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Securities identification code: 7296
May 30, 2018

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 88TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 88th 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 18, 2018 at 4:40 p.m. (Japan Standard Time).

1. Date and Time: Tuesday, June 19, 2018 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 88th Term (from April 1, 2017 to March 31, 2018), 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 88th Term (from April 1, 2017 to March 31, 2018)

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of nine (9) Directors (excluding Directors who are Audit and Supervisory Committee Members)
- Proposal 3:** Election of four (4) Directors who are Audit and Supervisory Committee Members

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
21 yen per common share of the Company
Total amount of dividends: 1,053,951,969 yen
Including the interim dividend, the total amount of dividends for the fiscal year under review is 42 yen per share.
 - (3) Effective date of distribution of dividends of surplus
June 20, 2018
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 nine (9) 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 nine (9) Directors, increasing the number of Directors by one (1) to enhance the management system of the Company.

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]	Managing 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	Terufumi Nishimura	[New candidate]	Senior Executive Officer	Head of Sales and General Manager of Sales Division of the Company
6	Ryujiro Matsumoto	[For reelection]	Director	Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company
7	Atsuhiko Mukoyama	[For reelection]	Director	Head of Production Engineering and Head of Environment and Safety of the Company
8	Satoshi Nakaya	[For reelection]	Director	Head of business operation in North America of the Company President and Director of FCC (North America), INC.
9	Tomoyuki Goto	[New candidate]	—	

[For reelection] indicates candidates for reelection as Directors.

[New candidate] indicates new candidates for 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	<p>Toshimichi Matsuda (December 9, 1952)</p> <p>[For reelection]</p>	<p>Mar. 1975 Joined the Company</p> <p>Apr. 1996 President and Director of FCC (EUROPE) LTD.</p> <p>June 2001 Director, General Manager of Sales Division of the Company</p> <p>June 2005 Director, in charge of Sales and Purchasing of the Company</p> <p>June 2006 Director, in charge of Sales and Purchasing and Risk Management Officer of the Company</p> <p>Apr. 2007 Director, Head of Sales and Purchasing, Head of business operation in China and Risk Management Officer of the Company</p> <p>June 2008 Managing Director, Head of Sales and Purchasing and Head of business operation in China of the Company</p> <p>June 2010 Managing Director, Head of Sales and Purchasing and Compliance Officer of the Company</p> <p>June 2011 Managing Director, Head of Sales and Compliance Officer of the Company</p> <p>June 2012 Senior Managing Director, Head of Sales and Compliance Officer of the Company</p> <p>Apr. 2013 Senior Managing Director of the Company</p> <p>June 2013 President and Representative Director of the Company (incumbent)</p>	10,600
<p>Reasons for nomination as candidate for Director</p> <p>Toshimichi Matsuda has demonstrated strong leadership in general group management as President and Representative Director, and has led the execution of the medium-term management plan. He has extensive knowledge and experience as a manager, and we have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>			
2	<p>Yoshitaka Saito (November 29, 1973)</p> <p>[For reelection]</p>	<p>Feb. 2009 Joined the Company</p> <p>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.)</p> <p>June 2011 Director of the Company</p> <p>Apr. 2012 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC.</p> <p>June 2012 Managing Director, Head of business operation in North America of the Company</p> <p>Apr. 2013 Managing Director, Head of business operation of motorcycles business of the Company</p> <p>Apr. 2014 Managing Director, Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company (incumbent)</p>	14,800
<p>Reasons for nomination as candidate for Director</p> <p>Yoshitaka Saito has held various positions, including Head of business operation in North America, Head of business operation of motorcycles business and Head of business operation in China, and has extensive experience and knowledge as a head of business operation across multiple regions. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>			

