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Securities identification code: 7296
June 4, 2019

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 89TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 89th 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 24, 2019 at 4:40 p.m. (Japan Standard Time).

1. Date and Time: Tuesday, June 25, 2019 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 89th Term (from April 1, 2018 to March 31, 2019), 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 89th Term (from April 1, 2018 to March 31, 2019)

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)

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

29 yen per common share of the Company

Total amount of dividends: 1,440,953,595 yen

Including the interim dividend, the total amount of dividends for the fiscal year under review is 52 yen per share.

(3) Effective date of distribution of dividends of surplus

June 26, 2019

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 nine (9) 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.

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]	Vice President and Representative Director	In charge of Alliance of the Company
3	Kazuhiro Itonaga	[For reelection]	Managing Director	Head of business operation in North America and Head of Next-generation Development for Customers in Europe and the United States of the Company President and Director of FCC (North America), INC.
4	Kazuto Suzuki	[For reelection]	Managing Director	Head of business operation of motorcycles business, Head of business operation in ASEAN, Head of business operation in South America, Risk Management Officer and in charge of Racing of the Company
5	Terufumi Nishimura	[For reelection]	Director	Head of New Business Development and in charge of Sales of the Company
6	Ryujiro Matsumoto	[For reelection]	Director	Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company
7	Atsuhiro Mukoyama	[For reelection]	Director	Head of business operation of automobiles business and in charge of Stacked Mold Technology Development of the Company
8	Satoshi Nakaya	[For reelection]	Director	Head of Purchasing, Head of Environment and Safety and Head of business operation in China of the Company
9	Tomoyuki Goto	[For reelection]	Director	Head of Production Engineering 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	<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>	11,400
<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>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
2	<p data-bbox="344 607 557 714">Yoshitaka Saito (November 29, 1973)</p> <p data-bbox="373 689 528 719">[For reelection]</p>	<p data-bbox="603 286 967 315">Feb. 2009 Joined the Company</p> <p data-bbox="603 324 1187 405">Jan. 2011 President and Director of FCC (INDIANA) Mfg., LLC. (currently FCC (INDIANA), LLC.)</p> <p data-bbox="762 414 1187 472">President and Director of FCC (INDIANA), INC. (currently FCC (INDIANA), LLC.)</p> <p data-bbox="603 481 1007 510">June 2011 Director of the Company</p> <p data-bbox="603 519 1209 633">Apr. 2012 Director, Head of business operation in North America of the Company</p> <p data-bbox="762 577 1134 636">President and Director of FCC (North America), INC.</p> <p data-bbox="603 645 1225 703">June 2012 Managing Director, Head of business operation in North America of the Company</p> <p data-bbox="603 712 1225 770">Apr. 2013 Managing Director, Head of business operation of motorcycles business of the Company</p> <p data-bbox="603 779 1219 860">Apr. 2014 Managing Director, Head of Purchasing, Head of business operation in China and Risk Management Officer of the Company</p> <p data-bbox="603 869 1219 949">June 2018 Senior Managing Director, in charge of Sales and Head of business operation in China of the Company</p> <p data-bbox="603 958 1225 1039">Apr. 2019 Vice President and Representative Director and in charge of Alliance of the Company (incumbent)</p>	15,200
<p data-bbox="311 1048 791 1077">Reasons for nomination as candidate for Director</p> <p data-bbox="311 1086 1385 1211">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 business areas. 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	<p data-bbox="363 636 539 748">Kazuhiro Itonaga (March 11, 1960)</p> <p data-bbox="373 719 529 748">[For reelection]</p>	<p data-bbox="603 286 1228 315">Mar. 1982 Joined the Company</p> <p data-bbox="603 322 1228 376">Apr. 2009 General Manager of R&D Division of the Company</p> <p data-bbox="603 383 1228 436">June 2009 Director, General Manager of R&D Division of the Company</p> <p data-bbox="603 443 1228 533">June 2010 Director, Head of Research and Development and General Manager of R&D Division of the Company</p> <p data-bbox="603 539 1228 629">June 2013 Managing Director, Head of Research and Development and General Manager of R&D Division of the Company</p> <p data-bbox="603 636 1228 748">Apr. 2015 Managing Director, Head of business operation of automobiles business and Head of Research and Development of Automobile Components of the Company</p> <p data-bbox="603 754 1228 808">Apr. 2016 Managing Director, Head of business operation of automobiles business of the Company</p> <p data-bbox="603 815 1228 927">Nov. 2016 Managing Director, Head of business operation of automobiles business and in charge of New Business Development Division of the Company</p> <p data-bbox="603 934 1228 1099">Apr. 2019 Managing Director, Head of business operation in North America and Head of Next-generation Development for Customers in Europe and the United States of the Company President and Director of FCC (North America), INC. (incumbent)</p>	2,500
