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Securities identification code: 7296
May 31, 2017

To our shareholders:

Toshimichi Matsuda
President and Representative Director
F.C.C. CO., LTD.
7000-36 Nakagawa, Hosoe-cho, Kita-ku,
Hamamatsu-shi, Shizuoka

NOTICE OF THE 87TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 87th Ordinary General Meeting of Shareholders of F.C.C. CO., LTD. (the “Company”), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or by electromagnetic method (using the Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than Monday, June 19, 2017 at 4:40 p.m. (Japan Standard Time).

1. Date and Time: Tuesday, June 20, 2017 at 10:00 a.m. (Japan Standard Time)

2. Venue: Okura Act City Hotel Hamamatsu
“Heian” on the 4th floor
111-2 Itaya-machi, Naka-ku, Hamamatsu-shi, Shizuoka

3. Purposes:

Items to be reported:

1. Business Report and Consolidated Financial Statements for the 87th Term (from April 1, 2016 to March 31, 2017), as well as the results of audit of the Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Committee
2. Non-Consolidated Financial Statements for the 87th Term (from April 1, 2016 to March 31, 2017)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of one (1) substitute Director who is an Audit and Supervisory Committee Member

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Appropriation of surplus

The Company positions the return of profits to shareholders as one of its most important management issues, and its basic policy is to maintain stable dividends, comprehensively taking into account factors including consolidated earnings and dividend payout, and working to raise corporate value by maintaining and strengthening competitiveness, as well as carrying out capital expenditure and research & development necessary for future growth.

The Company proposes the appropriation of surplus for the fiscal year under review as follows.

1. Matters related to year-end dividends

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

20 yen per common share of the Company

Total amount of dividends: 1,003,764,420 yen

Including the interim dividend, the total amount of dividends for the fiscal year under review is 40 yen per share.

(3) Effective date of distribution of dividends of surplus

June 21, 2017

2. Matters related to other appropriations of surplus

(1) Item of surplus to be increased and amount of increase thereof

General reserve: 2,000,000,000 yen

(2) Item of surplus to be decreased and amount of decrease thereof

Retained earnings brought forward: 2,000,000,000 yen

Proposal 2: Election of eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) expire at the conclusion of this meeting. In line with this, the Company requests the election of eight (8) Directors.

The candidates for Director are as follows:

No.	Name		Position	Responsibilities and significant concurrent positions outside the Company
1	Toshimichi Matsuda	[For reelection]	President and Representative Director	
2	Yoshitaka Saito	[For reelection]	Managing Director	Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company
3	Kazuhiro Itonaga	[For reelection]	Managing Director	Head of business operation of automobiles business and in charge of New Business Development Division of the Company
4	Kazuto Suzuki	[For reelection]	Director	Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and Head of business operation in South America of the Company
5	Ryujiro Matsumoto	[For reelection]	Director	Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company
6	Atsuhiko Mukoyama	[For reelection]	Director	Head of Production Engineering and Head of Environment and Safety of the Company
7	Satoshi Nakaya	[For reelection]	Director	Head of business operation in North America of the Company President and Director of FCC (North America), INC.
8	Kenichi Inoue	[For reelection]	Director	Head of production in North America of the Company

[For reelection] indicates candidates for reelection as Directors.

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Toshimichi Matsuda (December 9, 1952) [For reelection]	Mar. 1975 Joined the Company Apr. 1996 President and Director of FCC (EUROPE) LTD. June 2001 Director, General Manager of Sales Division of the Company June 2005 Director, in charge of Sales and Purchasing of the Company June 2006 Director, in charge of Sales and Purchasing and Risk Management Officer of the Company Apr. 2007 Director, Head of Sales and Purchasing, Head of business operation in China and Risk Management Officer of the Company June 2008 Managing Director, Head of Sales and Purchasing and Head of business operation in China of the Company June 2010 Managing Director, Head of Sales and Purchasing and Compliance Officer of the Company June 2011 Managing Director, Head of Sales and Compliance Officer of the Company June 2012 Senior Managing Director, Head of Sales and Compliance officer of the Company Apr. 2013 Senior Managing Director of the Company June 2013 President and Representative Director of the Company (incumbent)	9,700
2	Yoshitaka Saito (November 29, 1973) [For reelection]	Feb. 2009 Joined the Company Jan. 2011 President and Director of FCC (INDIANA) Mfg., LLC. (currently FCC (INDIANA), LLC.) President and Director of FCC (INDIANA), INC. (currently FCC (INDIANA), LLC.) June 2011 Director of the Company Apr. 2012 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC. June 2012 Managing Director, Head of business operation in North America of the Company Apr. 2013 Managing Director, Head of business operation of motorcycles business of the Company Apr. 2014 Managing Director, Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company (incumbent)	12,300

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Kazuhiro Itonaga (March 11, 1960) [For reelection]	Mar. 1982 Joined the Company Apr. 2009 General Manager of R&D Division of the Company June 2009 Director, General Manager of R&D Division of the Company June 2010 Director, Head of Research and Development and General Manager of R&D Division of the Company June 2013 Managing Director, Head of Research and Development and General Manager of R&D Division of the Company Apr. 2015 Managing Director, Head of business operation of automobiles business and Head of Research and Development of Automobile Components of the Company Apr. 2016 Managing Director, Head of business operation of automobiles business of the Company Nov. 2016 Managing Director, Head of business operation of automobiles business and in charge of New Business Development Division of the Company (incumbent)	1,600

