<br/>Except as otherwise provided by laws and regulations, the Board of Directors shall be convened and presided over by <u>the President</u>.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <p style="text-align: center;">Chapter VI: ACCOUNTS</p> <p>Article 23 (Convener of Board of Directors' Meeting)<br/>Except as otherwise provided by laws and regulations, the Board of Directors shall be convened and presided over <u>by the Chairman or the President</u>.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>2. If there is vacancy in the position of <u>the President</u> or the President is not capable of performing its duty, one of the other Directors shall act for him/her in accordance with the order predetermined by the Board of Directors.</p> <p>Chapter VII: ACCOUNTS</p> <p>Article 39 (Business Year)<br/>The business year of the Company shall be a year that commences on <u>April</u> 1 and ends on <u>March</u> 31 of the following year.</p> <p>Article 40 (Record Date for Distribution of Retained Earnings)<br/>The record date for year-end dividend of the Company shall be <u>March</u> 31 of each year.</p> <p>Article 41 (Interim Dividends)<br/>The Company may, by resolution of the Board of Directors, distribute interim dividends, with <u>September</u> 30 of each year being made as a record date.</p> <p>(newly established)</p> | <p>2. If there is vacancy in the position of <u>the Chairman and the President</u> or the Chairman and the President is not capable of performing its duty, one of the other Directors shall act for him/her in accordance with the order predetermined by the Board of Directors.</p> <p>ChapterVII: ACCOUNTS</p> <p>Article 39 (Business Year)<br/>The business year of the Company shall be a year that commences on <u>January</u> 1 and ends on <u>December</u> 31 of the following year.</p> <p>Article 40 (Record Date for Distribution of Retained Earnings)<br/>The record date for year-end dividend of the Company shall be <u>December</u> 31 of each year.</p> <p>Article 41 (Interim Dividends)<br/>The Company may, by resolution of the Board of Directors, distribute interim dividends, with <u>June</u> 30 of each year being made as a record date.</p> <p><u>(Supplementary Provisions)</u><br/><u>Article 1 Regardless of the provisions of Article 39, the 88th business year shall be nine months commencing on April 1 and ending on December 31 of the same year.</u></p> <p><u>Article 2 Notwithstanding the provisions of, Article 41, the record date for the interim dividend for the 88th business year shall be September 30, 2017.</u></p> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|  |                                                                                                                          |
|--|--------------------------------------------------------------------------------------------------------------------------|
|  | <u>Article 3 The preceding two Articles and this Article shall be deleted upon expiration of the 88th business year.</u> |
|--|--------------------------------------------------------------------------------------------------------------------------|

### Proposal No. 3: Appointment of Ten (10) Directors

Upon the closing of this shareholders meeting, the term of all of the eight Directors, Ali Ordoobadi, Kazuyuki Miyashita, Hideo Nakano, Hideki Shirato, Ryuji Saito, Bruno Thivoyon, Hideo Aomatsu, and Bernard Delmas expires. I would like to increase the number of Directors by 2 in order to enforce the management system, and appoint 10 Directors.

The candidates for Director are as follows.

| Name<br>(Date of Birth)                                                             | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Number of Ichikoh Shares held |
|-------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate No. 1<br/>[For re-election]</p> <p>Ali Ordoobadi<br/>Nov. 15, 1960</p> | <p>June 2008: Ichikoh Director<br/>October 2010: Representative Director &amp; President, supervising Audit Department and Quality HQ<br/>June 2011: Representative Director, supervising Audit Department and R&amp;D HQ<br/>April 2012: Representative Director &amp; President, supervising Audit Department (to date)</p> <p>[Background with Other Companies]<br/>1987: Siemens Technical Center R&amp;D Engineer<br/>1999: Valeo Group Vice President responsible for China (Valeo China HQ)<br/>2007: Valeo Group Vice President responsible East Asia, Representative Director &amp; President of Valeo Japan Co., Ltd.<br/>2010: Valeo Group Vice President responsible for Japan, Representative Director of Valeo Engine Cooling Japan Co., Ltd. Representative Director &amp; President of Valeo Japan Co., Ltd.</p> <p>[Important concurrent positions in other Company]<br/>Has held no other positions in other companies from the appointment as Representative Director and President to present.</p> <p>Reason for Candidacy for Director<br/>Since taking the position of Representative Director in 2010, he has reinforced and improved performance of our group by focusing the business resources into our core businesses, i.e., the lamp and mirror business, and strengthening and organizing our ASEAN operations. He has also reinforced a governance system, including comprehensive compliance. He is nominated as a candidate for a Director in order to continue this</p> | <p>92,235</p>                 |

