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(Stock Exchange Code 5101)
March 8, 2016

To Shareholders with Voting Rights:

Tadanobu Nagumo
Chairman and CEO and Director
The Yokohama Rubber Co., Ltd.
36-11, Shimbashi 5-chome,
Minato-ku, Tokyo

**NOTICE OF
THE 140TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 140th Ordinary General Meeting of Shareholders of The Yokohama Rubber Co., Ltd. (the "Company"). The meeting will be held for the purposes described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, March 29, 2016, Japan time, as per "4. Guidance on the Exercise of Voting Rights" below.

- 1. Date and Time:** Wednesday, March 30, 2016, at 10 a.m., Japan time
(Reception starts at 9 a.m.)
- 2. Place:** Meeting Hall on the 9th floor of the Company located at
36-11, Shimbashi 5-chome, Minato-ku, Tokyo, Japan
- 3. Meeting Agenda:**
Matters to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 140th Fiscal Year (January 1, 2015–December 31, 2015) and results of audits by the Accounting Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company's 140th Fiscal Year (January 1, 2015–December 31, 2015)**Proposals to be resolved:** (Please see the Reference Documents for the General Meeting of Shareholders from page 2.)
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Twelve (12) Directors

4. Guidance on the Exercise of Voting Rights

- (1) If you exercise your voting rights in writing:
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form, and return it to us so that it arrives by 5:30 p.m. on Tuesday, March 29, 2016, Japan time.
 - (2) If you exercise your voting rights via the Internet:
Please read the Guidance on the Exercise of Voting Rights via the Internet (Japanese only), and cast your vote by 5:30 p.m. on Tuesday, March 29, 2016, Japan time.
 - (3) If you exercise your voting rights both in writing and via the Internet, only the vote cast through the Internet shall be deemed valid. If you cast a vote more than once through the Internet or other means, only the last vote shall be deemed valid.
- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
 - Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.yrc-pressroom.jp/ir/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding dividends, the Company's basic policy is to continue the stable payment of dividends, while ensuring the internal reserves necessary for future development of business operations and reinforcement of management structure.

Accordingly, we would like to propose that the year-end dividend for the fiscal year under review be as follows, taking into account the recent status of business management and other circumstances.

Details of the year-end dividend:

- (1) Type of dividend property: Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof:
¥26 per share of common stock of the Company
Total cash dividends of ¥4,168,887,476.
- (3) Effective date of dividend of surplus: March 31, 2016

Proposal 2: Election of Twelve (12) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this General Meeting of Shareholders. Therefore, we would like to propose an increase by one (1) in the number of Outside Directors to ensure the transparency of management and further enhance our corporate governance, and elect twelve (12) Directors.

The candidates for Directors are as follows.

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Tadanobu Nagumo (February 12, 1947)	<p>April 1969 Joined the Company</p> <p>May 1994 General Manager, Deputy Head of Shinshiro Plant</p> <p>July 1996 President and CEO of Yokohama Tire Philippines, Inc.</p> <p>June 1999 Director of the Company</p> <p>June 2002 Managing Director</p> <p>June 2003 Executive Director</p> <p>June 2004 President and Representative Director</p> <p>June 2011 Chairman and CEO and Representative Director (to present)</p> <p>[Significant concurrent positions] President, The Japan Rubber Manufacturers Association</p>	85,825
2	Hikomitsu Noji (October 30, 1958)	<p>April 1982 Joined the Company</p> <p>July 2002 General Manager, Deputy Head of Shinshiro Plant</p> <p>June 2004 General Manager, Head of Mishima Plant</p> <p>January 2007 President and CEO, Yokohama Tire Philippines, Inc.</p> <p>June 2008 Corporate Officer of the Company</p> <p>June 2009 Director and Corporate Officer</p> <p>June 2010 Director and Managing Corporate Officer</p> <p>April 2011 Director and Senior Managing Corporate Officer</p> <p>June 2011 President and Representative Director (to present)</p> <p>May 2013 CEO of Yokohama Tire Corporation and CEO of Yokohama Corporation of North America</p> <p>[Significant concurrent positions] Chairman, Japan Automobile Tyre Manufacturers Association Chairman, Tire Fair Trade Council</p>	35,300

