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(Stock Exchange Code: 6383)  
June 6, 2018

**To Shareholders with Voting Rights:**

Hiroshi Geshiro  
President and CEO  
Daifuku Co., Ltd.  
3-2-11 Mitejima, Nishiyodogawa-ku  
Osaka, Japan

**NOTICE OF  
THE 102ND ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 102nd Ordinary General Meeting of Shareholders of Daifuku 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, etc. Please review the attached Reference Documents for the General Meeting of Shareholders and, following the guidance below, exercise your voting rights no later than 5 p.m. on Thursday, June 21, 2018, Japan time.

- 1. Date and Time:** Friday, June 22, 2018, at 10 a.m. Japan time
- 2. Place:** The Company's headquarters building No. 2, Conference Room on 3rd floor, 3-2-11 Mitejima, Nishiyodogawa-ku, Osaka, Japan
- 3. Meeting Agenda**  
**Matters to be reported:**
  1. The Business Report, the Consolidated Financial Statements for the Company's 102nd Fiscal Year (April 1, 2017 – March 31, 2018) and the 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 102nd Fiscal Year (April 1, 2017 – March 31, 2018)

**Proposals to be resolved:**

- Proposal 1. Election of Ten (10) Directors
- Proposal 2. Election of Two (2) Audit & Supervisory Board Members

## **Guidance on the Exercise of Voting Rights**

- **Attending the Meeting**  
When attending the Meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. To save paper resources, you are kindly requested to bring this Notice.
  - **Exercise of voting rights in writing**  
Please indicate your vote for or against the proposals on the enclosed Voting Rights Exercise Form and return it by mail so that it arrives no later than 5 p.m. on Thursday, June 21, 2018, Japan time.
  - **Exercise of voting rights via the Internet, etc.**  
If you choose to exercise your voting rights via the Internet, etc., please exercise your voting rights no later than 5 p.m. on Thursday, June 21, 2018, Japan time.
- \* If you have exercised your voting rights both in writing and via the Internet, only the vote via the Internet shall be deemed effective. If you have exercised your voting rights more than once via the Internet, etc., or both via PC and cell phone, only the last vote shall be deemed effective.

## **Other Matters Regarding This Notice of Convocation**

Pursuant to the relevant laws and regulations and the provision of Article 16 of the Articles of Incorporation, Basic Policy on Corporate Control in the Business Report, the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements, as well as the Non-consolidated Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements, are disclosed on the Company's website (<http://www.daifuku.com/jp/ir/stock/shareholders/>) and are not included in the attached documents that concern the matters to be reported.

- \* Should any amendments occur to the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and/or the Non-consolidated Financial Statements by the day before the Meeting's date, the amended documents will be posted on the Company's website (<http://www.daifuku.com/jp/>).

## Reference Documents for the General Meeting of Shareholders Proposals and References

### Proposal 1: Election of Ten (10) Directors

The term of office of all ten (10) Directors will expire at the conclusion of the Meeting. The Company therefore proposes the election of ten (10) Directors.

Regarding the policy and process of electing nominees for Director, the Company submits the names of qualified persons who would be able to fulfill the duties and responsibilities to the Advisory Committee as those who could assume the fiduciary responsibility entrusted by the shareholders in view of their respective personality and insight, and the Board of Directors made final decision on such persons as nominees.

The nominees for Director are as follows. Seven (7) Internal Directors contribute to achieving operating performance by leveraging their abundant experience in charge of their respective business fields. Three (3) Outside Directors contribute to improving management transparency and protecting stakeholders' interests based on their valuable expertise in legal and accounting affairs.

Nominee No.	Name		Current positions and major duties in the Company	Attendance rate at meetings of the Board of Directors (number of attendance) for the fiscal year ended March 31, 2018
1	Akio Tanaka	Reappointed	Chairman	100% (18/18 times)
2	Hiroshi Geshiro	Reappointed	President and Chief Executive Officer (CEO)	94% (17/18 times)
3	Mikio Inohara	Reappointed	Executive Vice President, Chief Financial and Risk Officer (CFO and CRO)	100% (18/18 times)
4	Shuichi Honda	Reappointed	Director, Senior Managing Officer, General Manager of the Corporate Business Development Division, General Manager of ATec Global Operations	100% (18/18 times)
5	Hidenori Iwamoto	Reappointed	Director, Managing Officer, General Manager of AFA Global Operations	100% (18/18 times)
6	Yoshiyuki Nakashima	Reappointed	Director, Managing Officer, Chairman of Daifuku (China) Co., Ltd.	100% (18/18 times)
7	Seiji Sato	Reappointed	Director, Managing Officer, General Manager of eFA Global Operations	100% (18/18 times)
8	Noboru Kashiwagi	Reappointed Outside Director, Independent Officer	Outside Director	100% (18/18 times)