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|  | growth.<br>Length of service as Director (at the close of this Shareholders Meeting): 9 years |  |
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| Name<br>(Date of Birth)                                                                                                                        | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Number of Ichikoh Shares held |
|------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p style="text-align: center;">Candidate<br/>No. 2<br/>[For new election]</p> <p style="text-align: center;">Heiko Sauer<br/>April 25,1968</p> | <p>1996 Supplier Trainer and MP&amp;L Analyst<br/>Ford Motor Company, Germany</p> <p>2000 Purchasing Manager,<br/>Electrical and Electronics, Ford &amp; Jaguar<br/>Lear Corporation Europe,<br/>Germany</p> <p>2003 Director, Asian Program Management<br/>Lear Corp. Electrical &amp; Electronics Division, Philippines</p> <p>2005 General Manager<br/>Lear Corporation - Dong Feng Motors JV, China</p> <p>2007 General Manager<br/>Valeo -Lighting Division, China and<br/>Chairman of Joint Venture Valeo Ichikoh (FIV), Foshan Lighting</p> <p>2010 Regional Operations Director,<br/>Product Group Lighting Valeo,<br/>China</p> <p>[Important concurrent positions in other Company]<br/>Has held no other positions in other companies.</p> <p>Reason for Candidacy for Director<br/>He has knowledge of European automotive industry and deep management background in automotive parts companies in China and ASEAN region. He is nominated as candidate for a Director because by utilizing his insights and experiences in deliberations of the meetings of the Board of Directors, he can contribute to the improvement of corporate value of the Company group.</p> | 0                             |

| Name<br>(Date of Birth)                                                                           | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Number of Ichikoh Shares held |
|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate<br/>No. 3<br/>[For re-election]</p> <p>Kazuyuki<br/>Miyashita<br/>(Nov. 9, 1966)</p> | <p>April 1990: Joined Ichikoh Industries, Ltd.<br/>October 2006: Manager of Start of Production Quality Assurance Section, Quality HQ<br/>October 2008: GM of Project QCD Assurance Department<br/>March 2009: GM of Project Management Department<br/>April 2010: Executive Officer &amp; GM of Project Management Department<br/>June 2011: Managing Director, supervising Project Management Design HQ<br/>April 2012: Managing Director, supervising Project Management HQ and R&amp;D HQ<br/>June 2012: Director &amp; Managing executive Officer responsible for Project Management HQ and R&amp;D HQ<br/>April 2014: Director &amp; Managing Executive Officer responsible for Project Management HQ and Production Division<br/>February 2016: Director &amp; Managing Executive Officer responsible for Project Management HQ/Project Progress Control Office and Production Division Manager<br/>June 2016: Director &amp; Senior Managing Executive Officer responsible for R&amp;D HQ/Project Progress Control Office, Manager of Project Management and Production Division<br/>May 2017: Director &amp; Senior Managing Executive Officer responsible for R&amp;D HQ, Project Progress Control Office and General Manager of Project Management Headquarters (to date)</p> <p>[Important positions in other Company]<br/>Has held no other positions in other companies since joined the Company.</p> <p>Reason for Candidacy for Director<br/>After being involved for a long time in new product project management and quality control and further overseeing design and development and production, he has been performing his</p> | 29,720                        |

