

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities identification code: 7296

Date of issuance: June 2, 2023

Start date of measures for electronic provision: May 26, 2023

To our shareholders:

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

NOTICE OF THE 93RD ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially informed of the 93rd Ordinary General Meeting of Shareholders of F.C.C. CO., LTD. (the “Company”), which will be held as described below.

In convening this General Meeting of Shareholders, the Company has taken measures for providing information that constitutes the content of reference documents for the general meeting of shareholders, etc. (matters for which measures for providing information in electronic format are to be taken) in electronic format, and has posted the information on each of the following websites. Please access either of the websites to view the information.

The Company’s website:

https://www.fcc-net.co.jp/ir/library_detail.php?type=5 (in Japanese)

TSE website, Listed Company Search:

<https://www2.jpx.co.jp/tseHpFront/JJK010010Action.do?Show=Show> (in Japanese)

(On the TSE website, search for the issue name (company name) “F.C.C.” or the securities code “7296” and then select “Basic information” and “Documents for public inspection/PR information” to view the information.)

Website for posted informational materials for the general meeting of shareholders:

<https://d.sokai.jp/7296/teiji/> (in Japanese)

Instead of attending the meeting in person, you may exercise your voting rights by postal mail or by electromagnetic method (using the Internet, etc.). Please review the Reference Documents for the General Meeting of Shareholders and exercise your voting rights no later than Monday, June 19, 2023 at 4:40 p.m. (Japan Standard Time).

1. Date and Time: Tuesday, June 20, 2023 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 93rd Term (from April 1, 2022 to March 31, 2023), 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 93rd Term (from April 1, 2022 to March 31, 2023)

Items to be resolved:

Proposal: Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

Reference Documents for the General Meeting of Shareholders

Proposal and Reference Matters

Proposal: Election of six (6) Directors (excluding Directors who are Audit and Supervisory Committee Members)

The terms of office of all five (5) Directors (excluding Directors who are Audit and Supervisory Committee Members; applicable to the rest of this proposal) will expire at the conclusion of this meeting. In line with this, and to strengthen the management system, the Company requests the election of six (6) Directors, including the addition of one (1) Director.

The candidates for Directors are determined by the Board of Directors based on the report of the Nomination and Remuneration Advisory Committee, where Outside Directors account for a majority.

The candidates for Director are as follows.

No.	Name		Current position and responsibilities at the Company and significant concurrent positions outside the Company		Attendance at Board of Directors meetings
1	Yoshitaka Saito	[For reelection]	President and Representative Director		100% 9/9
2	Kazuto Suzuki	[For reelection]	Managing Director	Overall business management, Head of Development, Head of business operation in Japan, Risk Management Officer and in charge of Racing of the Company	100% 9/9
3	Atsuhiko Mukoyama	[For reelection]	Managing Director	Head of business operation of automobiles business of the Company	100% 9/9
4	Satoshi Nakaya	[New candidate]	Managing Officer	Head of business operation of motorcycles business, Head of Purchasing, Head of business operation in China, Head of business operation in India and ASEAN of the Company, and President of F.C.C.(China) Investment Co., Ltd.	- --
5	Kunihiro Koshizuka	[For reelection] [Outside] [Independent]	Director	Outside Director of AEON MALL Co., Ltd. External Director of TOKYU CONSTRUCTION CO., LTD. Outside Director of WILL GROUP, INC.	100% 7/7
6	Kazunori Kobayashi	[For reelection] [Outside] [Independent]	Director		100% 7/7

[For reelection] indicates candidates for reelection as Directors.

[New candidate] indicates new candidates for Directors.

[Outside] indicates candidates for Outside Directors.

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

Note: There were nine (9) Board of Directors meetings held from April 2022 to March 2023, and seven (7) Board of Directors meetings held since the appointment of Directors Kunihiro Koshizuka and Kazunori Kobayashi.

