

Hiroshi Taguchi
Representative Director & President
TACHI-S CO., LTD.
3-3-7 Matsubara-cho, Akishima-shi, Tokyo
Securities code: 7239

June 3, 2013

To all Shareholders,

Notice of the 61th Annual General Meeting of Shareholders

The shareholders of TACHI-S CO., LTD. (the “Company”) are invited to participate in the 61th 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 Monday, June 24, 2013.

- 1. Date and time:** 10:00 a.m. Tuesday, June 25, 2013
- 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, consolidated financial statements, and audit report of the consolidated financial statements by the Independent Auditors and Audit & Supervisory Board for the 61th term (April 1, 2012 to March 31, 2013)
 2. Report of the non-consolidated financial statements for the 61th term (April 1, 2012 to March 31, 2013)

Matters for approval:

- Proposal 1:** Appropriation of Surplus
Proposal 2: Election of seven 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. The full-year dividend for the fiscal year under review, in consideration of the sound business results for the fiscal year under review, business plans going forward and other factors, will be as follows.

- (1) Type of dividend: Cash
- (2) Matters related to appropriation of dividends and total amount thereof
We will pay ¥7 per share of the Company's common stock. We will pay a total amount of ¥255,076,724 as dividends. As a result, the annual dividend, including the interim dividend of ¥7 per share, amounts to ¥14 per share.
- (3) Effective date of dividend from surplus: June 26, 2013

Proposal 2: Election of seven Directors

The terms of office of all seven Directors will expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, we propose to elect the following seven Director candidates.

The candidates for Directors are as follows:

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

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)	<p>April 1969 Joined Nissan Motor Co., Ltd.</p> <p>July 1993 Director and Chief Advisor, Nissan Motor Co. (Australia) Pty. Ltd.</p> <p>April 1998 Joined TACHI-S CO., LTD. as Senior General Manager Representative Director & President, Industria de Asiento Superior S.A. DE C.V.</p> <p>June 2001 Joined Nissan Motor Co., Ltd.</p> <p>April 2002 General Manager of Chinese Operations Department</p> <p>January 2003 Joined TACHI-S CO., LTD. as Corporate Advisor</p> <p>June 2003 Executive Officer</p> <p>June 2004 Director & Senior Executive Officer, Division Manager of Overseas Business</p> <p>April 2006 Division Manager of Overseas Business Control</p> <p>April 2008 Director & Executive Vice President</p> <p>April 2009 Director, Chief Operating Officer</p> <p>June 2009 Representative Director, President & Chief Operating Officer (incumbent)</p> <p>April 2010 Head of International Operations</p> <p>April 2011 Division Manager of Quality Assurance</p> <p>April 2013 Head of Global Monozukuri Management Control</p>	27,200
3	Yoshiyuki Nogami (January 9, 1952)	<p>April 1975 Joined Maeda Corporation</p> <p>April 1998 Deputy General Manager of Overseas Business Department</p> <p>January 2000 Joined TACHI-S CO., LTD.</p> <p>June 2003 Executive Officer</p> <p>June 2005 Senior Executive Officer</p> <p>April 2007 Division Manager of Business Control</p> <p>June 2007 Director & Senior Executive Officer</p> <p>April 2008 Division Manager of Administration and Management Control (incumbent)</p> <p>April 2009 Director & Executive Vice President (incumbent)</p> <p>April 2010 Head of Administration and Management Control, Global Business Management</p> <p>April 2011 Head of Administration and Management Control, and Head of Global Business Management, Sales and Marketing, Division Manager of Overseas</p> <p>June 2011 Head of Administration and Management Control (incumbent)</p>	11,800
4	Taro Nakayama (September 18, 1955)	<p>April 1980 Joined Nissan Motor Co., Ltd.</p> <p>April 2010 General Manager of Global Multisourcing & Export Management Department</p> <p>April 2011 Joined TACHI-S CO., LTD. as Corporate Advisor</p> <p>June 2011 Director, Executive Vice President, Head of Business Development and Sales (incumbent), Division Manager of Overseas</p> <p>April 2012 Division Manager of Business Development and Sales (incumbent)</p>	7,200