<p data-bbox="311 1111 791 1140">Reasons for nomination as candidate for Director</p> <p data-bbox="311 1140 1374 1272">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.</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	<p data-bbox="373 981 528 1039">Kazuto Suzuki (May 27, 1961)</p> <p data-bbox="373 1066 528 1095">[For reelection]</p>	<p data-bbox="603 286 1225 315">Apr. 1984 Joined the Company</p> <p data-bbox="603 324 1225 383">Apr. 2009 General Manager of Corporate Planning Office of the Company</p> <p data-bbox="603 392 1225 472">June 2010 Director, Head of business operation in China and South America and General Manager of Corporate Planning Office of the Company</p> <p data-bbox="603 481 1225 589">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 data-bbox="603 598 1225 678">Jan. 2012 Director, Head of business operation in China and South America and Risk Management Officer of the Company</p> <p data-bbox="603 687 1225 795">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 data-bbox="603 804 1225 911">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 data-bbox="603 920 1225 1028">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 data-bbox="603 1037 1225 1180">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 data-bbox="603 1189 1225 1332">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 data-bbox="603 1341 1225 1471">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</p> <p data-bbox="603 1480 1225 1624">June 2018 Managing Director, Head of business operation of motorcycles business, Head of Production of Motorcycle Components, Head of business operation in ASEAN and South America and Risk Management Officer of the Company</p> <p data-bbox="603 1632 1225 1794">Apr. 2019 Managing Director, Head of business operation of motorcycles business, Head of business operation in ASEAN, Head of business operation in South America, Risk Management Officer and in charge of Racing of the Company (incumbent)</p>	3,300
<p data-bbox="311 1805 791 1834">Reasons for nomination as candidate for Director</p> <p data-bbox="311 1834 1382 1966">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>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Terufumi Nishimura (December 5, 1960) [For reelection]	July 1989 Joined the Company	3,600
		Jan. 2011 General Manager of Sales Division of the Company	
Apr. 2013 Executive Officer, Head of Sales and General Manager of Sales Division of the Company			
Apr. 2015 Senior Executive Officer, Head of Sales and General Manager of Sales Division of the Company			
June 2018 Director, Head of Sales and Purchasing and General Manager of Sales Division of the Company			
Apr. 2019 Director, Head of New Business Development and in charge of Sales of the Company (incumbent)			
Reasons for nomination as candidate for Director Terufumi Nishimura was appointed Head of Sales and Purchasing in 2018, 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 reelection as Director.			
6	Ryujiro Matsumoto (June 4, 1962) [For reelection]	July 2005 Joined the Company	1,800
		Jan. 2011 General Manager of FCC (THAILAND) CO., LTD.	
June 2011 Director, Head of Production of Motorcycle Components and Head of business operation in Asia of the Company			
June 2012 Director, Head of business operation in Asia of the Company			
Apr. 2013 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Compliance Officer and Chief Information Officer of the Company			
June 2013 Director, Head of Management and Administration, Compliance Officer and Chief Information Officer of the Company (incumbent)			
Reasons for nomination as candidate for Director 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.			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Atsuhiko Mukoyama (July 31, 1963) [For reelection]	<p>Apr. 1984 Joined the Company</p> <p>Apr. 2012 Head of Production of Automobile Components of the Company</p> <p>June 2012 Director, Head of Production of Automobile Components of the Company</p> <p>Apr. 2013 Director, Head of business operation of automobiles business of the Company</p> <p>Apr. 2015 Director, Head of Production Engineering and Head of Environment and Safety of the Company</p> <p>Apr. 2019 Director, Head of business operation of automobiles business and in charge of Stacked Mold Technology Development of the Company (incumbent)</p>	2,200
<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]	<p>Apr. 1986 Joined the Company</p> <p>Jan. 2012 General Manager of Corporate Planning Office of the Company</p> <p>June 2012 Director, Head of Management and Administration, General Manager of Corporate Planning Office, Risk Management Officer and Chief Information Officer of the Company</p> <p>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.</p> <p>Apr. 2017 Director, Head of business operation in North America of the Company President and Director of FCC (North America), INC.</p> <p>Apr. 2019 Director, Head of Purchasing, Head of Environment and Safety and Head of business operation in China of the Company (incumbent)</p>	4,900
<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.	1,600
		Apr. 2017 Engineer of Power Train Strategy Planning Department, Production Operations of Honda Motor Co., Ltd.	
Apr. 2018 Joined the Company, Assistant to President			
June 2018 Director, Head of production in North America and Deputy Head of Production Engineering (Casting) of the Company			
Apr. 2019 Director, Head of Production Engineering of the Company (incumbent)			
<p>Reasons for nomination as candidate for Director Tomoyuki Goto was appointed Head of production in North America and Deputy Head of Production Engineering in 2018, 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>			

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