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)	2,100
Reasons for nomination as candidate for Director Kazuhiro Itonaga has held various positions, including Head of Research and Development and Head of business operation of automobiles business, and has extensive experience and knowledge in the development department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	<p>Kazuto Suzuki (May 27, 1961)</p> <p>[For reelection]</p>	<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</p> <p>June 2017 Managing 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>	2,900
<p>Reasons for nomination as candidate for Director</p> <p>Kazuto Suzuki has held various positions, including Head of business operation in China, Head of business operation of motorcycles business and Head of business operation in ASEAN, and has extensive experience and knowledge in the production department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>			
5	<p>Terufumi Nishimura (December 5, 1960)</p> <p>[New candidate]</p>	<p>July 1989 Joined the Company</p> <p>Jan. 2011 General Manager of Sales Division of the Company</p> <p>Apr. 2013 Executive Officer, Head of Sales and General Manager of Sales Division of the Company</p> <p>Apr. 2015 Senior Executive Officer, Head of Sales and General Manager of Sales Division of the Company (incumbent)</p>	3,500
<p>Reasons for nomination as candidate for Director</p> <p>Terufumi Nishimura was appointed Senior Executive Officer in 2015, and has extensive experience and knowledge in the sales department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his election as Director.</p>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned	
6	Ryujiro Matsumoto (June 4, 1962) [For reelection]	July 2005 Jan. 2011 June 2011 June 2012 Apr. 2013 June 2013	Joined the Company General Manager of FCC (THAILAND) CO., LTD. Director, Head of Production of Motorcycle Components and Head of business operation in Asia of the Company Director, Head of business operation in Asia of the Company Director, Head of Management and Administration, General Manager of Corporate Planning Office, Compliance Officer and Chief Information Officer of the Company Director, Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company (incumbent)	1,500
		<p>Reasons for nomination as candidate for Director</p> <p>Ryujiro Matsumoto has held various positions, including Head of business operation in Asia and Head of Management and Administration, and has extensive experience and knowledge in the administration department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>		
7	Atsuhiko Mukoyama (July 31, 1963) [For reelection]	Apr. 1984 Apr. 2012 June 2012 Apr. 2013 Apr. 2015	Joined the Company Head of Production of Automobile Components of the Company Director, Head of Production of Automobile Components of the Company Director, Head of business operation of automobiles business of the Company Director, Head of Production Engineering and Head of Environment and Safety of the Company (incumbent)	1,900
		<p>Reasons for nomination as candidate for Director</p> <p>Atsuhiko Mukoyama has held various positions, including Head of Production of Automobile Components, Head of Production Engineering and Head of Environment and Safety, and has extensive experience and knowledge in the production engineering department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>		
8	Satoshi Nakaya (March 17, 1964) [For reelection]	Apr. 1986 Jan. 2012 June 2012 Apr. 2013 Apr. 2017	Joined the Company General Manager of Corporate Planning Office of the Company Director, Head of Management and Administration, General Manager of Corporate Planning Office, Risk Management Officer and Chief Information Officer of the Company 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. Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC. (incumbent)	4,600
		<p>Reasons for nomination as candidate for Director</p> <p>Satoshi Nakaya has held various positions, including Head of Management and Administration and Head of business operation in North America, and has extensive experience and knowledge in the administration department. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his reelection as Director.</p>		

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
9	Tomoyuki Goto (May 21, 1962) [New candidate]	Apr. 1987 Joined Honda Motor Co., Ltd. Apr. 2017 Engineer of Power Train Strategy Planning Department, Production Operations of Honda Motor Co., Ltd. Apr. 2018 Joined the Company, Assistant to President (incumbent)	1,500
	Reasons for nomination as candidate for Director Tomoyuki Goto has gained extensive experience and knowledge in the production engineering department at Honda Motor Co., Ltd. We have determined that he is qualified for the position from the perspective of the sustainable growth of the Group and the medium to long term increase in corporate value. Therefore, the Company requests his election as Director.		

- Notes:
1. Terufumi Nishimura and Tomoyuki Goto are new candidates for Director.
 2. There is no special interest between the candidates and the Company.

Proposal 3: Election of four (4) Directors who are Audit and Supervisory Committee Members

The terms of office of all four (4) Directors who are Audit and Supervisory Committee Members will expire at the conclusion of this meeting. In line with this, the Company requests the election of four (4) Directors who are Audit and Supervisory Committee Members.

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

The candidates for Directors who are Audit and Supervisory Committee Members are as follows.

No.	Name		Position	Responsibilities and significant concurrent positions outside the Company
1	Katsuyoshi Fukatsu	[For reelection]	Director Audit and Supervisory Committee Member (full time)	
2	Yoshinori Tsuji	[For reelection] [Outside] [Independent]	Director Audit and Supervisory Committee Member	Attorney of Yoshinori Tsuji Law Office
3	Masahide Sato	[For reelection] [Outside] [Independent]	Director Audit and Supervisory Committee Member	Certified Public Accountant of Masahide Sato Accounting Firm Director of CRESTEC Inc.
4	Kazumoto Sugiyama	[For reelection] [Outside] [Independent]	Director Audit and Supervisory Committee Member	Attorney of Sugiyama Law Office

[For reelection] indicates candidates for reelection as Directors.

[Outside] indicates candidates for Outside Directors.

[Independent] indicates candidates for Independent Directors as stipulated by the Tokyo Stock Exchange.

