

**To Shareholders**

11-6, Nishi Gotanda 3-chome, Shinagawa-ku, Tokyo, Japan  
**THK CO., LTD.**  
Representative Director and President: Akihiro Teramachi

**Notice of Resolutions at the 45th Ordinary General Meeting of Shareholders**

Dear Shareholders:

The following matters were reported and resolved at the 45th Ordinary General Meeting of Shareholders of THK CO., LTD. (the “Company”) held on June 20, 2015.

**Items reported:**

1. Business report, consolidated financial statements, and the results of the audits of the consolidated financial statements by the accounting auditor and the Board of Auditors for the 45th Term (April 1, 2014 to March 31, 2015)
2. Financial statements for the 45th Term (April 1, 2014 to March 31, 2015)

The contents of the documents described in 1. and 2. above were reported.

**Items resolved:**

**Proposal 1:** Surplus Appropriation

This item was approved as originally proposed.

The term-end dividend is ¥30 per share (for an annual dividend of ¥50 per share, including the interim dividend).

**Proposal 2:** Partial Amendments to the Articles of Incorporation

This item was approved as originally proposed.

The amendments made are described as follows.

Under the Act on Partial Revision to the Companies Act, the provision that stipulates the election of substitute Officers was changed. Due to this change, we made the necessary revision to Article 38 of the Articles of Incorporation of the Company.

**Proposal 3:** Appointment of Nine (9) Directors

This item, which was approved as originally proposed, called for the reelection of eight (8) Directors and the election of one (1) Director. Akihiro Teramachi, Toshihiro Teramachi, Hiroshi Imano, Takashi Okubo, Junichi Sakai, Takashi Teramachi, Masaaki Kainosho and Masakatsu Hioki were reelected and resumed their respective offices. Nobuyuki Maki is newly elected and assumed office. Masaaki Kainosho and Masakatsu Hioki are Outside Directors.

**Proposal 4:** Appointment of One (1) Auditor

This item, which was approved as originally proposed, called for the reelection of one (1) Auditor, Masatake Yone, who was reelected and resumed his office. Masatake Yone is an Outside Auditor.

**Proposal 5:** Appointment of One (1) Substitute Auditor

This item, which was approved as originally proposed, called for the election of one (1) Substitute Auditor, Tomitoshi Omura, who was elected.

By resolution at the Board of Directors' meeting and the Board of Auditors' meeting held subsequent to this Ordinary General Meeting of Shareholders, the members of management of the Company are as follows. The Company implemented the Executive Officer System, effective from the previous fiscal year.

Directors and Auditors

Representative Director and President	Akihiro Teramachi
Director and Executive Vice President	Toshihiro Teramachi
Director and Executive Vice President	Hiroshi Imano
Director	Nobuyuki Maki
Director	Takashi Okubo
Director	Junichi Sakai
Director	Takashi Teramachi
Outside Director	Masaaki Kainosho
Outside Director	Masakatsu Hioki
Standing Auditor	Hideyuki Kiuchi
Standing Auditor	Kazunori Igarashi
Outside Auditor	Shizuo Watanabe
Outside Auditor	Masatake Yone

Executive Officers

Managing Executive Officer*	Nobuyuki Maki
Managing Executive Officer*	Takashi Okubo
Managing Executive Officer	Tetsuya Hayashida
Managing Executive Officer	Junji Shimomaki
Managing Executive Officer	Masato Sawada
Managing Executive Officer	Takanobu Hoshino
Managing Executive Officer	Akihiko Kambe
Managing Executive Officer	Kaoru Hoshide
Managing Executive Officer	Masaki Sugita
Executive Officer*	Junichi Sakai
Executive Officer*	Takashi Teramachi
Executive Officer	Naoki Kinoshita
Executive Officer	Nobuaki Sugahara
Executive Officer	Junichi Kuwabara
Executive Officer	Yukio Yamada
Executive Officer	Sakae Ito
Executive Officer	Hitoshi Muramoto

\*These Executive Officers also act as Directors.

## Dividend Payments

The term-end dividend was set at ¥30 per share by resolution at the 45th Ordinary General Meeting of Shareholders.

1. Shareholders who have requested that the payments be made by transfer to a bank or postal savings account are asked to confirm the enclosed Dividend Calculation Form for Term-end Dividend and Confirmation of Account for Payment of Dividends. If you designate the method for proportionate allocation of dividends based on the number of shares, please contact the securities company, etc., where you have an account, to arrange the transfer of dividend payments into the account.
2. Shareholders who have not requested that the payments be made by transfer to a bank or postal savings account are asked to bring the enclosed Receipt of Term-end Dividends to the nearest JAPAN POST BANK Co., Ltd. or JAPAN POST NETWORK Co., Ltd. and receive the term-end dividends during the distribution period. The Dividend Calculation Form is also enclosed. You may use the Dividend Calculation Form to confirm the dividend amount after receiving the dividend and as a reference document for filing an income tax return.

*The above represents a translation, for reference and convenience only, of the original notice issued in Japanese. We did our utmost to ensure accuracy in our translation and believe it to be of the highest standard. However, due to differences in accounting, legal and other systems, as well as in language, this English version might contain inaccuracies, and therefore might be inconsistent with the original intent of the Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail as the official version.*