Hiroshi Taguchi Representative Director & President

TACHI-S CO., LTD.

3-3-7 Matsubara-cho, Akishima-shi, Tokyo Securities code: 7239

June 3, 2014

To all Shareholders,

Notice of the 62nd Annual General Meeting of Shareholders

The shareholders of TACHI-S CO., LTD. (the "Company") are invited to participate in the 62nd Annual General Meeting of Shareholders of the Company, the details of which are set forth below.

If you are unable to attend the meeting in person, you are entitled to cast a postal vote. To do this, we cordially ask you to study the attached reference document and then return the enclosed voting right exercise form indicating your approval or disapproval of the matters to be resolved, to reach us by 5 p.m. on Tuesday, June 24, 2014.

1. **Date and time:** 10:00 a.m. Wednesday, June 25, 2014

2. Venue: TACHI-S CO., LTD. Head Office (Assembly Hall on the third floor)

3-3-7 Matsubara-cho, Akishima-shi, Tokyo

3. Agenda:

Matters for reporting:

- 1. Business Report, the consolidated financial statements, and audit report of the consolidated financial statements by the Independent Auditors and Audit & Supervisory Board for the 62nd term (April 1, 2013 to March 31, 2014)
- 2. Report of the non-consolidated financial statements for the 62nd term (April 1, 2013 to March 31, 2014)

Matters for approval:

Proposal 1: Appropriation of Surplus Election of six Directors

Proposal 3: Election of one Audit & Supervisory Board Member

Proposal 4: Election of one substitute Audit & Supervisory Board Member

Proposal 5: Provision of bonuses to Directors

^{*} If you are attending the meeting on the scheduled day, please submit the enclosed voting form at the reception.

^{*} We will post any revisions we make to the Reference Materials for General Meeting of Shareholders, the Business Report, or non-consolidated financial statements and consolidated financial statements on our website (http://www.tachi-s.co.jp/).

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and reference matters

Proposal 1: Appropriation of Surplus

We wish to appropriate surplus as follows:

Matters related to year-end dividend

The Company, viewing that appropriate profit distribution through continuous enhancement of corporate value is one of the important management issues, strives to enhance shareholders' equity and improve profitability as well as maintain stable dividend payments. In consideration of the earnings for the fiscal year under review, the business operations going forward and other factors, the Company decided to pay a year-end dividend as follows for the fiscal year under review, including a commemorative dividend in celebration of the Company's 60th anniversary.

- (1) Type of dividend: Cash
- (2) Matters related to appropriation of dividends and total amount thereof We will pay ¥9 per share of the Company's common stock (ordinary dividend of ¥7 and commemorative dividend of ¥2). We will pay a total amount of ¥327,952,980 as dividends. As a result, the annual dividend, including the interim dividend of ¥7 per share, amounts to ¥16 per share
- (3) Effective date of dividend from surplus: June 26, 2014

Proposal 2: Election of six Directors

The terms of office of all seven Directors will expire at the conclusion of this Annual General Meeting of Shareholders. For the purpose of facilitating rapid decision-making of the Board of Directors, the Company proposes to decrease the number of Directors by one and elect the following six Director candidates.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief History,	Number of shares of the Company held	
1	Kiyoshi Saito (January 25, 1947)	March 1973 June 1982 June 1993 June 1996 June 2001 June 2005 April 2014	Joined TACHI-S CO., LTD. Director Managing Director, General Manager of Production Headquarters Representative Director & President Representative Director, President & Chief Operating Officer Representative Director, Chairman & Chief Executive Officer Representative Director, Chairman (incumbent)	736,028 shares

No.	Name (Date of birth)	Brief History,	Position, Principal Duties and Key Concurrent Posts	Number of shares of the Company held
2	Hiroshi Taguchi (January 18, 1947)	April 1969 July 1993 April 1998 June 2001 April 2002 January 2003 June 2004 April 2006 April 2008 April 2009 June 2009 April 2010 April 2011 April 2013 April 2014	Joined Nissan Motor Co., Ltd. Director and Chief Advisor, Nissan Motor Co. (Australia) Pty. Ltd. Joined TACHI-S CO., LTD. as Senior General Manager Representative Director & President, Industria de Asiento Superior S.A. DE C.V. Joined Nissan Motor Co., Ltd. General Manager of Chinese Operations Department Joined TACHI-S CO., LTD. as Corporate Advisor Executive Officer Director & Senior Executive Officer, Division Manager of Overseas Business Division Manager of Overseas Business Control Director & Executive Vice President Director, Chief Operating Officer Representative Director, President & Chief Operating Officer Head of International Operations Division Manager of Quality Assurance Head of Global Monozukuri Management Control Representative Director, President & Chief Executive Officer (incumbent)	27,400 shares
3	Taro Nakayama (September 18, 1955) April 1980 April 2010 General Manager of Global Multisour Export Management Department Joined TACHI-S CO., LTD. as Corpo Director, Executive Vice President, H Business Development and Sales, Div Manager of Overseas April 2012 Division Manager of Business Development		Joined Nissan Motor Co., Ltd. General Manager of Global Multisourcing & Export Management Department Joined TACHI-S CO., LTD. as Corporate Advisor Director, Executive Vice President, Head of Business Development and Sales, Division Manager of Overseas Division Manager of Business Development and	7,400 shares