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Kazuto Suzuki (May 27, 1961) [For reelection]	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2009 General Manager of Corporate Planning Office of the Company</p> <p>June 2010 Director, Head of business operation in China and South America and General Manager of Corporate Planning Office of the Company</p> <p>June 2011 Director, Head of business operation in China and South America, General Manager of Corporate Planning Office and Risk Management Officer of the Company</p> <p>Jan. 2012 Director, Head of business operation in China and South America and Risk Management Officer of the Company</p> <p>Apr. 2012 Director, Head of Production Engineering, Head of business operation in China and South America and Risk Management Officer of the Company</p> <p>June 2012 Director, Head of Production of Motorcycle Components, Head of Production Engineering and Head of business operation in China and South America of the Company</p> <p>Apr. 2013 Director, Head of business operation of motorcycles business in Japan, Head of business operation in China and South America and Risk Management Officer of the Company</p> <p>Apr. 2014 Director, Head of business operation of motorcycles business, Head of business operation in ASEAN and India and Head of business operation in South America of the Company</p> <p>Apr. 2016 Director, Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and Head of business operation in South America of the Company (incumbent)</p>	2,500
5	Ryujiro Matsumoto (June 4, 1962) [For reelection]	<p>July 2005 Joined the Company</p> <p>Jan. 2011 General Manager of FCC (THAILAND) CO., LTD.</p> <p>June 2011 Director, Head of Production of Motorcycle Components and Head of business operation in Asia of the Company</p> <p>June 2012 Director, Head of business operation in Asia of the Company</p> <p>Apr. 2013 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Compliance Officer and Chief Information Officer of the Company</p> <p>June 2013 Director, Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company (incumbent)</p>	1,200

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
6	Atsuhiro Mukoyama (July 31, 1963) [For reelection]	Apr. 1984 Joined the Company Apr. 2012 Head of Production of Automobile Components of the Company June 2012 Director, Head of Production of Automobile Components of the Company Apr. 2013 Director, Head of business operation of automobiles business of the Company Apr. 2015 Director, Head of Production Engineering and Head of Environment and Safety of the Company (incumbent)	1,600
7	Satoshi Nakaya (March 17, 1964) [For reelection]	Apr. 1986 Joined the Company Jan. 2012 General Manager of Corporate Planning Office of the Company June 2012 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Risk Management Officer and Chief Information Officer of the Company Apr. 2013 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC. President and Director of FCC (INDIANA), LLC. Apr. 2017 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC. (incumbent)	4,300
8	Kenichi Inoue (May 3, 1957) [For reelection]	Apr. 1978 Joined Honda Motor Co., Ltd. Apr. 2011 Senior Vice President of Honda Manufacturing of Alabama, LLC Apr. 2013 Joined the Company, Assistant to President and Head of Production Engineering of the Company June 2013 Director, Head of Production Engineering of the Company Apr. 2014 Director, Head of Production Engineering and Head of Environment and Safety of the Company Apr. 2015 Director, Head of production in North America of the Company (incumbent)	1,200

Note: There is no special interest between the candidates and the Company.

Proposal 3: Election of one (1) substitute Director who is an Audit and Supervisory Committee Member

The Company requests the election of one (1) substitute Director who is an Audit and Supervisory Committee Member to provide against a case where there would be a shortfall in the number of Directors who are Audit and Supervisory Committee Members stipulated by laws and regulations.

It should be noted that so long as the office has not yet been assumed and the consent of the Audit and Supervisory Committee has been obtained, the outcome of the election can be overturned by a resolution of the Board of Directors.

The consent of the Audit and Supervisory Committee has been obtained for this proposal.

The candidate for substitute Director who is an Audit and Supervisory Committee Member is as follows.

Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
Takahisa Tabata (August 28, 1956)	Oct. 1987 Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC) Mar. 1991 Registered as Certified Public Accountant June 1993 Established Tabata Accounting Firm (to present) June 2010 Audit & Supervisory Board Member of Kawai Musical Instruments Mfg. Co., Ltd. (incumbent)	-

- Notes:
1. There is no special interest between the candidate and the Company.
 2. Takahisa Tabata is a candidate for substitute Outside Director.
 3. The Company has made Takahisa Tabata a candidate for substitute Outside Director as we have determined that he would perform his duties as Outside Director appropriately based on his abundant experience and professional perspective on corporate finance and accounting as a certified public accountant.
 The candidate has not been involved in corporate management in the past other than as an Outside Officer, but for the above reasons, we have determined that he would perform his duties as Outside Director appropriately.
 4. If the candidate is appointed Director who is an Audit and Supervisory Committee Member, in accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into an agreement with the candidate to limit the liability for damages in Article 423, Paragraph 1 of the Companies Act. Based on this agreement, the maximum liability for damages is the minimum liability stipulated in Article 425, Paragraph 1 of the Companies Act.
 5. Takahisa Tabata meets the requirements for Independent Director as stipulated by the Tokyo Stock Exchange.