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(Stock Exchange Code 5101)
March 6, 2020

To Shareholders with Voting Rights:

Masataka Yamaishi
President, Chairman of the Board
The Yokohama Rubber Co., Ltd.
36-11, Shimbashi 5-chome,
Minato-ku, Tokyo

**NOTICE OF
THE 144TH 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 144th 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 Thursday, March 26, 2020, Japan time, as per “4. Guidance on the Exercise of Voting Rights” below.

- 1. Date and Time:** Friday, March 27, 2020, 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

No souvenirs will be provided to shareholders attending the General Meeting of Shareholders.
Your understanding would be much appreciated.

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 144th Fiscal Year (January 1, 2019–December 31, 2019) 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 144th Fiscal Year (January 1, 2019–December 31, 2019)

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: Election of Eleven (11) Members of the Board

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 Thursday, March 26, 2020, 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 Thursday, March 26, 2020, 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 Consolidated Statement of Changes in Equity, the Notes to Consolidated Financial Statements, the Non-Consolidated Statement of Changes in Net Assets and the Notes to Non-Consolidated Financial Statements (Japanese only) are disclosed on the Company's website (<https://www.y-yokohama.com/ir/>) pursuant to laws and regulations and Article 20 of the Company's Articles of Incorporation. Therefore, they are not attached to this convocation notice.
The aforementioned documents, as well as other documents attached to this convocation notice, are subject to auditing by the Accounting Auditor and the Audit & Supervisory Board Members.
- 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

The Company's basic dividend 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.

Regarding the year-end dividend for the fiscal year under review, we would like to propose increasing the dividend by 2 yen per share as below, based on our financial conditions and consolidated financial results for the fiscal year under review.

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:
¥33 per share of common stock of the Company
Total cash dividends of ¥5,294,834,391
- (3) Effective date of dividend of surplus:
March 30, 2020