|  |                                                                                                                                                                                                                                                                                                                                                                |  |
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|  | <p>duties by a high level of knowledge of manufacturing and engineering. He is nominated as a candidate to continue as a Director because it is judged that his continuing to use this knowledge and experience is necessary to raise the value of our business.</p> <p>Length of service as Director (at the close of this Shareholders Meeting): 6 years</p> |  |
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| Name<br>(Date of Birth)                                                              | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of Ichikoh Shares held |
|--------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate No. 4</p> <p>[For re-election]<br/>Hideo Nakano<br/>(Nov. 12, 1959)</p> | <p>June 2011 Ichikoh Business Division Executive Officer</p> <p>June 2012 Ichikoh Executive Officer, Business Division General Mgr.</p> <p>June 2013 Ichikoh Executive Officer, Mirror Division General Mgr., IPS/Logistics General Mgr.</p> <p>June 2014 Ichikoh Executive Officer, Mirror Division General Mgr.</p> <p>June 2015 Ichikoh Executive Officer, Mirror Division General Mgr., ASEAN Operations Director</p> <p>June 2016 Director &amp; Senior Managing Executive Officer, Mirror Division General Mgr., ASEAN Operations Director (to date)</p> <p>[Background with other Companies]<br/>April 1981 Joined Honeywell Japan K.K.<br/>May 2007 Joined Valeo Japan K.K. (to date)</p> <p>[Important positions in other Company]<br/>Has held no other positions in other companies from taking the position of Executive Officer of Ichikoh until the present.</p> <p>Reason for Candidacy for Director<br/>He has superior insight of manufacturing operations and business, which has been developed through broad experience in the automotive parts industry, including overseas company. At present, he is pursuing operations as the person responsible for the mirror business and our overall ASEAN operations. He is nominated as a candidate for Director because it is judged that he can contribute to increase the value of our group's business by making use of such knowledge and experience in deliberations of the Board of Directors' meeting going forward.</p> <p>Length of service as Director (at the close of this Shareholders Meeting): 1 year</p> | <p>21,000</p>                 |

| Name<br>(Date of Birth)                                                              | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of Ichikoh Shares held |
|--------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate No. 5</p> <p>[For re-election]<br/>Hideki Shirato<br/>(Jun. 4,1959)</p> | <p>May 2014    Joined Ichikoh as the General Manager of Corporate Planning Department</p> <p>June 2014    Ichikoh Executive Officer, General Manager of Corporate Planning Department</p> <p>June 2016    Director &amp; Ichikoh Executive Officer responsible for Corporate Planning Department, Legal Department and Finance Headquarters (to date)</p> <p>[Background with Other Companies]</p> <p>April 1983    Joined The Industrial Bank of Japan, Limited</p> <p>June 1998    Deputy General Manager, Chicago Branch of same bank</p> <p>March 2003    General Manager, Americas Office of Structured Finance Sales Dept., , Mizuho Corporate Bank, Ltd.</p> <p>March 2006    General Manager, Advisory Dept. 5, Mizuho Securities Co., Ltd.</p> <p>June 2008    General Manager., Investment Bank Dept. 6 of same company</p> <p>April 2012    President, Mizuho Americas LLC</p> <p>[Important positions in other Company]<br/>Has held no other positions in other companies from taking the position of General Manager of Corporate Planning Department of Ichikoh to present.</p> <p>Reason for Candidacy for Director<br/>He has superior insight regarding business operations, which has been developed through broad experience with financial institutions, including overseas company. At present, responsible for Corporate Planning Department, Legal Department and Finance Headquarters, he is pursuing work regarding business/governance/finance strategies. He is nominated as a candidate for Director because it is judged that he can contribute to increase the value of our group's business by making use of this knowledge and experience in deliberations of the Board of Directors' meetings going forward.</p> <p>Length of service as Director (at the close of this Shareholders Meeting): 1 year</p> | <p>17,941</p>                 |