9	Yoshiaki Ozawa	Reappointed Outside Director, Independent Officer	Outside Director	100% (18/18 times)
10	Mineo Sakai	Newly Appointed Outside Director, Independent Officer	—	—

(Note) A total of 18 (12 ordinary and 6 extraordinary) Board of Directors meetings were held during the fiscal year ended March 31, 2018.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
1	Akio Tanaka (January 19, 1951) Reappointed	<p>April 1973      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>July 2004      Administration Officer with director status</p> <p>June 2006      Director, member of the board General Manager of the Sales Division, FA&amp;DA Operations</p> <p>April 2010      Managing Director General Manager of FA&amp;DA Operations</p> <p>June 2011      Director, Managing Officer with an introduction of corporate officer system</p> <p>April 2012      Director, Senior Managing Officer COO of FA&amp;DA Operations</p> <p>April 2013      Senior Managing Director</p> <p>April 2014      Executive Vice President COO of all business operations Supervisor of Daifuku (Thailand) Ltd., Daifuku Mechatronics (Singapore) Pte. Ltd., Daifuku (Malaysia) Sdn. Bhd., and Daifuku (China) Co., Ltd.</p> <p>April 2018      Chairman (to present)</p>	23,300
<p>[Reason for nomination as Director] Mr. Akio Tanaka has abundant experience and a good track record in business management concerning the Company's mainstay material handling systems for general manufacturers and distributors, and is in a position to supervise the Group's entire business operations. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position for the above reasons.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
2	Hiroshi Geshiro (June 13, 1958) Reappointed	<p>April 1983      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>April 2012      Corporate Officer General Manager of the Sales Division, FA&amp;DA Operations</p> <p>April 2014      Managing Officer General Manager of FA&amp;DA (Global) Operations</p> <p>April 2015      General Manager of FA&amp;DA Operations</p> <p>June 2015      Director, Managing Officer</p> <p>April 2016      General Manager of the International Division, FA&amp;DA Operations</p> <p>April 2018      President and CEO (to present)</p>	6,000
	<p>[Reason for nomination as Director]</p> <p>Mr. Hiroshi Geshiro has abundant experience and a good track record in the field of mainstay material handling systems for general manufacturers and distributors in Japan and overseas. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position as he endeavors to realize the group strategy toward further business growth and the improvement of operating performance and that he plays a key role in the decision making in the Group management.</p>		

