



May 13, 2015

Listed Company Name	TACHI-S CO., LTD.
Name of Representative	Taro Nakayama, President & COO
Head Office	3-3-7, Matsubara-cho, Akishima-shi, Tokyo (Code: 7239; Tokyo Stock Exchange, 1st section)
Contact	General Affairs Section, General Affairs Department (TEL: +81-42-546-8111)

**Notice of Non-Renewal (Abolition) of Policy on Large-Scale Purchasing of
TACHI-S Shares (Anti-Takeover Measures)**

TACHI-S CO., LTD.(the “Company”) introduced its "Policy on Large-Scale Purchasing of TACHI-S Shares" (Anti-Takeover Measures) at the 57th Annual General Meeting of Shareholders held on June 26, 2009, and renewed it following a partial revision by resolution of the 60th Annual General Meeting of Shareholders held on June 27, 2012 (hereinafter, the revised Anti-Takeover Measures shall be referred to as "the Plan"). The Plan shall expire upon conclusion of the 63rd Annual General Meeting of Shareholders to be held on June 24, 2015 (hereinafter, the “Annual General Meeting of Shareholders”).

The Company hereby announces, as follows, that a resolution for the non-renewal and abolition of the Plan upon the conclusion of the Annual General Meeting of Shareholders was passed by the Board of Directors held today.

The Company renewed the Plan as a measure to prevent individuals deemed to be inappropriate (as per Article 118, Item 3 (Ro) of the Enforcement Regulations of the Companies Act), in light of the basic policy on individuals controlling the Company’s financial and business policy decisions (as provided in Article 118, Item 3 of the same).

Subsequently, the Company, aiming to realize its "Global Challenge 177" vision by fiscal 2016, is striving to follow the global growth strategies of every leading automotive manufacturer by developing its business mostly in emerging markets and building a competitive corporate structure to ensure its survival on the global stage.

In light of such circumstances, the Company, faced with the impending expiration of the Plan, resolved at the Board of Directors held today against the renewal and for the abolition thereof upon the conclusion of the Annual General Meeting of Shareholders based on results of several careful examinations of the handling of the Plan showing that, as the business climate encompassing the Company has changed compared to when the Plan was renewed in 2012, there is relatively low significance in any continuation of the Plan for further increasing the corporate value of the Group.

Please note that the Company will work on a Group-wide basis to maintain and increase the mid-to long-term corporate value and the common interests of shareholders going forward, regardless of the Plan.

Even after the non-renewal (abolition) of the Plan, the Company will request any party who attempts to conduct a large-scale acquisition of the Company's shares to provide all necessary and sufficient information so that our shareholders can make a proper judgment as to whether to accept such an acquisition, disclose the opinions of the Board of Directors thereon, ensure that shareholders have sufficient time to deliberate, and implement other appropriate measures to the extent permissible under the Financial Instruments and Exchange Act, the Companies Act and other relevant laws and regulations.