Proposal 2: Election of Eleven (11) Members of the Board

The terms of office of all nine (9) Members of the Board will expire at the conclusion of this General Meeting of Shareholders. To ensure diversity and reinforce the corporate governance system, we would like to elect eleven (11) Members of the Board, including five (5) Outside 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	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.</p> <p>July 2016 Member of the Board and Managing Officer of the Company</p> <p>March 2017 President and Representative Member of the Board (to present)</p>	56,544
	Reason for his nomination as a Member of the Board	Mr. Masataka Yamaishi took office as a Director of the Company in 2015 and President and Representative Member of the Board in 2017, having been energetically engaged in the business execution for the growth of the Yokohama Rubber Group. The Company believes that, with his ample expertise and experience accumulated in the Corporate Planning Division, including the acquisition of Alliance Tire Group in 2016 to make it a wholly-owned subsidiary of the Company, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	
2	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 & Distribution Control Dept.</p> <p>June 2009 President of Yokohama Europe GmbH, and General Manager, Head of Tire Overseas Sales & 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>July 2012 General Manager, Head of Corporate Planning Dept. of the Company</p> <p>October 2013 Acting Head of Tire Overseas Sales & Marketing Division</p> <p>January 2014 Corporate Officer</p> <p>March 2015 Managing Corporate Officer President of Yokohama Tire Japan Co., Ltd.</p> <p>March 2016 Member of the Board and Managing Officer of the Company</p> <p>March 2017 Member of the Board and Senior Managing Officer (to present)</p>	23,218
	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 is currently in charge of Corporate Planning Division and MB Division and serves as Head of Industrial Products Division and Head of Hamatite Division. The Company believes that, with his ample expertise and experience accumulated in the business divisions and administrative 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.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Masaki Noro (October 13, 1962)	<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 of the Company and President of Yokohama Motorsports International Co., Ltd.</p> <p>March 2015 Head of Consumer Tire Development Division of the Company</p> <p>April 2015 General Manager, Head of Tire Research & Experiment Dept.</p> <p>March 2016 General Manager, Head of Tire R&D Dept.</p> <p>March 2017 Member of the Board and Managing Officer (to present)</p>	17,814
	Reason for his nomination as a Member of the Board	Mr. Masaki Noro took office as a Member of the Board of the Company in 2017 and currently serves as Chief Technical Officer and Head of Research and Advanced Development Division and is in charge of Multiple Business Production and Technology. The Company believes that, with his ample expertise and experience accumulated in the tire technology and production departments, he is capable of appropriately supervising the management of the Company. Therefore, the Company nominated him as a Member of the Board again.	
4	Gota Matsuo (April 19, 1966)	<p>April 1989 Joined the Company</p> <p>June 2010 General Manager, Deputy Head of Corporate Finance & Accounting Dept.</p> <p>October 2013 General Manager, Head of Sports Business Planning & Marketing Dept.</p> <p>January 2015 Director and Vice President of PRGR Co., Ltd., and General Manager, Head of Sports Business Planning Dept. of the Company</p> <p>March 2016 General Manager, Head of Corporate Finance & Accounting Dept.</p> <p>January 2017 Officer of the Company and Senior Managing Director of Yokohamagomu Finance Co., Ltd.</p> <p>March 2017 President of Yokohamagomu Finance Co., Ltd. (to president)</p> <p>March 2018 Member of the Board and Officer of the Company</p> <p>March 2019 Member of the Board and Managing Officer of the Company (to present)</p> <p>[Significant concurrent positions] President, Yokohamagomu Finance Co., Ltd.</p>	15,383
	Reason for his nomination as a Member of the Board	Mr. Gota Matsuo took office as a Member of the Board of the Company in 2018 and currently serves as Chief Financial Officer and Head of Corporate Administration Division, is in charge of Corporate Finance & Accounting Department and Corporate Social Responsibility Division, and serves as President of Yokohamagomu Finance Co., Ltd. The Company believes that, with his long years of experience in the finance and accounting departments of the Company as well as in sports products divisions, 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
5	Toru Nakamura (May 17, 1964)	<p>April 1990 Joined the Company</p> <p>April 2011 General Manager, Deputy Head of Mie Plant</p> <p>June 2011 General Manager, Head of Mie Plant</p> <p>March 2013 Vice President of Yokohama Tire Manufacturing (Thailand) Co., Ltd.</p> <p>March 2015 President of Yokohama Tire Manufacturing (Thailand) Co., Ltd.</p> <p>March 2016 Associate Officer of the Company and President of Yokohama Tire Manufacturing (Thailand) Co., Ltd.</p> <p>July 2016 Associate Officer of the Company and Vice Chairman of ATC Tires Private Limited</p> <p>March 2018 Officer, Head of Overseas Tire Production Division of the Company and Vice Chairman of ATC Tires Private Limited</p> <p>March 2019 Member of the Board and Officer of the Company (to present)</p>	9,847
	Reason for his nomination as a Member of the Board	Mr. Toru Nakamura took office as a Member of the Board of the Company in 2019 and currently serves as Head of Tire Production Division and Head of Hiratsuka Factory. The Company believes that, with his ample expertise 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.	
6	Nitin Mantri (March 29, 1970) <u>Newly nominated</u>	<p>2001 Joined The Boston Consulting Group</p> <p>August 2003 Joined Cummins Inc. Director of Cummins Inc.</p> <p>June 2012 General Manager of Cummins Fuel Systems</p> <p>February 2017 Joined ATC Tires Private Limited</p> <p>May 2017 CEO of ATC Tire Private Limited (to present)</p> <p>March 2018 Officer of the Company (to present)</p> <p>October 2019 Chairman of Yokohama India Private Limited (to present)</p> <p>[Significant concurrent positions] CEO of ATC Tire Private Limited Chairman of Yokohama India Private Limited</p>	-
	Reason for his nomination as a Member of the Board	Mr. Nitin Mantri took office as Officer of the Company in 2018 and currently serves as CEO of ATC Tires Private Limited, a subsidiary, and Chairman of Yokohama India Private Limited, another subsidiary of the Company. With his ample experience and insight in management of overseas operations, Mr. Mantri worked at ATC, where he achieved sustainable growth of ATG and drove the growth of the entire Group. The Company believes that, with his experience and insight, he is capable of appropriately supervising the management of the Company. Therefore, the Company newly nominated him as a Member of the Board.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
7	<p>Hideichi Okada (October 15, 1951)</p> <p>Outside Member of the Board</p> <p>Independent Officer</p>	<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.</p> <p>August 2017 Chairman of JAPEX Montney Ltd.</p> <p>October 2019 Special Advisor of Japan Petroleum Exploration Co., Ltd. (to present)</p> <p>[Significant concurrent positions] Special Advisor of Japan Petroleum Exploration Co., 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 seven 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 an Outside Member of the Board again in the belief that he will 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.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