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>Yoshitaka Saito (November 29, 1973)</p> <p>[For reelection]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) 12 years</p> <p>Attendance at Board of Directors meetings 100% 9/9</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</p> <p>June 2018 Senior Managing Director, in charge of Sales and Head of business operation in China of the Company</p> <p>Apr. 2019 Vice President and Representative Director and in charge of Alliance of the Company</p> <p>June 2020 President and Representative Director of the Company (incumbent)</p>	28,757
<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 since 2020 has been leading general group management as President and Representative Director. 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>Kazuto Suzuki (May 27, 1961)</p> <p>[For reelection]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) 13 years</p> <p>Attendance at Board of Directors meetings 100% 9/9</p>	<p>Apr. 1984 Joined 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>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</p> <p>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>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</p> <p>Aug. 2022 Head of business operation in India of the Company</p> <p>Apr. 2023 Managing Director, Overall business management, Head of Development, Head of business operation in Japan, Risk Management Officer and in charge of Racing of the Company (incumbent)</p>	10,519
<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>			

No.	Name (Date of birth)	Career summary, position and responsibilities (significant concurrent positions outside the Company)		Number of the Company's shares owned
3	Atsuhiko Mukoyama (July 31, 1963) [For reelection] Number of years in office as a Director (at the conclusion of this meeting) 11 years Attendance at Board of Directors meetings 100% 9/9	Apr. 1984	Joined the Company	9,619
	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	
		Apr. 2019	Director, Head of business operation of automobiles business and in charge of Stacked Mold Technology Development of the Company	
		June 2021	Managing Director, Head of business operation of automobiles business of the Company (incumbent)	
Reasons for nomination as candidate for Director 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.				

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>Satoshi Nakaya (March 17, 1964)</p> <p>[New candidate]</p> <p>Number of years in office as a Director (at the conclusion of this meeting)</p> <p>-</p> <p>Attendance at Board of Directors meetings</p> <p>-%</p> <p>-/-</p>	<p>Apr. 1986</p> <p>Jan. 2012</p> <p>June 2012</p> <p>Apr. 2013</p> <p>Apr. 2019</p> <p>June 2021</p> <p>Apr. 2023</p>	<p>Joined the Company</p> <p>General Manager of Corporate Planning Office of the Company</p> <p>Director, Head of Management and Administration, General Manager of Corporate Planning Office, Risk Management Officer and Chief Information Officer of the Company</p> <p>Director, Head of business operation in North America of the Company</p> <p>Director, Head of Purchasing, Head of Environment and Safety and Head of business operation in China of the Company</p> <p>Managing Officer, Head of Purchasing and Head of business operation in China of the Company</p> <p>Managing Officer, Head of business operation of motorcycles business, Head of Purchasing, Head of business operation in China, Head of business operation in India and ASEAN of the Company, and President of F.C.C.(China) Investment Co., Ltd. (incumbent)</p>	10,285
<p>Reasons for nomination as candidate for Director</p> <p>Satoshi Nakaya has held various positions, including Head of Management and Administration, Head of business operation in North America and China and Head of Purchasing, 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 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
5	<p>Kunihiro Koshizuka (September 30, 1955)</p> <p>[For reelection] [Outside] [Independent]</p> <p>Number of years in office as a Director (at the conclusion of this meeting) 1 year</p> <p>Attendance at Board of Directors meetings 100% 7/7</p>	<p>Apr. 1981 Joined Konishiroku Photo Industry Co., Ltd. (currently KONICA MINOLTA, INC.)</p> <p>Apr. 2012 Executive Officer, General Manager of Technology Strategy Division of KONICA MINOLTA, INC.</p> <p>Apr. 2014 Executive Vice President & Executive Officer, General Manager of Corporate R&D Headquarters of KONICA MINOLTA, INC.</p> <p>Apr. 2015 Executive Vice President & Executive Officer, General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p>June 2015 Director, Executive Vice President & Executive Officer, and General Manager of Business Development Headquarters of KONICA MINOLTA, INC.</p> <p>Apr. 2016 Director, Executive Vice President & Executive Officer of KONICA MINOLTA, INC.</p> <p>June 2019 Senior Technical Advisor of KONICA MINOLTA, INC. (retired in March 2021)</p> <p>May 2020 Outside Director of AEON MALL Co., Ltd. (incumbent)</p> <p>June 2021 External Director of TOKYU CONSTRUCTION CO., LTD. (incumbent)</p> <p>June 2022 Outside Director of WILL GROUP, INC. (incumbent)</p> <p>June 2022 Director of the Company (incumbent)</p>	-
<p>Reasons for nomination as candidate for Outside Director and overview of expected roles</p> <p>Kunihiro Koshizuka has extensive experience and knowledge of technological strategy, new business creation, and digital and scientific technology at global companies, which he is expected to leverage to supervise and provide valuable advice regarding every aspect of the Company's management. 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
6	Kazunori Kobayashi (June 2, 1958)	Apr. 1981	Joined Nippon Gakki Co., Ltd. (currently Yamaha Corporation)	-
	[For reelection] [Outside] [Independent]	June 2013	Operating Officer, General Manager of Professional Audio Business Department of Electronics Business Headquarters of Yamaha Corporation	
	Number of years in office as a Director (at the conclusion of this meeting) 1 year	Aug. 2013	Operating Officer, General Manager of Business Development of Yamaha Corporation	
	Attendance at Board of Directors meetings 100% 7/7	July 2016	Operating Officer of Yamaha Corporation Representative Director and President of YAMAHA MUSIC JAPAN CO., LTD.	
		June 2018	Advisor of Yamaha Corporation (retired in June 2020)	
		June 2022	Director of the Company (incumbent)	
	Reasons for nomination as candidate for Outside Director and overview of expected roles Kazunori Kobayashi has extensive experience and knowledge of management, business planning, and new business creation at global companies, which he is expected to leverage to supervise and provide valuable advice regarding every aspect of the Company's management. 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.			