No.	Name (Date of birth)	Brief History,	Number of shares of the Company held	
4	Yoshiyuki Nogami (January 9, 1952)	April 1975 April 1998 January 2000 June 2003 June 2005 April 2007 June 2007 April 2008 April 2009 April 2010 April 2011	Joined Maeda Corporation Deputy General Manager of Overseas Business Department Joined TACHI-S CO., LTD. Executive Officer Senior Executive Officer Division Manager of Business Control Director & Senior Executive Officer Division Manager of Administration and Management Control (incumbent) Director & Executive Vice President (incumbent) Head of Administration and Management Control, Global Business Management Head of Administration and Management Control, and Head of Global Business Management, Sales and Marketing, Division Manager of Overseas Head of Administration and Management Control	12,000 shares
5	Hiroyuki Miki (October 3, 1953)	April 1979 January 2000 April 2001 April 2004 June 2005 April 2006 April 2007 June 2007 April 2009 April 2011 June 2012 April 2014	Joined Nissan Motor Co., Ltd. Supervisor of Product Planning and Strategy Office General Manager of Planning Management Department Joined TACHI-S CO., LTD. as Corporate Advisor Executive Officer Director & Senior Executive Officer, Division Manager of Development Technology Division Manager of Development Engineering Representative Director & President, TACHI-S ENGINEERING U.S.A. INC. Retired as Director of TACHI-S CO., LTD., Senior Executive Officer Division Manager of Quality Assurance Division Manager of Development Engineering Director & Senior Executive Officer (incumbent) Division Manager of Purchasing and Component Business (incumbent)	9,500 shares

No.	Name (Date of birth)	Brief History, Position, Principal Duties and Key Concurrent Posts		Number of shares of the Company held
6	Michihiro Kitsukawa (March 19, 1947)	April 1975 April 1977 April 1999 April 2005 June 2006 April 2011 (Key concurre Partner & attor	Registered with the Daiichi Tokyo Bar Association Joined Tanigawa Hachiro Law Office Established Kitsukawa Michihiro Law Office Established and became a partner at Clover Law Office (incumbent) Deputy Chairman, Dai-ichi Tokyo Bar Association Outside Director of TACHI-S CO., LTD. (incumbent) Member of the Special Committee of TACHI-S CO., LTD. (incumbent) Chairman of Daiichi Tokyo Bar Association Vice Chairman of Japan Federation of Bar Associations nt posts) rney at law, Clover Law Office	7,500 shares

Notes:

- 1: The above candidates have no conflicts of interest with the Company.
- 2: Mr. Michihiro Kitsukawa is a candidate for Outside Director. The Company appoints Mr. Kitsukawa as an Independent Officer provided under the provisions of the Tokyo Stock Exchange and registers him with that exchange.
- 3: The Company nominates Mr. Michihiro Kitsukawa as an Outside Director in recognition of his capability to contribute in the management of the Company based on his expertise and experience in areas such as corporate legal affairs as a lawyer. Although Mr. Kitsukawa has had no direct involvement in corporate management apart from serving as an Outside Director, the Company has determined that he can properly execute the duties as an Outside Director given his expertise and experience previously mentioned. The term of office of the Company's Outside Director is eight years from the close of this General Meeting of Shareholders.
- 4: The Company has concluded an agreement with Mr. Michihiro Kitsukawa to limit his damage liability as stipulated in Article 423, Paragraph 1 of the Company Law, based on the regulations specified in Article 427, Paragraph 1 of the Company Law. Should the reappointment of Mr. Kitsukawa as Outside Director be approved, the Company intends to maintain the Liability Limitation Agreement with him. The maximum amount of liability for damage based on the Liability Limitation agreement is the minimum liability as stipulated in Article 425, Paragraph 1 of the Company Law.