8	<p data-bbox="215 560 391 616">Nobuo Takenaka (July 16, 1948)</p> <p data-bbox="199 649 406 739">Outside Member of the Board Independent Officer</p>	<p data-bbox="438 268 550 291">April 1972</p> <p data-bbox="438 302 550 324">April 1988</p> <p data-bbox="438 358 550 380">June 1992</p> <p data-bbox="438 414 550 436">June 1995</p> <p data-bbox="438 470 582 492">February 1999</p> <p data-bbox="438 526 550 548">April 2004</p> <p data-bbox="438 582 582 604">October 2007</p> <p data-bbox="438 638 550 660">June 2008</p> <p data-bbox="438 672 550 694">June 2011</p> <p data-bbox="438 728 566 750">March 2016</p> <p data-bbox="438 761 550 784">June 2016</p> <p data-bbox="438 795 550 817">June 2017</p> <p data-bbox="438 828 566 851">March 2018</p> <p data-bbox="438 907 774 929">[Significant concurrent positions]</p> <p data-bbox="438 940 949 963">Chairman of the Board, Misawa Homes Co., Ltd.</p> <p data-bbox="438 974 1133 996">Chairman, Environmentally Symbiotic Housing Promotion Council</p> <p data-bbox="438 1008 837 1030">Chairman, The Machinami Foundation</p>	1,400
	Reason for his nomination as a Member of the Board	<p data-bbox="438 1041 1460 1232">The term of office of Mr. Nobuo Takenaka 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 based on his ample knowledge and long-year experience in corporate management. The Company nominated him as an Outside Member of the Board again in the belief that he will contribute to the management of the Company with his ample experience and insight accumulated as an officer of Misawa Homes Co., Ltd. and its group companies.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
9	Hirokazu Kono (April 22, 1957)	<p>March 1980 Graduated from Department of Administration Engineering, Faculty of Engineering, Keio University</p> <p>March 1982 Completed the Master's Course at Graduate School of Engineering, Keio University</p> <p>March 1987 Withdrew from said Graduate School of Engineering after obtaining credits required for completion of the Doctoral Course</p> <p>April 1987 Assistant at Keio University Graduate School of Business Administration</p> <p>April 1991 Assistant Professor, Keio University</p> <p>May 1991 Acquired Ph.D. in Engineering from Keio University</p> <p>July 1991 Visiting scholar, Harvard Business School (until July 1992)</p> <p>April 1998 Professor, Keio University (to present)</p> <p>October 2009 Professor in Operations Management, Keio University Graduate School of Business Administration</p>	—
	<p>Outside Member of the Board Independent Officer</p> <p>June 2011 Member of the Company's Independent Committee (until March 2014)</p> <p>June 2014 Outside Statutory Auditor of OKASAN SECURITIES GROUP INC.</p> <p>June 2015 Outside Director/Audit and Supervisory Committee Member of OKASAN SECURITIES GROUP INC. (to present)</p> <p> Outside Director of STANLEY ELECTRIC CO., LTD. (to present)</p> <p>March 2018 Member of the Board of the Company (to present)</p> <p>[Significant concurrent positions] Professor, Keio University</p>		
	Reason for his nomination as a Member of the Board	<p>The term of office of Mr. Hirokazu Kono as an Outside Member of the Board, will reach two years at the conclusion of this General Meeting of Shareholders. During his term of office, he has actively provided opinions and suggestions based on his deep insight accumulated through his long-year studies of management engineering and business administration at universities in Japan and the United States. The Company nominated him as an Outside Member of the Board again in the belief that, with his ample academic knowledge in management engineering and business administration, as well as his achievements and insight as outside director of STANLEY ELECTRIC CO., LTD. and OKASAN SECURITIES GROUP INC., he will contribute to the management of the Company.</p>	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
10	<p>Takashi Yamane (January 17, 1949)</p> <p><u>Newly nominated</u> <u>Outside Member of</u> <u>the Board</u> <u>Independent Officer</u></p>	<p>March 1973 Graduated from Department of Political Science, School of Political Science and Economics, Waseda University</p> <p>November 1974 Joined Sanwa Audit Corporation (currently Deloitte Touche Tohmatsu LLC)</p> <p>February 1978 Registered as a Certified Public Accountant</p> <p>March 1982 Master of Business Administration, Graduate School of Business Administration, Keio University</p> <p>April 1982 Established Nihon Keiei Keikaku Co., Ltd. Representative Director of Nihon Keiei Keikaku Co., Ltd.</p> <p>April 1994 Assistant Professor, Graduate School of Business Administration, Keio University</p> <p>March 1997 Completed the Doctoral Program of Graduate School of Business and Commerce, Keio University (Earned a Doctoral Degree in Commerce in September 1999)</p> <p>September 1998 Visiting Scholar, Stanford University</p> <p>April 2001 Professor, Graduate School of Business Administration, Keio University</p> <p>May 2003 Member of Selection Committee, RJC Car of the Year</p> <p>June 2005 Outside Director of Astellas Pharma Inc.</p> <p>June 2011 Outside Director of NEC Fielding, Ltd.</p> <p>March 2014 Professor Emeritus, Keio University</p> <p>April 2014 Professor, Graduate School of Business and Finance, Waseda University</p> <p>April 2019 Professor, Department of Management, Graduate School, Business Breakthrough University (to present)</p> <p>[Significant concurrent positions] Professor, Department of Management, Graduate School, Business Breakthrough University</p>	—
	Reason for his nomination as a Member of the Board	Mr. Takashi Yamane is a Certified Public Accountant and a university professor who has been studying business administration and giving lectures on the subject for a long time. The Company newly nominated him as an Outside Member of the Board in the belief that he will contribute to the management of the Company with his ample knowledge and insight.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
11	Masatoshi Hori (October 14, 1953) Newly nominated Outside Member of the Board Independent Officer	<p>April 1976 Joined Fuji Xerox Co., Ltd.</p> <p>March 1987 Completed Graduate School of Business Administration, Keio University</p> <p>January 1990 Joined The Japan Research Institute, Limited</p> <p>June 2001 Director (Member of the Board), Director, Corporate Planning Department of Pokka Corporation</p> <p>April 2003 Senior Managing Director of Pokka Corporation</p> <p>December 2005 President and Representative Director of Pokka Corporation</p> <p>June 2011 Chairman and Representative Director of Pokka Corporation</p> <p>March 2012 President and Representative Director of POKKA SAPPORO FOOD & BEVERAGE LTD.</p> <p>January 2014 Director and Advisor of POKKA SAPPORO FOOD & BEVERAGE LTD.</p> <p>March 2014 Advisor of POKKA SAPPORO FOOD & BEVERAGE LTD.</p> <p>June 2015 Outside Auditor of AICHI ELECTRIC CO., LTD. (to present)</p> <p>August 2015 Outside Director of INTER ACTION Corporation</p> <p>May 2019 Director/Audit and Supervisory Board Member of KOMEDA Holdings Co., Ltd. (to present)</p>	—
	Reason for his nomination as a Member of the Board	Mr. Masatoshi Hori is a former Representative Director of Pokka Corporation. In addition to ample experience and insight as a corporate manager, he has a track record of being involved and successful in a large number of M&A deals. The Company newly nominated him as an Outside Member of the Board in the belief that he will be able to leverage his experience and insight to contribute to the management of the Company and the future growth strategies of the Company.	

