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(Stock Exchange Code 5101)  
March 8, 2017

**To Shareholders with Voting Rights:**

Tadanobu Nagumo  
Chairman and Representative  
Member of the Board  
The Yokohama Rubber Co., Ltd.  
36-11, Shimbashi 5-chome,  
Minato-ku, Tokyo

**NOTICE OF  
THE 141ST 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 141st 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 Wednesday, March 29, 2017, Japan time, as per “4. Guidance on the Exercise of Voting Rights” below.

- 1. Date and Time:** Thursday, March 30, 2017, 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 141st Fiscal Year (January 1, 2016–December 31, 2016) 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 141st Fiscal Year (January 1, 2016–December 31, 2016)
  - Proposals to be resolved:** (Please see the Reference Documents for the General Meeting of Shareholders from page 3.)
    - Proposal 1:** Appropriation of Surplus
    - Proposal 2:** Partial Amendment to the Articles of Incorporation
    - Proposal 3:** Election of Twelve (12) Members of the Board
    - Proposal 4:** Election of One (1) Audit & Supervisory Board Member

**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 Wednesday, March 29, 2017, 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 Wednesday, March 29, 2017, 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.
- Among the documents to be provided with the notice of this convocation, the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements (Japanese only) are disclosed on the Company's website (<http://www.y-yokohama.com/cp/ir/>) pursuant to laws and regulations and Article 20 of the Company's Articles of Incorporation, therefore they are not included in the attachment to this convocation notice. The Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements are part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements, respectively, which are audited by the Accounting Auditor to prepare the Accounting Auditor's Report and are audited by the Audit & Supervisory Board Members to prepare their Audit Report.
- 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.

# 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 ¥4,168,851,180.
- (3) Effective date of dividend of surplus: March 31, 2017

### Proposal 2: Partial Amendment to the Articles of Incorporation

#### 1. Reason for the amendment

As the Company marks the 100th anniversary in October 2017, in order to reinforce its management foundation, the Company will partially amend Article 24 of the Articles of Incorporation, which allows the Board of Directors to appoint one (1) Vice Chairman of the Board as one (1) of the Members of the Board with Executive Positions.

#### 2. Details of the amendment

Details of the amendment are as follows.

(The amendment is underlined.)

Current Articles of Incorporation	Proposed Amendment
CHAPTER IV MEMBERS OF THE BOARD AND THE BOARD OF DIRECTORS  (Members of the Board With Executive Positions) Article 24 The Company, by resolution of the Board of Directors, may appoint one (1) President, as well as, one (1) Chairman of the Board, and one or more Executive Vice Presidents.	CHAPTER IV MEMBERS OF THE BOARD AND THE BOARD OF DIRECTORS  (Members of the Board With Executive Positions) Article 24 The Company, by resolution of the Board of Directors, may appoint one (1) President, as well as, one (1) Chairman of the Board, <u>one (1) Vice Chairman of the Board</u> , and one or more Executive Vice Presidents.

### Proposal 3: Election of Twelve (12) Members of the Board

The terms of office of all twelve (12) Members of the Board will expire at the conclusion of this General Meeting of Shareholders. Therefore, we would like to elect twelve (12) Members of the Board.