No.	Name (Date of birth)	Brief History, Position, Principal Duties and Key Concurrent Posts	Number of shares of the Company held
5	Mutsumi Gamou (July 25,1956)	<p>April 1979 Joined TACHI-S CO., LTD.</p> <p>April 2007 Executive Officer</p> <p>April 2008 Division Manager of Sales and Marketing</p> <p>April 2009 Senior Executive Officer</p> <p>June 2009 Director & Senior Executive Officer (incumbent)</p> <p>April 2012 Officer in charge of HONDA, TOYOTA and MITSUBISHI Business (incumbent)</p> <p>April 2013 Officer in charge of Aichi and Chukyo area business (incumbent)</p>	7,300
6	Hiroyuki Miki (October 3, 1953)	<p>April 1979 Joined Nissan Motor Co., Ltd.</p> <p>January 2000 Supervisor of Product Planning and Strategy Office</p> <p>April 2001 General Manager of Planning Management Department</p> <p>April 2004 Joined TACHI-S CO., LTD. as Corporate Advisor</p> <p>June 2004 Executive Officer</p> <p>June 2005 Director & Senior Executive Officer, Division Manager of Development Technology</p> <p>April 2006 Division Manager of Development Engineering</p> <p>April 2007 Representative Director & President, TACHI-S ENGINEERING U.S.A. INC.</p> <p>June 2007 Retired as Director of TACHI-S CO., LTD., Senior Executive Officer (incumbent)</p> <p>April 2009 Division Manager of Quality Assurance</p> <p>April 2011 Division Manager of Development Engineering (incumbent)</p> <p>June 2012 Director & Senior Executive Officer (incumbent)</p>	9,500
7	Michihiro Kitsukawa (March 19, 1947)	<p>April 1975 Registered with the Daiichi Tokyo Bar Association</p> <p>April 1977 Joined Tanigawa Hachiro Law Office</p> <p>April 1977 Established Kitsukawa Michihiro Law Office</p> <p>April 1999 Established and became a partner at Clover Law Office (incumbent)</p> <p>April 2005 Deputy Chairman, Dai-ichi Tokyo Bar Association</p> <p>June 2006 Outside Director of TACHI-S CO., LTD. (incumbent)</p> <p>Member of the Special Committee of TACHI-S CO., LTD. (incumbent)</p> <p>April 2011 Chairman of Daiichi Tokyo Bar Association Vice Chairman of Japan Federation of Bar Associations</p> <p>(Key concurrent posts) Partner & attorney at law, Clover Law Office</p>	6,700

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 seven 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. Shinsuke Matsuo, 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)	Brief History, Position and Key Concurrent Posts	Number of shares of the Company held
Shinsuke Matsuo (August 4, 1970)	April 1997 Registered with the Tokyo Bar Association Joined Sakura Kyodo Law Offices June 2006 Sakura Kyodo Law Offices Partner (incumbent) June 2011 Outside Audit & Supervisory Board Member of TACHI-S CO., LTD. (incumbent) Member of the Special Committee of TACHI-S CO., LTD. (incumbent) (Key concurrent posts) Partner & attorney at law, Sakura Kyodo Law Offices	600

Notes:

- 1: Mr. Shinsuke Matsuo has no conflicts of interest with the Company.
- 2: Mr. Shinsuke Matsuo is a candidate for Outside Audit & Supervisory Board Member.
- 3: The Company nominates Mr. Shinsuke Matsuo as an Outside Audit & Supervisory Board Member 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. Matsuo has had no direct involvement in corporate management apart from serving as an Outside Audit & Supervisory Board Member, the Company has determined that he can properly execute the duties as an Outside Audit & Supervisory Board Member given his expertise and experience previously mentioned. The term of office of the Company's Outside Audit & Supervisory Board Member is two years from the close of this General Meeting of Shareholders.
- 4: The Company has concluded an agreement with Mr. Shinsuke Matsuo 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. Matsuo as Outside Audit & Supervisory Board Member 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 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 60th Annual General Meeting of Shareholders held on June 27, 2012 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 (Date of birth)	Brief History and Key Concurrent Posts	Number of shares of the Company held
Noriaki Kinoshita (December 5, 1939)	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 Senior Partner of Inoue Tatsuo Accounting Office October 1993 Senior Partner of Asahi & Co. (currently KPMG AZSA LLC) April 2002 Professor, Faculty of Commerce, Chuo University 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)	0

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 ¥65 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, 2013)

(Unit: Millions of yen)