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
3	Mikio Inohara (May 5, 1950) Reappointed	<p>April 1969      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>July 2004      Administration Officer with director status</p> <p>June 2005      Director, member of the board General Manager of the Business Support Operations</p> <p>April 2008      General Manager of the Finance and Accounting Division</p> <p>April 2009      Managing Director</p> <p>April 2010      Chief Financial Officer (CFO)</p> <p>June 2011      Director, Managing Officer with an introduction of corporate officer system</p> <p>April 2012      Senior Managing Director CFO and CRO</p> <p>April 2013      CFO and CRO (to present)</p> <p>April 2014      Executive Vice President (to present) Supervisor of Daifuku Business Service Corporation, Hiniaratakan Corporation, and Daifuku Manufacturing Technology Co., Ltd.</p>	50,400
<p>[Reason for nomination as Director]</p> <p>Mr. Mikio Inohara has a high level of knowledge in the accounting and financial fields, and serves as CFO and CRO of the Group based on his abundant experience and achievements in corporate management. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position for the above reasons.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
4	Shuichi Honda (January 8, 1957) Reappointed	<p>April 1979      Joined The Dai-Ichi Kangyo Bank, Limited (now Mizuho Financial Group, Inc.)</p> <p>March 2006      Executive Officer and General Manager of Business Administration Division of Mizuho Corporate Bank, Ltd. Corporate Officer of Corporate Banking Unit General Manager for Human Resource Management Division</p> <p>June 2011      Managing Director and Chief Strategy Officer Chief Risk Officer Chief Operations Officer</p> <p>April 2012      Joined Daifuku Co., Ltd. as a corporate advisor</p> <p>June 2013      Director, member of the board, Managing Officer COO of Corporate Affairs General Manager of the Corporate Social Responsibility Division General Manager of the Business Continuity Plan Promotion Division</p> <p>April 2014      Director, Senior Managing Officer (to present) General Manager of the Global Strategy Department</p> <p>April 2015      General Manager of the Corporate Business Development Division (to present) General Manager of ABH Global Operations</p> <p>April 2016      General Manager of ATec Global Operations (to present)</p>	10,000
<p>[Reason for nomination as Director] Mr. Shuichi Honda has been involved in the management of a megabank and has extensive international experience with a good track record. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position as he is in charge of establishing management strategies and ATec (Airport Technologies) global operations based on the aforesaid experience and achievements.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
5	Hidenori Iwamoto (October 15, 1955) Reappointed	<p>April 1981      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>April 2007      President of Daifuku Canada Inc.</p> <p>April 2009      General Manager of the Sales Division, AFA Operations</p> <p>June 2010      Director, member of the board</p> <p>June 2011      Managing Officer with an introduction of corporate officer system</p> <p>June 2014      Director, Managing Officer (to present) General Manager of AFA (Global) Operations (to present)</p> <p>April 2015      General Manager of AFA Operations, AFA Global Operations (to present) General Manager of the Sales Division, AFA Operations</p>	14,000
<p>[Reason for nomination as Director]</p> <p>Mr. Hidenori Iwamoto has abundant experience and a good track record in business management concerning the material handling systems for automobile factories at the Company and overseas Group companies. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position for the above reasons.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
6	Yoshiyuki Nakashima (September 16, 1955) Reappointed	<p>April 1980      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>July 2008      Administration Officer with director status</p> <p>June 2010      Director, member of the board General Manager of the Corporate Social Responsibility Division</p> <p>June 2011      Managing Officer with an introduction of corporate officer system</p> <p>April 2012      General Manager of the Business Continuity Plan Promotion Division</p> <p>April 2013      Chairman of Daifuku (China) Co., Ltd. (to present)</p> <p>June 2015      Director, Managing Officer (to present)</p> <p><b>Significant concurrent positions</b> Chairman of Daifuku (China) Co., Ltd.</p>	13,100
<p>[Reason for nomination as Director] Mr. Yoshiyuki Nakashima has extensive experience and a good track record in the fields of human resources and general affairs and serves as Chairman of a Group company in China, the world's largest market after Japan and North America. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position for the above reasons.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
7	Seiji Sato (January 15, 1960) Reappointed	<p>April 1983      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>April 2008      General Manager of the Semiconductor Division, eFA Operations</p> <p>June 2010      Director, member of the board</p> <p>June 2011      Managing Officer with an introduction of corporate officer system</p> <p>April 2015      General Manager of eFA Global Operations (to present)</p> <p>                    General Manager of eFA Operations (to present)</p> <p>June 2015      Director, Managing Officer (to present)</p>	41,700
<p>[Reason for nomination as Director]</p> <p>Mr. Seiji Sato has abundant experience and a good track record in business management concerning the material handling systems for semiconductor and flat-panel display factories in Japan and overseas. The Company reappoints him as a nominee for Director based on its judgement that he is qualified for this position for the above reasons.</p>			

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
8	Noboru Kashiwagi (February 3, 1942) Reappointed  Outside Director, Independent Officer	April 1965    Joined Mitsubishi Corporation January 1984    Assistant manager of legal affairs department at Mitsubishi Corporation (Americas) January 1988    Deputy general manager of legal department at Mitsubishi Corporation August 1993    Professor at Institute of Business Law and Comparative Law and Politics of the University of Tokyo April 2003    Professor of Law at Chuo University June 2003    Professor emeritus at the University of Tokyo (to present) April 2004    Professor at Graduate School of Law of Chuo University June 2011    Director of the Foundation for Research in Civil Dispute Resolution (to present) June 2012    Outside Director of Daifuku Co., Ltd. (to present) August 2015    Chair of the New National Stadium Project Process Investigation Panel  <b>Significant concurrent positions</b> Director of the Foundation for Research in Civil Dispute Resolution	—
	Period of service as Outside Director: six (6) years	[Reasons for nomination as Outside Director] Mr. Noboru Kashiwagi is familiar with corporate legal affairs and international transaction laws based on his experience as a university professor and working overseas for a trading firm. His abundant experience and extensive knowledge make us confident that he is capable of fulfilling the duties of Outside Director. To obtain professional advice and counsel from him and secure the transparency of management and enhance the supervision thereof, we would like him to continuously assume the office of Outside Director. Although he has not been involved in corporate management in a way other than being an outside director or an outside auditor, for the above reasons we believe that he is capable of properly executing the duties of Outside Director. He satisfies the requirements set forth in the "Independence Standards for Outside Directors and Outside Members of the Audit & Supervisory Board" stipulated by the Company (page 22). The Company designated him as an independent officer as stipulated by the rules of the Tokyo Stock Exchange and provided such notification thereto. If he is reappointed as originally proposed, he will remain an independent officer.	