The candidates for Members of the Board 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</p> <p>March 2016    Chairman and Representative Member of the Board (to present)</p> <p>[Significant concurrent positions]</p> <p>President, The Japan Rubber Manufacturers Association</p>	92,625
	Reason for his nomination as a Member of the Board	<p>Mr. Tadanobu Nagumo took office as President and Representative Director of the Company in 2004 and has served as Chairman and Representative Director since 2011, taking the leadership in managing the Company for many years. He has contributed to the growth of the Yokohama Rubber Group while contributing to the development of the rubber industry as President of The Japan Rubber Manufacturers Association. The Company believes that, with his ample expertise and experience in overall business management, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.</p>	
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 Member of the Board(to present)</p> <p>May 2013      CEO of Yokohama Tire Corporation and CEO of Yokohama Corporation of North America</p>	42,800
	Reason for his nomination as a Member of the Board	<p>Mr. Hikomitsu Noji took office as President and Representative Member of the Board of the Company in 2011. Using his experience and achievements in the engineering and production field, he has contributed to the growth of the Yokohama Rubber Group in line with the medium-term management plan “Grand Design 100.” The Company believes that, with his ample expertise and experience in overall business management, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Masataka Yamaishi (June 5, 1962)	<p>April 1986      Joined the Company</p> <p>June 2007      General Manager, Head of Waste-Reduction Promotion Dept.</p> <p>November 2008      General Manager, Head of GD100 Promotion Dept.</p> <p>January 2010      General Manager, Head of Secretariat</p> <p>January 2012      President of Yokohama Europe GmbH</p> <p>October 2013      General Manager, Head of Corporate Planning Dept. of the Company and President of Acty Corporation</p> <p>March 2014      Corporate Officer of the Company</p> <p>March 2015      Director and Corporate Officer of the Company and President of Yokohama Motorsports International Co., Ltd. (to present)</p> <p>July 2016      Member of the Board and Managing Officer of the Company (to present)</p> <p>[Significant concurrent positions]</p> <p>President, Yokohama Motorsports International Co., Ltd.</p>	7,500
	Reason for his nomination as a Member of the Board	<p>Mr. Masataka Yamaishi took office as a Director of the Company in 2015, and currently serves as President, Tire Business and Head of the Corporate Planning Division and is in charge of the IT &amp; Management System Planning Division. In addition, he serves as President of Yokohama Motorsports International Co., Ltd., a subsidiary of the Company. In 2016, he has promoted the acquisition of Alliance Tire Group and successfully made it a wholly-owned subsidiary of the Company. The Company believes that, with his ample expertise and experience accumulated in the corporate planning division, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.</p>	
4	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 &amp; Marketing Dept. No. 1</p> <p>October 2005      General Manager, Head of Tire Overseas Sales &amp; 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      Member of the Board and Senior Managing Officer (to present)</p>	14,400
	Reason for his nomination as a Member of the Board	<p>Mr. Takao Oishi took office as a Director of the Company in 2011 and currently serves as President, Multiple Business. The Company believes, with his ample knowledge and experience accumulated in both the Tire and Multiple Business Groups, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
5	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      Member of the Board and Senior Managing Officer of the Company (to present)</p> <p>March 2016      CEO of Yokohama Corporation of North America and CEO of Yokohama Tire (Canada) Inc. (to present)</p> <p>[Significant concurrent positions] CEO, Yokohama Corporation of North America CEO, Yokohama Tire (Canada) Inc.</p>	8,500
	Reason for his nomination as a Member of the Board	Mr. Hideto Katsuragawa took office as a Director of the Company in 2013, and currently serves as CEO of Yokohama Corporation of North America and CEO of Yokohama Tire (Canada) Inc. The Company believes that, with his ample knowledge and experience accumulated in the tire business divisions in Japan and overseas, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Osamu Mikami (June 5, 1962)	<p>April 1985      Joined the Company</p> <p>June 2004      General Manager, Head of Tire Sales Promotion Dept.</p> <p>June 2005      General Manager, Head of Tire Domestic Sales Promotion Dept.</p> <p>June 2007      General Manager, Head of Tire Logistics &amp; Distribution Control Dept.</p> <p>June 2009      President of Yokohama Europe GmbH, and General Manager, Head of Tire Overseas Sales &amp; Marketing Dept. No. 1 of the Company</p> <p>January 2012    General Manager, Head of Corporate Planning Dept. of the Company and President of Acty Corporation</p> <p>June 2012      General Manager, Head of Corporate Planning Dept. of the Company</p> <p>October 2013    Acting Head of Tire Overseas Sales &amp; Marketing Division</p> <p>January 2014    Corporate Officer</p> <p>March 2015      Managing Corporate Officer</p> <p>March 2016      Member of the Board and Managing Officer of the Company (to present)</p> <p>[Significant concurrent positions] President, Yokohama Tire Japan Co., Ltd.</p>	4,100