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
1	Katsuyoshi Fukatsu (November 30, 1954) [For reelection]	Mar. 1977	Joined the Company	4,700
		Apr. 2009	President and Director of FCC (INDIANA) Mfg., LLC. (currently FCC (INDIANA), LLC.)	
June 2009	Director, Head of business operation in North America of the Company			
June 2010	President and Director of FCC (INDIANA), INC. (currently FCC (INDIANA), LLC.)			
June 2012	President and Director of FCC (North America), INC.			
June 2016	Audit & Supervisory Board Member (full time) of the Company			
<p>Director and Audit and Supervisory Committee Member (full time) of the Company (incumbent)</p> <p>Reasons for nomination as candidate for Director Katsuyoshi Fukatsu has held various positions, including Head of business operation in North America, Audit & Supervisory Board Member and Director who is Audit and Supervisory Committee Member. He has utilized his experience in the execution of business to conduct audits and supervisory work, based on his extensive experience and knowledge in the production department. We have determined that he is qualified for the position from the perspective of cooperation with Outside Directors and strengthening the Group's audit and supervisory functions. Therefore, the Company requests his reelection as Director who is Audit and Supervisory Committee Member.</p>				
2	Yoshinori Tsuji (April 17, 1959) [For reelection] [Outside] [Independent]	Mar. 1986	Graduated from The Legal Training and Research Institute of Japan	-
		Apr. 1986	Registered as an attorney (Nagoya Bar Association)	
Apr. 1987	Transferred registration to the Shizuoka Bar Association			
June 2007	Established Yoshinori Tsuji Law Office (to present)			
June 2016	Audit & Supervisory Board Member of the Company			
June 2016	Director and Audit and Supervisory Committee Member of the Company (incumbent)			
<p>Reasons for nomination as candidate for Outside Director Yoshinori Tsuji has been conducting audits and supervisory work from an independent and objective perspective, based on his extensive experience and knowledge on corporate legal affairs as an attorney. We have determined that he is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests his reelection as Director who is Audit and Supervisory Committee Member. 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.</p>				
3	Masahide Sato (February 10, 1964) [For reelection] [Outside] [Independent]	Oct. 1992	Joined Showa Ota & Co. (currently Ernst & Young ShinNihon LLC)	-
		Apr. 1996	Registered as Certified Public Accountant	
Sept. 2005	Established Masahide Sato Accounting Firm (to present)			
June 2010	Audit & Supervisory Board Member of the Company			
Apr. 2015	Director of CRESTEC Inc. (incumbent)			
June 2016	Director and Audit and Supervisory Committee Member of the Company (incumbent)			
<p>Reasons for nomination as candidate for Outside Director Masahide Sato has been conducting audits and supervisory work from an independent and objective perspective, based on his extensive experience and knowledge on corporate finance and accounting as a certified public accountant. We have determined that he is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests his reelection as Director who is Audit and Supervisory Committee Member. 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.</p>				

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
4	Kazumoto Sugiyama (May 27, 1969) [For reelection] [Outside] [Independent]	<p>Sept. 2006 Graduated from The Legal Training and Research Institute of Japan</p> <p>Oct. 2006 Registered as an attorney (Shizuoka Bar Association) Joined Toshio Sugiyama Law Office (currently Sugiyama Law Office)</p> <p>Sept. 2008 President of Sugiyama Law Office (to present)</p> <p>June 2014 Director of the Company</p> <p>June 2016 Director and Audit and Supervisory Committee Member of the Company (incumbent)</p>	—
<p>Reasons for nomination as candidate for Outside Director</p> <p>Kazumoto Sugiyama has been conducting audits and supervisory work from an independent and objective perspective, based on his extensive experience and knowledge on corporate legal affairs as an attorney. We have determined that he is qualified for the position from the perspective of strengthening the Group's audit and supervisory functions. Therefore, the Company requests his reelection as Director who is Audit and Supervisory Committee Member. 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.</p>			

- Notes:
1. There is no special interest between the candidates and the Company.
 2. Yoshinori Tsuji, Masahide Sato, and Kazumoto Sugiyama are candidates for Outside Directors.
 3. Yoshinori Tsuji and Masahide Sato are currently Outside Directors, and at the conclusion of this meeting, they will have served as Outside Directors for 2 years. In addition, they have both served as Audit & Supervisory Board Members of the Company in the past. Kazumoto Sugiyama is currently an Outside Director, and at the conclusion of this meeting he will have served as an Outside Director for 4 years.
 4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, we have entered into an agreement with each candidate Katsuyoshi Fukatsu, Yoshinori Tsuji, Masahide Sato, and Kazumoto Sugiyama 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. If the candidate's election is approved, the Company plans to continue the agreement.
 5. Yoshinori Tsuji, Masahide Sato, and Kazumoto Sugiyama meet the requirements for Independent Director as stipulated by the Tokyo Stock Exchange.