- Notes:
1. Satoshi Nakaya is a new candidate for Director.
 2. There is no special interest between the candidates and the Company.
 3. Kunihiro Koshizuka and Kazunori Kobayashi are candidates for Outside Director.
 4. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, we have entered into an agreement with each candidate Kunihiro Koshizuka and Kazunori Kobayashi 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 their election is approved, the Company plans to continue this agreement.
 5. The Company has concluded a directors and officers liability insurance policy with an insurance company as stipulated in Article 430-3, Paragraph 1 of the Companies Act. This insurance policy covers the insured persons against losses incurred when accepting liability for the execution of their duties or when receiving claims in pursuit of this liability. If each candidate is elected and assumes the office as Director, the Company plans to include every such Director as an insured person in the insurance policy. Also, the next time this insurance policy comes up for renewal, the Company intends to renew it with the same content.
 6. The Company has submitted notification to the Tokyo Stock Exchange that Kunihiro Koshizuka and Kazunori Kobayashi have been designated as independent officers as provided for by the aforementioned exchange. If their election is approved, the Company plans for their appointment as independent officers to continue.

Reference: Board of Directors Skill Matrix

If the Proposal is approved and adopted as proposed, the composition and main knowledge and experience of the Board of Directors and Nomination and Remuneration Advisory Committee will be as follows.

Name	Position	Nomina- tion and Remu- neration Adviso- ry Com- mittee	Corpo- rate Manage- ment	Manu- facturing Tech- nology R&D	Sales and Market- ing	Business Devel- opment and M&A	Digital IT ICT DX	Finance and Account- ing	Legal Affairs and Compli- ance	Global Experi- ence
Yoshitaka Saito	President and Representative Director	○	●			●	●			●
Kazuto Suzuki	Senior Managing Director		●	●						●
Atsuhiro Mukoyama	Managing Director		●	●						●
Satoshi Nakaya	Managing Director		●		●					●
Kunihiro Koshizuka	Outside Director	○	●	●		●	●			●
Kazunori Kobayashi	Outside Director	○	●		●	●				●
Ryujiro Matsumoto	Director Audit and Supervisory Committee Member (full time)		●		●				●	●
Masahide Sato	Outside Director Audit and Supervisory Committee Member	○						●		
Kazumoto Sugiyama	Outside Director Audit and Supervisory Committee Member	○							●	
Mayumi Yamamoto	Outside Director Audit and Supervisory Committee Member	○						●		

Note: This table does not represent the entire knowledge and experience of each Director.

Ratio of Outside Directors 50.0%

Ratio of Female Directors 10.0%

Ratio of Outside Directors on the Nomination and Remuneration Advisory Committee

83.3%