Proposal 3: Election of one Audit & Supervisory Board Member

The term of office of the Audit & Supervisory Board Member, Mr. Fumio Harada, will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose to elect the following one Audit & Supervisory Board Member candidate.

The Audit & Supervisory Board has already approved this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Brio	Number of shares of the Company held	
Fumio Harada (December 30, 1954)	April 1979 April 2001 April 2003 April 2006 April 2007 April 2008 April 2009 April 2010 June 2010	Joined TACHI-S CO., LTD. General Manager, Management Planning Team General Manager, Management Planning Team General Manager, General Affairs Department General Manager, General Affairs Department and General Manager, Internal Control Promoting Office Executive Officer, Deputy General Manager, Management Control Division, General Manager, Management Planning Office, and General Manager, Internal Control Promotion Office Executive Officer, Deputy general Manager, Management Control Division, and General Manager, New Model Planning Department Corporate Advisor Audit & Supervisory Board Member (incumbent)	3,200 shares

Notes: The candidate for Audit & Supervisory Board Member has no conflicts of interest with the Company.

Proposal 4: Election of one substitute Audit & Supervisory Board Member

The effectiveness of the election of Mr. Noriaki Kinoshita as a substitute Audit & Supervisory Board Member at the 61st Annual General Meeting of Shareholders held on June 25, 2013 is limited up to this Annual General Meeting of Shareholders. Therefore, to ensure that the number of Outside Audit & Supervisory Board Members stipulated under laws and regulations is maintained, the Company proposes to elect one candidate as the substitute Outside Audit & Supervisory Board Member.

The effectiveness of the election at this Annual General Meeting of Shareholders may be revoked, limited to the period before accession to office, with the approval of the Audit & Supervisory Board and by the resolution of the Board of Directors.

The Audit & Supervisory Board has already approved this proposal.

The candidate for substitute Audit & Supervisory Board Member is as follows:

Name		Brief History and Key Concurrent Posts	Number of shares
(Date of birth)		of the Company	
(Date of offili)			held
	June 1966	Registered as a certified public accountant	
		Opened Kinoshita certified public accountant office	
	April 1972	Adjunct instructor, Faculty of Commerce of Chuo	
		University	
	October 1984		
	October 1993	Senior Partner of Asahi & Co. (currently KPMG	
Noriaki Kinoshita		AZSA LLC)	0 -1
(December 5, 1939)	April 2002	Professor, Faculty of Commerce, Chuo University	0 shares
	June 2006	Member of the Special Committee of TACHI-S CO.,	
		LTD. (incumbent)	
	June 2007	Substitute Audit & Supervisory Board Member of	
		TACHI-S CO., LTD. (incumbent)	
	June 2010	Outside Audit & Supervisory Board Member of	
		TOPPAN FORMS CO., LTD (incumbent)	

Notes:

- 1: The candidate for substitute Audit & Supervisory Board Member has no conflicts of interest with the Company.
- 2: Mr. Noriaki Kinoshita is a candidate for substitute Outside Audit & Supervisory Board Member.
- 3: The Company nominates Mr. Noriaki Kinoshita as a substitute Outside Audit & Supervisory Board Member in recognition of his capability to contribute in the audits of the Company based on his financial expertise and many years of experience as a certified public accountant. Although Mr. Kinoshita has no direct experience in corporate management, we decided that Mr. Kinoshita would be able to appropriately execute duties as an Outside Audit & Supervisory Board Member thanks to the reason above.
- 4: If Mr. Noriaki Kinoshita assumes office as an Audit & Supervisory Board Member, the Company will conclude an agreement with him that limits his liability for damages as stipulated in Article 423, Paragraph 1 of the Company Law, based on regulations specified in Article 427, Paragraph 1 of the Company Law. The maximum amount of liability for damage based on the Liability Limitation agreement is the minimum liability as stipulated in Article 425, Paragraph 1 of the Company Law.

Proposal 5: Provision of bonuses to Directors

The Company proposes to pay bonuses to six of the seven Directors excluding the Outside Director as of the end of the fiscal year under review amounting to a total of ¥50 million, in recognition of the business performance and other factors for the fiscal year under review. The Company would like to leave it to the Board of Directors to decide on the amount of bonus for each Director.