| Name<br>(Date of Birth)                                                                        | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |               |
|------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| <p>Candidate<br/>No. 6</p> <p>[For new election]<br/>Christophe Vilatte<br/>(May 28, 1972)</p> | <p>August 2011 Executive Officer Finance HQ<br/>Director of Ichikoh</p> <p>July 2012 Managing Executive Officer Finance<br/>HQ Director of Ichikoh</p> <p>June 2014 Managing Executive Officer Lighting<br/>BU Director of Ichikoh<br/>(to date)</p> <p>[Background with Other Companies]</p> <p>1996 Valeo Klimasysteme GmbH<br/>(ex-Siemens) Industrial &amp; Project<br/>Controller (Germany)</p> <p>2000 Zexel Valeo Climate Control<br/>Corporation, Financial Controller<br/>Overseas Divisions &amp; General<br/>Manager Management Planning<br/>Department</p> <p>2006 Valeo Climate Control (France)<br/>Cabin Air Filtration Division,<br/>Division General Manager</p> <p>2010 Valeo Climate Control (France)<br/>Product Group Aftermarket Director</p> <p>[Important positions in other Company]<br/>Has held no other positions in other companies<br/>from taking the position of Executive Officer of<br/>Ichikoh.</p> <p>Reason for Candidacy for Director<br/>After more than 20 years spent in the<br/>automotive industry working worldwide, he has<br/>been developing an extensive knowledge of this<br/>industry and has been also showing<br/>extraordinary performance in management. He<br/>is currently responsible for the management of<br/>Lighting Business of the Company, and he is<br/>nominated as candidate for a Director because we<br/>judged that, by utilizing his insights and<br/>experiences in deliberations at the Board of<br/>Directors, he can contribute to the improvement<br/>of the corporate value of our Company group.</p> | <p>19,000</p> |

| Name<br>(Date of Birth)                                                                                          | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of Ichikoh Shares held |
|------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate<br/>No. 7</p> <p>[For Re-election]<br/>[Outside Director]<br/>Bruno Thivoyon<br/>(May 17, 1974)</p> | <p>2015 Director, Ichikoh (to date)</p> <p>[Background with Other Companies]</p> <p>1998 Valeo Group Headquarter, Group Budget Controller</p> <p>2000 Valeo Wire Harness, Division Management Controller</p> <p>2003 Valeo Wire Harness, Site Financial Controller</p> <p>2004 Valeo Lighting Systems Branch Management Controller</p> <p>2008 Valeo Rear Lighting Systems Division Financial Controller</p> <p>2010 Valeo Lighting Systems Product Group Finance Director</p> <p>2011 Valeo Visibility Business Group Finance Director (to date)</p> <p>[Important positions in other Company]<br/>Valeo Visibility Business Group Finance Director</p> <p>Reason for Candidacy for Outside Director<br/>He has long years of experience in the automotive parts industry, and particularly in finance, and demonstrates his superior management skills. Since taking the position of Director at Ichikoh in 2015, he has made use of that experience and intimate knowledge to give his opinions and make proposals. He is continuously nominated as a candidate of a Director because it is judged that it is ideal that he continue to monitor the company's business as a Director.</p> <p>Length of service as an outside Director (at the close of this Shareholders Meeting): 2 year</p> | <p>0</p>                      |

| Name<br>(Date of Birth)                                                                                                              | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Number of Ichikoh Shares held |
|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| <p>Candidate<br/>No. 8</p> <p>[For new election]<br/>[Outside Director]<br/>Maurizio<br/>Martinelli<br/>(September 15,<br/>1960)</p> | <p>1994 Allied Signal Automotive Breaking Systems</p> <p>2000 Division general manager of Valeo Lighting Systems Italy</p> <p>2008 Vice-President in Engine cooling</p> <p>2010 Vice-President in Thermal Powertrain Thermal Product Group</p> <p>2011 Valeo Italy Group President and Fiat – Iveco Group Customer Director</p> <p>2012 Vice President of Valeo Lighting Systems Product Group</p> <p>2014 Visibility Business Group President</p> <p>- current</p> <p>[Important positions in other Company]<br/>President of Valeo Visibility Business Group, Director and Legal Representative of VALEO S.p.A., President of VALEO VISION SAS, Director &amp; Chairman and Legal Representative of VALEO ILUMINACION, S.A.U., Director and Legal Representative of VALEO VISION BELGIQUE</p> <p>Reason for Candidacy for Outside Director<br/>He has long years of experience in the automotive parts industry and excellent management capability. He is nominated as candidate for a Director because it was judged that it is ideal to have his deep insights be utilized in deliberations of the Board of Directors' meeting going forward.</p> | 0                             |