(Notes) 1. There are no significant conflicts of interest between the nominee and the Company.

2. As Mr. Kashiwagi is currently an Outside Director of the Company, the Company has a limited liability agreement with him to limit the liability for damages to the amount set by

law, pursuant to Article 27 of the Company's Articles of Incorporation. If he is reappointed, the Company will continue said agreement with him.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
9	<p>Yoshiaki Ozawa (May 31, 1954) Reappointed</p> <p>Outside Director, Independent Officer</p> <p>Period of service as Outside Director: four (4) years</p>	<p>July 1978      Joined PricewaterhouseCoopers (PwC) Osaka Office  October 1979    Joined Chuo Accounting Corporation Osaka Office  August 1982    Registered as a Japanese certified public accountant  (CPA)  October 1985    Worked at Coopers &amp; Lybrand New York Office  July 1990       Registered as a U.S. CPA (New York)  July 1995       Senior partner at Chuo Shinko Audit Corporation  July 2005       Worked at the PwC New York Office as the partner  overseeing all Japanese clients in the U.S.  July 2007       Joined PwC Aarata  January 2008    Senior partner of PwC Aarata  April 2009      Specially-appointed professor at Kansai University  April 2012      Professor at St. Andrew's University (to present)  September  2012              Left PwC Aarata  June 2014       Outside Director of Daifuku Co., Ltd. (to present)</p> <p><b>Significant concurrent positions</b>  Professor at St. Andrew's University</p> <p>[Reasons for nomination as Outside Director]  Mr. Yoshiaki Ozawa has considerable knowledge in financial and accounting matters and experience working abroad for about six years. As a university professor in the analysis of management, he has done research into signs of corporate fraud through the analysis of financial statements. His abundant experience and extensive knowledge make us confident that he is capable of fulfilling the duties of Outside Director. To obtain professional advice and counsel from him for helping us to promote globalization of the Daifuku Group and secure the transparency of management and enhance the supervision thereof, we would like him to continuously assume the office of Outside Director. Although he has not been involved in corporate management in a way other than being an outside director or an outside auditor, for the above reasons we believe that he is capable of properly executing the duties of Outside Director. He once served as a representative partner of PricewaterhouseCoopers Aarata—the Accounting Auditor of the Company, but since he resigned from said audit firm in September 2012, there have been no business transactions between him and the Company. Accordingly, he satisfies the requirements set forth in the "Independence Standards for Outside Directors and Outside Members of the Audit &amp; Supervisory Board" stipulated by the Company (page 22). The Company designated him as an independent officer as stipulated by the rules of the Tokyo Stock Exchange and provided such notification thereto. If he is reappointed as originally proposed, he will remain an independent officer.</p>	—