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Takao Oishi (December 11, 1955)	<p>April 1979 Joined the Company</p> <p>April 2002 General Manager, Head of Original Equipment Tire Sales Dept. No. 2</p> <p>June 2004 General Manager, Head of Global O.E. Tire Sales Dept.</p> <p>June 2005 General Manager, Head of Tire Overseas Sales & Marketing Dept. No. 1</p> <p>October 2005 General Manager, Head of Tire Overseas Sales & Marketing Dept. No. 1, and President of Yokohama Europe GmbH</p> <p>June 2007 Vice President of Yokohama Tire Corporation</p> <p>June 2008 Corporate Officer of the Company and CEO of Yokohama Tire Corporation</p> <p>June 2010 Managing Corporate Officer of the Company</p> <p>June 2011 Director and Managing Corporate Officer</p> <p>March 2014 Director and Senior Managing Corporate Officer (to present)</p>	13,000
4	Hideto Katsuragawa (February 25, 1960)	<p>April 1983 Joined the Company</p> <p>June 2004 General Manager, Head of Original Equipment Tire Sales Dept. No. 2</p> <p>June 2009 President of Yokohama Continental Tire Co., Ltd., and General Manager, Head of Original Equipment Tire Sales Dept. No. 2 of the Company</p> <p>June 2010 Corporate Officer of the Company and President of Yokohama Continental Tire Co., Ltd.</p> <p>March 2012 Corporate Officer of the Company</p> <p>May 2012 Chairman of Yokohama Scandinavia AB</p> <p>March 2013 Director and Corporate Officer of the Company</p> <p>March 2014 Director and Managing Corporate Officer</p> <p>October 2014 President of Yokohama Continental Tire Co., Ltd.</p> <p>March 2015 Director and Senior Managing Corporate Officer of the Company (to present)</p>	7,100
5	Shigeo Komatsu (August 14, 1956)	<p>April 1980 Joined the Company</p> <p>June 2005 General Manager, Head of Secretariat</p> <p>June 2007 President of Yokohama Europe GmbH, President of Yokohama Russia L.L.C., and President of Yokohama Scandinavia AB</p> <p>June 2008 Corporate Officer of the Company</p> <p>March 2012 President of Yokohama Mold Co., Ltd.</p> <p>March 2013 Managing Corporate Officer of the Company</p> <p>March 2014 Director, Managing Corporate Officer of the Company, and President of Yokohamagomu Finance Co., Ltd. (to present)</p> <p>May 2015 President of Yokohama Rubber Singapore Pte. Ltd. (to present)</p> <p>[Significant concurrent positions]</p> <p>President, Yokohamagomu Finance Co., Ltd.</p> <p>President, Yokohama Rubber Singapore Pte. Ltd.</p>	20,987