	Reason for his nomination as a Member of the Board	Mr. Osamu Mikami took office as a Member of the Board of the Company in 2016, and currently serves as Head of the Japan Replacement Tire Sales & Marketing Division and President of Yokohama Tire Japan Co., Ltd., an important subsidiary of the Company. The Company believes that, with his ample knowledge and experience accumulated in the tire business divisions in Japan and overseas, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	
7	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      Member of the Board, Managing 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] President, Yokohamagomu Finance Co., Ltd. President, Yokohama Rubber Singapore Pte. Ltd.</p>	22,487
	Reason for his nomination as a Member of the Board	Mr. Shigeo Komatsu took office as a Director of the Company in 2014, and currently serves as Head of the Corporate Administration Division and is in charge of the Corporate Social Responsibility Division. The Company believes that, with his ample knowledge and experience accumulated in the tire business divisions and administrative departments, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	Shigeru Nakano (December 28, 1957)	<p>May 1992      Joined the Company</p> <p>October 2008      Vice President of Yokohama Tire Philippines, Inc.</p> <p>January 2010      General Manager, Head of Onomichi Plant of the Company</p> <p>June 2011      Chairman and President of Suzhou Yokohama Tire Co., Ltd.</p> <p>March 2013      Corporate Officer of the Company and President of LLC Yokohama R.P.Z</p> <p>January 2014      President of Yokohama Russia L.L.C.</p> <p>March 2016      Member of the Board and Officer of the Company (to present)</p>	3,100
	Reason for his nomination as a Member of the Board	Mr. Shigeru Nakano took office as a Member of the Board of the Company in 2016, and currently serves as Chief Tire Production Officer, Head of the Tire Production Technology Division and Head of the North America Tire Plant Division. The Company believes that, with his ample knowledge and experience accumulated in the tire production departments in Japan and overseas, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	
9	Masaki Noro (October 13, 1962)  <u>Newly nominated</u>	<p>April 1986      Joined the Company</p> <p>June 2007      General Manager, Head of PC Tire Designing Dept. No. 2</p> <p>June 2009      General Manager, Head of Mishima Plant</p> <p>January 2011      General Manager, Head of Shinshiro Plant</p> <p>October 2013      General Manager, Head of Consumer Tire Product Planning Dept.</p> <p>March 2014      Corporate Officer (to present) and President of Yokohama Motorsports International Co., Ltd.</p> <p>March 2015      Head of Consumer Tire Development Division of the Company (to present)</p> <p>April 2015      General Manager, Head of Tire Research &amp; Experiment Dept.</p> <p>March 2016      General Manager, Head of Tire R&amp;D Dept. (to present)</p>	3,400
	Reason for his nomination as a Member of the Board	Mr. Masaki Noro took office as a Corporate Officer of the Company in 2014, and currently serves as Head of the Consumer Tire Development Division and General Manager, Head of the Tire R&D Dept. The Company believes that, with his ample knowledge and experience accumulated in the tire technology and production departments, he is capable of appropriately supervising the management of the Company. Therefore, the Company newly nominated him as a Member of the Board.	
10	Naozumi Furukawa (December 22, 1944)  <u>Outside Member of the Board</u>	<p>April 1967      Joined Zeon Corporation</p> <p>June 1997      Director of Zeon Corporation</p> <p>June 1999      Managing Director of Zeon Corporation</p> <p>June 2001      Senior Managing Director of Zeon Corporation</p> <p>June 2003      President of Zeon Corporation</p> <p>June 2006      Audit &amp; Supervisory Board Member of the Company</p> <p>June 2013      Chairman of Zeon Corporation (to present) Chairman of TOHPE CORPORATION (to present)</p> <p>March 2014      Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] Chairman, Zeon Corporation Chairman, TOHPE CORPORATION</p>	7,600
	Reason for his nomination as a Member of the Board	The term of office of Mr. Naozumi Furukawa as an Outside Member of the Board, will reach three years at the conclusion of this General Meeting of Shareholders. During his term of office, he actively provided opinions and suggestions based on his ample knowledge on corporate management, accounting and finance. The Company nominated him as a Member of the Board in the belief that he will continuously contribute to the management of the Company with his ample experience and insight as an officer of Zeon Corporation. He had served as an Outside Audit & Supervisory Board Member of the Company for 7 years and 9 months since June 2006.	