(Notes)

1. There are no special interests between each candidate for Member of the Board and the Company.
2. The responsibilities of each candidate are described in “Names and Responsibilities of Members of the Board and Audit & Supervisory Board Members” in the Business Report (Japanese only).
3. Messrs. Hideichi Okada, Nobuo Takenaka, Hirokazu Kono, Takashi Yamane and Masatoshi Hori are candidates for Outside Member of the Board.
4. Some of the wooden-panel houses that had been delivered to customers until July 31, 2018, by Misawa Homes Co., Ltd., for which Mr. Nobuo Takenaka currently serves as Chairman of the Board, were found not compliant with the approved specifications due to the load calculation software used by said company.
5. Messrs. Hideichi Okada, Nobuo Takenaka and Hirokazu Kono are designated as Independent Officers by the Company and have been so reported to the Tokyo Stock Exchange and the Nagoya Stock Exchange. Messrs. Takashi Yamane and Masatoshi Hori satisfy the respective requirements for Independent Officers prescribed by the Tokyo Stock Exchange and the Nagoya Stock Exchange. Therefore, if their election is approved, they will be designated as Independent Officers of the Company and be so reported to the said Exchanges.
6. Messrs. Hideichi Okada, Nobuo Takenaka, Hirokazu Kono, Takashi Yamane and Masatoshi Hori are not executives or officers of specified related business operators of the Company and have not been so for the past five (5) years.
7. Messrs. Hideichi Okada, Nobuo Takenaka, Hirokazu Kono, Takashi Yamane and Masatoshi Hori 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.
8. The Company has concluded agreements with Messrs. Hideichi Okada, Nobuo Takenaka and Hirokazu Kono 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. If the election of Messrs. Takashi Yamane and Masatoshi Hori is approved, the Company will conclude the same agreement with them as well.