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Yasushi Kikuchi (June 22, 1955) <u>Newly nominated</u>	<p>April 1980 January 2007</p> <p>April 2007 June 2009 June 2010</p> <p>June 2011 March 2013 March 2014</p> <p>July 2014 March 2015</p> <p>Joined the Company General Manager, Head of Tire Production Technology Dept. No. 2 General Manager, Head of Tire Materials Development Dept. General Manager, Head of Corporate Purchasing Dept. General Manager, Head of Raw Materials Procurement Dept., and General Manager, Head of Indirect Materials Procurement Dept. Corporate Officer and Head of Global Procurement Division Head of Tire Technical Development Division Managing Corporate Officer (to present) and Head of R&D Center Head of Tire Materials Development Division (to present) Chief Tire Technical Officer and in charge of R&D Center (to present)</p>	7,000
7	Osamu Mikami (June 5, 1962) <u>Newly nominated</u>	<p>April 1985 June 2004 June 2005 June 2007</p> <p>June 2009</p> <p>January 2012 June 2012</p> <p>October 2013 January 2014</p> <p>March 2015</p> <p>[Significant concurrent positions] President, Yokohama Tire Japan Co., Ltd.</p> <p>Joined the Company General Manager, Head of Tire Sales Promotion Dept. General Manager, Head of Tire Domestic Sales Promotion Dept. General Manager, Head of Tire Logistics & Distribution Control Dept. President of Yokohama Europe GmbH, and General Manager, Head of Tire Overseas Sales & Marketing Dept. No. 1 of the Company General Manager, Head of Corporate Planning Dept. of the Company and President of Acty Corporation General Manager, Head of Corporate Planning Dept. of the Company Acting Head of Tire Overseas Sales & Marketing Division Corporate Officer and Head of Tire Overseas Sales & Marketing Division Managing Corporate Officer and Head of Japan Replacement Tire Sales & Marketing Division of the Company and President of Yokohama Tire Japan Co., Ltd. (to present)</p>	2,900
8	Masataka Yamaishi (June 5, 1962)	<p>April 1986 June 2007 November 2008 January 2010 January 2012 October 2013</p> <p>March 2014 March 2015</p> <p>[Significant concurrent positions] President, Yokohama Motorsports International Co., Ltd.</p> <p>Joined the Company General Manager, Head of Waste-Reduction Promotion Dept. General Manager, Head of GD100 Promotion Dept. General Manager, Head of Secretariat President of Yokohama Europe GmbH General Manager, Head of Corporate Planning Dept. of the Company and President of Acty Corporation Corporate Officer of the Company (to present) Director of the Company and President of Yokohama Motorsports International Co., Ltd. (to present)</p>	6,200

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Shigeru Nakano (December 28, 1957) <u>Newly nominated</u>	May 1992 Joined the Company October 2008 Vice President of Yokohama Tire Philippines, Inc. January 2010 General Manager, Head of Onomichi Plant of the Company June 2011 Chairman and President of Suzhou Yokohama Tire Co., Ltd. March 2013 Corporate Officer of the Company and President of LLC Yokohama R.P.Z. (to present) January 2014 President of Yokohama Russia L.L.C. (to present) [Significant concurrent positions] President, LLC Yokohama R.P.Z. President, Yokohama Russia L.L.C.	1,900
10	Naozumi Furukawa (December 22, 1944) <u>Outside Director</u>	April 1967 Joined Zeon Corporation June 1997 Director of Zeon Corporation June 1999 Managing Director of Zeon Corporation June 2001 Senior Managing Director of Zeon Corporation June 2003 President of Zeon Corporation June 2006 Audit & Supervisory Board Member of the Company June 2013 Chairman of Zeon Corporation (to present) Chairman of TOHPE CORPORATION (to present) March 2014 Director of the Company (to present) [Significant concurrent positions] Chairman, Zeon Corporation Chairman, TOHPE CORPORATION	7,200
11	Hideichi Okada (October 15, 1951) <u>Outside Director</u> <u>Independent Officer</u>	April 1976 Joined the Ministry of International Trade and Industry (MITI) May 1981 Graduated from Harvard Law School April 2001 Executive Secretary to the Prime Minister August 2008 Director-General, Trade Policy Bureau July 2010 Vice-Minister for International Affairs September 2012 Retired from office January 2013 Advisor to NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc. March 2013 Director of the Company (to present) July 2014 Senior Executive Vice President of NEC Corporation (to present)	—
12	Nobuo Takenaka (July 16, 1948) <u>Newly nominated</u> <u>Outside Director</u> <u>Independent Officer</u>	April 1972 Joined Misawa Homes Co., Ltd. April 1988 Representative Director and Head of Misawa Homes Aomori Co., Ltd. June 1992 General Manager, Sales Planning Dept. of Misawa Homes Co., Ltd. June 1995 Director and General Manager of Ceramics Sales Promotion Dept., Misawa Homes Co., Ltd. February 1999 Director of Misawa Homes Co., Ltd., and Representative Director and President of Misawa Homes Chiba Co., Ltd. April 2004 Representative Director and President of Misawa Homes Tokyo Co., Ltd. October 2007 Director and Senior Managing Executive Officer of Misawa Homes Co., Ltd. June 2008 President and CEO of Misawa Homes Co., Ltd. (to present) [Significant concurrent positions] President and CEO, Misawa Homes Co., Ltd.	—