| Name<br>(Date of Birth)                                                                                               | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important concurrent positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Number of Ichikoh Shares held |
|-----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Candidate<br>No. 9<br><br>[for re-election]<br>[Outside Director]<br>[Independent]<br>Hideo Aomatsu<br>(June 29,1954) | 2015 Ichikoh Director (to date)<br>[Background with Other Companies]<br>April 1977 Analyst, McKinsey & Company,<br>January 1982 Industrial Project Finance Officer, the World Bank<br>September 1986 Associate, McKinsey & Company, Inc.<br>February 1989 Vice President M&A, Manager, Guaranty Trust Bank, (Currently JP Morgan)<br>May 1992 Japan Representative of N M Rothschild & Sons, Ltd.<br>April 1996 President of Rothschild Japan K.K.<br>October 1999 Representative partner, ACTIV Investments Partners<br>June 2002 CEO, ACTIV Investments Partners<br>December 2005 CEO of DRC Capital Ltd. (to date)<br><br>[Important positions in other Company]<br>CEO, DRC Capital Ltd.<br><br>Reason for Candidacy for Outside Director<br>He has advanced knowledge regarding business operations, developed through experience in abroad with advisory companies and financial institutions, including overseas companies. Additionally, he has broad experience regarding the improvement of the businesses of investment target companies, which is gained through management of fund management companies. He is continuously nominated as a candidate of an outside Director because it is judged that it is ideal that he continues to monitor the company's business as an Outside Director.<br><br>Length of service as an outside Director (at the close of this Shareholders Meeting): 2 year | 1,000                         |

|                                                                                                                                                                                                                                                                                                                                                                                      |                                                     |                                                                                                                   |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------|
| Candidate<br>No. 10<br><br>[for re-election]<br>[Outside Director]<br>[Independent]<br>Bernard Delmas<br>(April 21, 1954)                                                                                                                                                                                                                                                            | 2015                                                | Ichikoh Director<br>(to date)                                                                                     | 1,000 |
|                                                                                                                                                                                                                                                                                                                                                                                      | [Background with Other Companies]                   |                                                                                                                   |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 1979                                                | Joined Michelin France                                                                                            |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 1985                                                | GM of Engineering Dept., Nihon Michelin Tire Co. Ltd.                                                             |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 1991                                                | GM of 1 <sup>st</sup> Development Dept., Passenger Car and Commercial Car Tire Development Group, Michelin France |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 1995                                                | CEO, Michelin Research Asia B.V.                                                                                  |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 2005                                                | Director of the Research and Development Center, Michelin Europe                                                  |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 2007                                                | President & CEO, Nihon Michelin Tire Co., Ltd                                                                     |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 2009                                                | Michelin Group Senior Vice-President & CEO of Michelin Korea Tire Co. Ltd.                                        |       |
|                                                                                                                                                                                                                                                                                                                                                                                      | 2015                                                | Nihon Michelin Tire Co., Ltd. Representative Director and Chairman of the Board                                   |       |
| 2016                                                                                                                                                                                                                                                                                                                                                                                 | Nihon Michelin Tire Co., Ltd. Chairman<br>(to date) |                                                                                                                   |       |
| [Important positions in other Company]<br>Chairman of Nihon Michelin Tire Co., Ltd. and Senior Vice-President, Michelin Tire Co., Ltd.                                                                                                                                                                                                                                               |                                                     |                                                                                                                   |       |
| Reason for Candidacy for Outside Director<br>He has long years of experience in the global automotive parts industry, through which he has developed advanced knowledge of business management. He is continuously nominated as a candidate of an outside Director because it is judged that it is ideal that he continues to monitor the company's business as an Outside Director. |                                                     |                                                                                                                   |       |
| Length of service as an outside Director (at the close of this Shareholders Meeting): 2 year                                                                                                                                                                                                                                                                                         |                                                     |                                                                                                                   |       |