Account Name	Amount	Account Name	Amount
(Assets)		(Liabilities)	
Total current assets	73,630	Total current Liabilities	41,835
Cash, time deposits and other cash equivalents	31,560	Accounts and notes payable	31,336
Accounts and notes receivable	28,156	Short-term bank loans	434
Marketable securities	1,744	Income taxes payable	1,232
Goods and merchandises	1,124	Accrued expenses	4,143
Work in process	615	Reserve for directors' bonuses	65
Raw materials and supplies	5,385	Other current liabilities	4,625
Advance payments	1,669		
Deferred income taxes	946		
Other current assets	2,481	Total fixed liabilities	7,630
Allowance for bad debts	-53	Long-term debt	1,993
		Deferred income taxes	1,642
Fixed assets	50,494	Reserve for retirement benefits	1,878
Property, plant and equipment	24,021	Retirement allowance for directors and audit & supervisory board members	16
Buildings and structures	9,573	Other non-current liabilities	2,099
Machinery and vehicles	6,463		
Land	6,058		
Construction in progress	886		
Other tangible assets	1,039		
		Total liabilities	49,466
Intangibles and deferred charges	488	(Net assets)	
		Total shareholders' equity	69,361
Investments and other assets	25,985	Common stock	9,040
Investments in securities	21,595	Additional paid-in capital	9,518
Long-term loans	27	Retained earnings	50,805
Deferred income taxes	117	Treasury stock	-3
Other assets	4,255	Valuation and translation adjustments	986
Allowance for bad debts	-9	Net unrealized gain on securities	2,207
		Foreign currency translation adjustments	-1,221
		Minority interests in consolidated subsidiaries	4,311
		Total net assets	74,658
Total assets	124,125	Total liabilities and net assets	124,125

Consolidated Statement of Income

(From April 1, 2012 to March 31, 2013)

(Unit: Millions of yen)

Account Name	Amount	
Net sales		217,692
Cost of sales		199,279
Gross profit		18,413
Selling, general and administrative expenses		12,293
Operating income		6,120
Non operating income		
Interest income	197	
Dividend income	187	
Equity in earnings of subsidiaries and affiliates	2,794	
Foreign exchange gain	101	
Other non operating income	84	3,365
Non operating expenses		
Interest expenses	132	
Stock issuance expenses	20	
Other non operating expenses	6	159
Ordinary income		9,326
Extraordinary income		
Gain on sales of fixed assets	10	
Gain on sales of investment securities	5	16
Extraordinary loss		
Loss on disposal of fixed assets	196	
Impairment loss on fixed assets	53	249
Net income before taxes and adjustments		9,092
Income taxes	1,972	
Income taxes-deferred	405	2,377
Income (loss) before minority interests		6,715
Minority interests in net income of consolidated subsidiaries		1,122
Net income		5,593

Consolidated Statement of Changes in Net Assets

(From April 1, 2012 to March 31, 2013)

(Unit: Millions of yen)

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance at April 1, 2012	8,145	7,836	45,627	-1,960	59,649
Change of items during the period					
Issuance of new common stock	894	894			1,788
Cash dividends			-492		-492
Net income			5,593		5,593
Treasury stock purchased				-1	-1
Disposal of treasury stock		787		1,958	2,746
Change of scope of consolidation			-11		-11
Change of scope of equity method			-1		-1
Others			89		89
Net changes of items other than shareholders' equity					
Total of changes during the fiscal year	894	1,682	5,178	1,957	9,712
Balance at March 31, 2013	9,040	9,518	50,805	-3	69,361

(Unit: Millions of yen)

	Valuation and translation adjustments			Minority interests in consolidated subsidiaries	Total net assets
	Net unrealized gain on securities	Foreign currency translation adjustments	Total valuation and translation adjustments		
Balance at April 1, 2012	1,646	-5,302	-3,656	4,670	60,663
Change of items during the period					
Issuance of new common stock					1,788
Cash dividends					-492
Net income					5,593
Treasury stock purchased					-1
Disposal of treasury stock					2,746
Change of scope of consolidation					-11
Change of scope of equity method					-1
Others					89
Net changes of items other than shareholders' equity	561	4,081	4,642	-358	4,283
Total of changes during the fiscal year	561	4,081	4,642	-358	13,995
Balance at March 31, 2012	2,207	-1,221	986	4,311	74,658

Non-consolidated Balance Sheet

(As of March 31, 2013)

(Unit: Millions of yen)