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The responsibilities of each candidate are described in “Names and Responsibilities of Directors and Audit & Supervisory Board Members” in the Business Report.
3. Messrs. Naozumi Furukawa, Hideichi Okada and Nobuo Takenaka are candidates for Outside Director.
4. Messrs. Naozumi Furukawa and Hideichi Okada are currently Outside Directors of the Company and will have served

- two (2) and three (3) years, respectively, at the conclusion of this General Meeting of Shareholders. In addition, Mr. Naozumi Furukawa served as Outside Audit & Supervisory Board Member of the Company in the past.
5. Zeon Corporation which is a significant concurrent position of Mr. Naozumi Furukawa, is a major supplier which supplies synthetic rubber and other products to the Company and that holds 16,271 thousand shares of the Company (10.14% voting rights) as a major shareholder.
 6. Reasons for selecting the candidates for Outside Director:
 - 1) Mr. Naozumi Furukawa took office as Director of the Company in March 2015, and his term will expire at the conclusion of this General Meeting of Shareholders. During his term of office, he actively provided opinions and suggestions based on his considerable knowledge on corporate management and accounting and finance. We propose his election so that his extensive experience and insights as an officer of Zeon Corporation will continue to be reflected in the management of the Company.
 - 2) Mr. Hideichi Okada took office as Director of the Company in March 2015, and his term will expire at the conclusion of this General Meeting of Shareholders. During his term of office, he actively provided opinions and suggestions from his international perspective and based on his deep insight into the economic and social events surrounding corporate management. We propose his election so that his extensive experience and knowledge accumulated during his many years with the Ministry of International Trade and Industry will continue to be reflected in the management of the Company.

Although Mr. Hideichi Okada has not been involved in corporate management other than serving as Outside Director or Audit & Supervisory Board Member, we judge that he will be able to appropriately conduct his duties as the Outside Director of the Company for the aforementioned reasons.
 - 3) Mr. Nobuo Takenaka is the President and CEO of Misawa Homes Co., Ltd., a leading home builder in Japan. We propose his election so that his extensive experience and knowledge accumulated by long serving as an officer of said company and its group companies may be reflected in the management of the Company.
 7. During Mr. Nobuo Takenaka's term of office as the President and CEO of Misawa Homes Co., Ltd., a subsidiary of said company in November 2013 committed a breach of duty of type certification in accordance with the Building Standards Act in relation to part of the buildings constructed by said subsidiary. At a meeting of the Board of Directors and other occasions where the related facts and the policy measures to be taken were discussed, he fulfilled his responsibilities by ensuring the appropriateness of said policy while taking into account requests from the Ministry of Land, Infrastructure, Transport and Tourism and giving direction to identify the cause and take appropriate Group-wide measures for the prevention of a recurrence.
 8. Mr. Hideichi Okada is designated as an Independent Officer by the Company and has been so reported to the Tokyo Stock Exchange and the Nagoya Stock Exchange.

Mr. Nobuo Takenaka satisfies the qualifications for an Independent Officer as required by the Tokyo Stock Exchange and the Nagoya Stock Exchange. Therefore, he will be an Independent Officer of the Company if his election is approved.
 9. Messrs. Naozumi Furukawa, Hideichi Okada and Nobuo Takenaka are not executives or officers of specified related business operators of the Company and have not been so for the past five (5) years.
 10. Messrs. Naozumi Furukawa, Hideichi Okada and Nobuo Takenaka do not have any plans to receive a large amount of money or other forms of property from the Company or specified related business operators of the Company and have not received such property during the past two (2) years.
 11. The Company has concluded agreements with Messrs. Naozumi Furukawa and Hideichi Okada to limit liabilities for damages under Article 423, Paragraph 1 of the Companies Act. The upper limit of liability pursuant to the agreement is the minimum amount stipulated by laws and regulations. The Company will continue the above-mentioned agreement with them if their election is approved.

The Company will enter into a similar agreement with Mr. Nobuo Takenaka if his election is approved.