## (Notes)

1. Ali Ordoobadi is expected to take a position of the Representative Director and President of Valeo Japan Co., Ltd. as of June 30, 2017. Valeo Japan Co., Ltd. is engaged in the same business field of Ichikoh of wiper and fog lamp.
2. There is no special interest relationship between any of the other candidates and Ichikoh.
3. Hideo Aomatsu, and Delmas Bernard are outside Directors. Hideo Aomatsu and Delmas Bernard have been reported to the Tokyo Stock Exchange as independent corporate officers and, in the event that they are both appointed, we plan to continue to report them in the same status.
4. We have executed an agreement between Hideo Aomatsu and Delmas Bernard, based on the provisions of Article 423-1 of the Companies Act, limiting their liability for damages under Article 425-1 of said Act with minimum limit amount as set forth in Article 425-1 of said Act, and in the event that they are both appointed, we intend to

- continue said agreement with them.
5. The number of shares of the Company that are held are noted is the number of shares actual held by each Director including the number of shares held through corporate officers stock ownership plan as of March 31, 2017.

#### Proposal No. 4: Appointment of One (1) Corporate Auditor

The terms of the Auditor Hisaki Hashimoto expires at the close of this Shareholders' Meeting. Accordingly, we would like to appoint one Corporate Auditor as follows.

This proposal has been agreed to by the Board of Auditors.

| Name<br>(Date of Birth)                                              | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of Ichikoh Shares Held |
|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Candidate<br>[For re-election]<br>Hisaki Hashimoto<br>(Jul. 8, 1954) | April 1977      Joined Ichikoh<br>February 2001      Testing Department<br>Manager<br>June 2003:      Engineering Control<br>Manager<br>November 2008      Audit Department<br>Manager<br>July 2012      Head of Audit<br>Department<br>June 2013      Ichikoh Auditor<br>(to date)<br><br>[Important positions in other Company]<br>Has held no other positions in other companies since joined the Company.<br><br>Reason for Candidacy for Outside Auditor<br>He has experiences in Auditing Department and significant knowledge of finance and accounting, and since 2013, has been actively performing his duties as Corporate Auditor. He is continuously nominated as a candidate of a Corporate Auditor because it is judged that it is ideal that he continues to audit the company as an Auditor.<br><br>Length of service as Auditor (at the close of this Shareholders Meeting): 4 years | 9,000                         |

#### Notes

1. The candidate has no special interest relationship with the Company.
2. In the event that Hisaki Hashimoto is re-elected, we intend to execute the agreement between Hisaki Hashimoto and the Company, based on the provisions of Article 425-1 of the Companies Act, limiting their liability for damages under Article 423-1 of said Act with minimum limit amount as set forth in Article 425-1 of said Act .,
3. The number of shares of the Company that are held is the number of actual shares held as of March 31, 2017.

**Proposal No. 5: Appointment of One (1) Substitute Corporate Auditor**

We request that one Substitute Corporate Auditor be appointed, in the event that the statutory number of the Corporate Auditors is not satisfied.

This proposal has been agreed to by the Board of Corporate Auditors.

The candidate for a Substitute Corporate Auditor is as follows.

| Name<br>(Date of Birth)              | Brief Profile, Positions and Responsibilities at Ichikoh<br>[Status of Important positions in other companies]                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Number of Ichikoh Shares Held |
|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| Shigenori Saito<br>(October 1, 1970) | 2001 Registered as an attorney (Tokyo Bar Association)<br>Joined Kamano Sogo Law Offices<br>2006 Saito Law Office (to date)<br><br>[Important positions in other Company]<br>Outside Director of Tokyo Soko Unyu Co.,LTD.<br><br>Reason for Candidacy for Substitute Auditor<br>He has broad experience as an attorney. He is nominated as a candidate for Substitute Corporate Auditor because it is judged that it would be ideal for him to take the position of Corporate Auditor in the event that a vacancy in the Corporate Auditor occurs and actively use his advanced knowledge in overseeing the company. | 0                             |

(Notes)

1. The candidate has no special interest relationship with the Company.
2. Candidate Shigenori Saito is a candidate for substitute Outside Corporate Auditor.
3. In the event that Shigenori Saito is appointed as a Corporate Auditor, we intend to execute an agreement between him and Ichikoh, based on the provisions of Article 427-1 of the Companies Act, limiting his liability for damages under Article 423-1 of said Act with minimum limit amount as set forth in Article 425-1 of said Act.