No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Hideichi Okada (October 15, 1951)  Outside Member of the Board Independent Officer	<p>April 1976      Joined the Ministry of International Trade and Industry (MITI)</p> <p>May 1981      Graduated from Harvard Law School</p> <p>April 2001      Executive Secretary to the Prime Minister</p> <p>August 2008    Director-General, Trade Policy Bureau</p> <p>July 2010      Vice-Minister for International Affairs</p> <p>September 2012 Retired from office</p> <p>January 2013    Advisor to NTT DATA INSTITUTE OF MANAGEMENT CONSULTING, Inc.</p> <p>March 2013    Member of the Board of the Company (to present)</p> <p>July 2014      Senior Executive Vice President of NEC Corporation</p> <p>June 2016      President and Chief Executive Officer of Japan Petroleum Exploration Co., Ltd., President and Chief Executive Officer of Japex Offshore Ltd. and President and Chief Executive Officer of Japex Garraf Ltd. (to present)</p> <p>[Significant concurrent positions] President and Chief Executive Officer, Japan Petroleum Exploration Co., Ltd. President and Chief Executive Officer, Japex Offshore Ltd. President and Chief Executive Officer, Japex Garraf Ltd.</p>	—
	Reason for his nomination as a Member of the Board	The term of office of Mr. Hideichi Okada as an Outside Member of the Board, will reach four years 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 of economic and social events surrounding corporate management. The Company nominated him as a Member of the Board in the belief that he will continuously contribute to the management of the Company with his ample experience in the government ministry and knowledge of corporate management accumulated in Japan Petroleum Exploration Co., Ltd. and other companies.	
12	Nobuo Takenaka (July 16, 1948)  Outside Member of the Board Independent Officer	<p>April 1972      Joined Misawa Homes Co., Ltd.</p> <p>April 1988      Representative Director and Head of Misawa Homes Aomori Co., Ltd.</p> <p>June 1992      General Manager, Sales Planning Dept. of Misawa Homes Co., Ltd.</p> <p>June 1995      Director and General Manager of Ceramics Sales Promotion Dept., Misawa Homes Co., Ltd.</p> <p>February 1999    Director of Misawa Homes Co., Ltd., and Representative Director and President of Misawa Homes Chiba Co., Ltd.</p> <p>April 2004      Representative Director and President of Misawa Homes Tokyo Co., Ltd.</p> <p>October 2007    Director and Senior Managing Executive Officer of Misawa Homes Co., Ltd.</p> <p>June 2008      President and CEO of Misawa Homes Co., Ltd. (to present)</p> <p>March 2016      Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] President and CEO, Misawa Homes Co., Ltd.</p>	—
	Reason for his nomination as a Member of the Board	The term of office of Mr. Nobuo Takenaka as an Outside Member of the Board, will reach one year at the conclusion of this General Meeting of Shareholders. During his term of office, he actively provided opinions and suggestions based on his ample knowledge and long-year experience in corporate management. The Company nominated him as a Member of the Board in the belief that he will continuously contribute to the management of the Company with his ample experience and knowledge accumulated as an officer of Misawa Homes Co., Ltd. and its group companies.	