Consolidated Balance Sheet (As of March 31, 2014)

Account Name	Amount	Account Name	Amount
(Assets)		(Liabilities)	
Total current assets	80,192	Total current Liabilities	54,051
Cash, time deposits and other cash equivalents	32,557	Accounts and notes payable	37,148
Accounts and notes receivable	32,888	Short-term bank loans	4,370
Marketable securities	158	Income taxes payable	1,196
Goods and merchandises	1,283	Accrued expenses	5,398
Work in process	675	Reserve for directors' bonuses	50
Raw materials and supplies	6,018	Other current liabilities	5,887
Advance payments	788	Total fixed liabilities	8,779
Deferred income taxes	883	Long-term debt	3,000
Other current assets	4,953	Deferred income taxes	2,731
Allowance for bad debts	-16	Retirement allowance for directors and audit & supervisory board members	14
Fixed assets	63,292	Net defined benefit liability	932
Property, plant and equipment	31,730	Other non-current liabilities	2,101
Buildings and structures	10,967	Total liabilities	62,830
Machinery and vehicles	9,194	(Net assets)	
Land	6,378	Total shareholders' equity	70,017
Construction in progress	3,695	Common stock	9,040
Other tangible assets	1,494	Additional paid-in capital	9,518
Intangibles and deferred charges	611	Retained earnings	51,462
Investments and other assets	30,950	Treasury stock	-3
Investments in securities	25,531	Valuation and translation adjustments	6,134
Long-term loans	25	Net unrealized gain on securities	3,058
Deferred income taxes	368	Foreign currency translation adjustments	3,291
Other assets	5,034	Remeasurements of defined benefit plans	-215
Allowance for bad debts	-9	Minority interests in consolidated subsidiaries	4,502
		Total net assets	80,655
Total assets	143,485	Total liabilities and net assets	143,485

Consolidated Statement of Income

(From April 1, 2013 to March 31, 2014)

Account Name	nit: Millions of yen)	
	Ar	nount
Net sales		219,661
Cost of sales		204,627
Gross profit		15,033
Selling, general and administrative expenses		13,695
Operating income		1,337
Non-operating income		
Interest income	227	
Dividend income	240	
Equity in earnings of subsidiaries and affiliates	2,727	
Foreign exchange gain	119	
Other non operating income	135	3,450
Non-operating expenses		
Interest expenses	121	
Other non operating expenses	30	152
Ordinary income		4,635
Extraordinary income		
Gain on sales of fixed assets	10	
Gain on donation of noncurrent assets	100	
Gain on revision of retirement benefit plan	91	202
Extraordinary loss		
Loss on disposal of fixed assets	148	148
Net income before taxes and adjustments		4,689
Income taxes	1,774	
Income taxes-deferred	419	2,194
Income before minority interests		2,495
Minority interests in net income of consolidated subsidiaries		868
Net income		1,627

Consolidated Statement of Changes in Net Assets

(From April 1, 2013 to March 31, 2014)

(Unit: Millions of yen)

		Shareholders' equity					
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity		
Balance at April 1, 2013	9,040	9,518	50,805	-3	69,361		
Change of items during the period							
Cash dividends			-510		-510		
Net income			1,627		1,627		
Treasury stock purchased				-0	-0		
Change of scope of consolidation			-399		-399		
Change of scope of equity method			-6		-6		
Others			-54		-54		
Net changes of items other than shareholders' equity							
Total of changes during the fiscal year	_	_	656	-0	655		
Balance at March 31, 2014	9,040	9,518	51,462	-3	70,017		

	,	Valuation and trans	slation adjustment	S	Minority interests	
	Net unrealized gain on securities	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total valuation and translation adjustments	in consolidated subsidiaries	Total net assets
Balance at April 1, 2013	2,207	-1,221	_	986	4,311	74,658
Change of items during the period						
Cash dividends						-510
Net income						1,627
Treasury stock purchased						-0
Change of scope of consolidation						-399
Change of scope of equity method						-6
Others						-54
Net changes of items other than shareholders' equity	850	4,513	-215	5,148	191	5,340
Total of changes during the fiscal year	850	4,513	-215	5,148	191	5,996
Balance at March 31, 2014	3,058	3,291	-215	6,134	4,502	80,655

Non-consolidated Balance Sheet (As of March 31, 2014)