Account Name	Amount	Account Name	Amount
(Assets)		(Liabilities)	
Total current assets	41,359	Total current Liabilities	29,976
Cash, time deposits and other cash equivalents	11,247	Notes payable	782
Notes receivable	58	Accounts payable	22,253
Accounts receivable	21,004	Subsidiaries' and affiliates' funds entrusted for investment	871
Marketable securities	1,600	Accounts payable-other	936
Goods and merchandises	314	Accrued expenses	2,792
Work in process	505	Income taxes payable	731
Raw materials and supplies	2,061	Deposits received	503
Advance payments	1,746	Notes payable-facilities	636
Deferred income taxes	701	Unearned revenue	216
Short-term loans	1,191	Reserve for directors' bonuses	65
Accounts receivable-other	267	Other current liabilities	186
Other current assets	712		
Allowance for bad debts	-53		
		Total fixed liabilities	5,728
Fixed assets	42,617	Long-term debt	1,500
Property, plant and equipment	15,867	Deferred income taxes	433
Buildings	6,801	Reserve for retirement benefits	1,715
Structures	230	Long-term accounts payable-other	208
Machinery	2,941	Long-term lease deposited	398
Vehicles	7	Long-term guarantee deposited	1,471
Equipment	628		
Land	4,982	Total liabilities	35,705
Construction in progress	275		
Intangibles and deferred charges	414	(Net assets)	
Software	397	Total shareholders' equity	46,066
Other intangible assets	16	Common stock	9,040
Investments and other assets	26,336	Additional paid-in capital	9,193
Investments in securities	6,860	Legal capital surplus	8,592
Stock of subsidiaries and affiliates	13,468	Other additional paid-in capital	601
Investments in subsidiaries and affiliates	5,480	Retained earnings	27,835
Long-term loans	26	Legal retained earnings	480
Long-term prepaid expenses	7	Other retained earnings	27,354
Guarantee deposits	332	Reserve for advanced depreciation of fixed assets	21
Other assets	170	General reserve	15,000
Allowance for bad debts	-9	Retained earnings brought forward	12,333
		Treasury stock	-3
		Total valuation, translation adjustments and others	2,205
		Net unrealized gain on securities	2,205
		Total net assets	48,271
Total assets	83,977	Total liabilities and net assets	83,977

Non-consolidated Statement of Income

(From April 1, 2012 to March 31, 2013)

(Unit: Millions of yen)

Account Name	Amount	
Net sales		123,265
Cost of sales		113,119
Gross profit		10,145
Selling, general and administrative expenses		7,533
Operating income		2,612
Non operating income		
Interest and dividend income	2,082	
Other non operating income	206	2,288
Non operating expenses		
Interest expenses	118	
Stock issuance expenses	20	
Other non operating expenses	2	142
Ordinary income		4,758
Extraordinary income		
Gain on sales of fixed assets	0	
Gain on sales of investment securities	5	5
Extraordinary loss		
Loss on disposal of fixed assets	170	
Impairment loss on fixed assets	53	223
Net income before taxes		4,540
Income taxes	1,090	
Income taxes-deferred	-92	997
Net income		3,542

Non-consolidated Statement of Changes in Net Assets

(From April 1, 2012 to March 31, 2013)

(Unit: Millions of yen)

	Shareholders' equity					
	Common stock	Additional paid-in capital			Retained earnings	
		Legal capital surplus	Other additional paid-in capital	Total additional paid-in capital	Legal retained earnings	Other retained earnings Reserve for advanced depreciation of fixed assets
Balance as of April 1, 2012	8,145	7,697	9	7,706	480	22
Change of items during the period						
Issuance of new common stock	894	894		894		
Cash dividends						
Net income						
Reversal of reserve for advanced depreciation of fixed assets						-0
Treasury stock purchased						
Disposal of treasury stock			592	592		
Net changes of items other than shareholders' equity						
Total of changes during the fiscal year	894	894	592	1,486	-	-0
Balance as of March 31, 2013	9,040	8,592	601	9,193	480	21

(Unit: Millions of yen)

	Shareholders' equity					Evaluation, exchange differences		Total net assets
	Retained earnings			Treasury stock	Total shareholders' equity	Net unrealized gain on securities	Total evaluation, exchange differences	
	Other retained earnings	Retained earnings brought forward	Total retained earnings					
	Special reserve							
Balance as of April 1, 2012	15,000	9,282	24,785	-2,156	38,481	1,644	1,644	40,126
Change of items during the period								
Issuance of new common stock					1,788			1,788
Cash dividends		-492	-492		-492			-492
Net income		3,542	3,542		3,542			3,542
Reversal of reserve for advanced depreciation of fixed assets		0	-		-			-
Treasury stock purchased				-1	-1			-1
Disposal of treasury stock				2,154	2,746			2,746
Net changes of items other than shareholders' equity						561	561	561
Total of changes during the fiscal year	-	3,050	3,050	2,153	7,584	561	561	8,145
Balance as of March 31, 2013	15,000	12,333	27,835	-3	46,066	2,205	2,205	48,271