Account Name	Amount	Account Name	Amount
(Assets)		(Liabilities)	
Total current assets	39,183	Total current Liabilities	28,251
Cash, time deposits and other cash equivalents	9,055	Notes payable	845
Notes receivable	112	Accounts payable	20,772
Accounts receivable	23,457	Current portion of long-term loans payable	1,500
Goods and merchandises	363	Subsidiaries' and affiliates' funds entrusted for investment	960
Work in process	648	Accounts payable-other	518
Raw materials and supplies	2,334	Accrued expenses	2,798
Advance payments	1,398	Income taxes payable	58
Deferred income taxes	543	Deposits received	408
Short-term loans	377	Notes payable-facilities	27
Other current assets	907	Unearned revenue	186
Allowance for bad debts	-16	Reserve for directors' bonuses	50
Fixed assets	46,848	Other current liabilities	125
Property, plant and equipment	14,949	Total fixed liabilities	7,023
Buildings	6,753	Long-term debt	3,000
Structures	210	Deferred income taxes	1,165
Machinery	2,458	Reserve for retirement benefits	771
Vehicles	4	Other fixed liabilities	2,086
Equipment	478	Total liabilities	35,275
Land	4,982	(Net assets)	
Construction in progress	62	Total shareholders' equity	47,700
Intangibles and deferred charges	521	Common stock	9,040
Software	504	Additional paid-in capital	9,193
Other intangible assets	16	Legal capital surplus	8,592
Investments and other assets	31,377	Other additional paid-in capital	601
Investments in securities	8,315	Retained earnings	29,470
Stock of subsidiaries and affiliates	14,396	Legal retained earnings	480
Investments in capital	132	Other retained earnings	28,989
Investments in subsidiaries and affiliates	7,694	Reserve for advanced depreciation of fixed assets	21
Long-term loans receivable from employees	25	General reserve	15,000
Long-term loans receivable from subsidiaries and affiliates	100	Retained earnings brought forward	13,968
Long-term prepaid expenses	318	Treasury stock	-3
Other assets	403	Total valuation, translation adjustments and others	3,056
Allowance for bad debts	-9	Net unrealized gain on securities	3,056
		Total net assets	50,757
Total assets	86,032	Total liabilities and net assets	86,032

Non-consolidated Statement of Income (From April 1, 2013 to March 31, 2014)

Account Name	ì	ount
Net sales		125,487
Cost of sales		118,005
Gross profit		7,482
Selling, general and administrative expenses		6,766
Operating income		716
Non-operating income		
Interest and dividend income	1,972	
Other non operating income	205	2,178
Non-operating expenses		
Interest expenses	101	
Other non operating expenses	3	105
Ordinary income		2,789
Extraordinary income		
Gain on sales of fixed assets	0	
Gain on revision of retirement benefit plan	91	91
Extraordinary loss		
Loss on disposal of fixed assets	56	56
Net income before taxes		2,824
Income taxes	258	
Income taxes-deferred	420	679
Net income		2,145

Non-consolidated Statement of Changes in Net Assets (From April 1, 2013 to March 31, 2014)

(Unit: Millions of yen)

	Shareholders' equity										
		Addi	tional paid-in ca	apital	Retained earnings						
	Common stock	Lagal agnital		Total additional paid-in capital	Legal retained earnings	Other retained earnings					
		Legal capital surplus				Reserve for advanced depreciation of fixed assets					
Balance as of April 1, 2013	9,040	8,592	601	9,193	480	21					
Change of items during the period											
Cash dividends											
Net income											
Reversal of reserve for advanced depreciation of fixed assets						-0					
Treasury stock purchased											
Disposal of treasury stock											
Net changes of items other than											
shareholders' equity											
Total of changes during the fiscal year	_	_	_	_	-	-0					
Balance as of March 31, 2014	9,040	8,592	601	9,193	480	21					

		Shareholders' equity					Evaluation, exchange differences	
	Re	Retained earnings				Net	Total	T-4-14
	Other retained earnings		Total	Treasury	Total	unrealized	evaluation,	Total net assets
	Special reserve	Retained earnings brought forward	retained earnings	stock	shareholders' equity	gain on securities	exchange differences	
Balance as of April 1, 2013	15,000	12,333	27,835	-3	46,066	2,205	2,205	48,271
Change of items during the period								
Cash dividends		-510	-510		-510			-510
Net income		2,145	2,145		2,145			2,145
Reversal of reserve for advanced depreciation of fixed assets		0	_		_			_
Treasury stock purchased				-0	-0			-0
Net changes of items other than						850	850	850
shareholders' equity						630	650	630
Total of changes during the fiscal year	_	1,635	1,635	-0	1,634	850	850	2,485
Balance as of March 31, 2014	15,000	13,968	29,470	-3	47,700	3,056	3,056	50,757