- (Notes) 1. There are no significant conflicts of interest between the nominee and the Company.
2. As Mr. Ozawa is currently an Outside Director of the Company, the Company has a limited liability agreement with him to limit the liability for damages to the amount set by law, pursuant to Article 27 of the Company's Articles of Incorporation. If he is reappointed, the Company will continue said agreement with him.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
10	Mineo Sakai (May 13, 1951) Newly appointed  Outside Director, Independent Officer	<p>April 1974      Joined Kanematsu-Gosho, Ltd. (now Kanematsu Corporation)</p> <p>April 1997      General Manager of Finance Department of Kanematsu Corporation</p> <p>April 2004      Corporate Officer, General Manager of Finance and Accounting Department of Kanematsu Corporation</p> <p>June 2004      Director, member of the board of Kanematsu Electronics Ltd.</p> <p>June 2005      Managing Director of Kanematsu Electronics Ltd.</p> <p>April 2008      Executive Vice President of Kanematsu Electronics Ltd.</p> <p>April 2014      Chairman of Kanematsu Electronics Ltd.</p> <p>April 2016      Chairman and CEO of Kanematsu Electronics Ltd.</p> <p>April 2018      Director and Senior Advisor of Kanematsu Electronics Ltd. (to present)</p> <p>April 2018      Audit &amp; Supervisory Board Member of KEL Technical Service Ltd. (to present)</p> <p>April 2018      Audit &amp; Supervisory Board Member of Nippon Office Systems Ltd. (to present)</p> <p>April 2018      Audit &amp; Supervisory Board Member of i-NOS Corporation (to present)</p> <p><b>Significant concurrent positions</b>  Director and Senior Advisor of Kanematsu Electronics Ltd.  Audit &amp; Supervisory Board Member of KEL Technical Service Ltd.  Audit &amp; Supervisory Board Member of Nippon Office Systems Ltd.  Audit &amp; Supervisory Board Member of i-NOS Corporation</p>	—

		<p>[Reasons for nomination as Outside Director]</p> <p>Mr. Mineo Sakai has abundant experience and extensive knowledge in corporation management that he has cultivated through the positions as the Chairman and Chief Executive Officer (CEO) of Kanematsu Electronics Ltd. and that makes us confident that he is capable of fulfilling the duties of Outside Director. To obtain professional advice and counsel concerning the general management from him, secure the transparency of management and enhance the supervision thereof, we would like him to assume the office of Outside Director. In addition, he satisfies the requirements set forth in the "Independence Standards for Outside Directors and Outside Members of the Audit &amp; Supervisory Board" stipulated by the Company (page 22), and it is therefore determined that his independence from the Company is sufficiently ensured. Although there are transactions concerning information and communications, etc. between the Company and Kanematsu Electronics Ltd. where he belongs, the amount of the transactions is less than 1% of the consolidated net sales of either company. If he is appointed as originally proposed, the Company intends to designate him as an independent officer as stipulated by the rules of the Tokyo Stock Exchange.</p>	
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- (Notes) 1. There are no significant conflicts of interest between the nominee and the Company.
2. If Mr. Sakai is appointed as Outside Director of the Company as originally proposed, the Company will enter into a limited liability agreement with him to limit the liability for damages to the amount set by law, pursuant to Article 27 of the Company's Articles of Incorporation.

**Proposal 2:** Election of Two (2) Audit & Supervisory Board Members

The term of office of Audit & Supervisory Board Members Mr. Yoshihisa Kimura and Mr. Hiroyuki Torii will expire at the conclusion of the Meeting. The Company therefore proposes the election of two (2) Audit & Supervisory Board Members.

Regarding the policy and process of electing nominees for Audit & Supervisory Board Member, the Company submits the names of qualified persons who would be able to fulfill the duties and responsibilities to the Advisory Committee as those who could assume the fiduciary responsibility entrusted by the shareholders, and the Board of Directors appoints such persons as nominees upon obtaining the accord of the Audit & Supervisory Board.

One or more persons who have appropriate knowledge in finance and accounting will be appointed as Audit & Supervisory Board Members.

This proposal has already gained the consent of the Audit & Supervisory Board.

The nominees for Audit & Supervisory Board Member are as follows.

Nominee No.	Name		Current position in the Company	Attendance rate at meetings of the Board of Directors and of the Audit & Supervisory Board (number of attendance) for the fiscal year ended March 31, 2018
1	Yoshihisa Kimura	Reappointed	Audit and Supervisory Board Member	Board of Directors: 100% (18/18 times) Audit & Supervisory Board: 100% (6/6 times)
2	Tsukasa Miyajima	Newly appointed Outside Member of Audit and Supervisory Board, Independent Officer	—	—

(Note) A total of 18 (12 ordinary and 6 extraordinary) Board of Directors meetings and a total of six Audit & Supervisory Board meetings were held during the fiscal year ended March 31, 2018.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
1	Yoshihisa Kimura (October 30, 1959) Reappointed	<p>April 1982      Joined Daifuku Machinery Works Co., Ltd. (now Daifuku Co., Ltd.)</p> <p>April 2003      Manager of the Osaka Group of the Accounting Department</p> <p>April 2006      General Manager of the Finance and Accounting Department</p> <p>April 2012      Corporate Officer General Manager of the Finance and Accounting Division</p> <p>April 2014      Assistant to CFO and CRO</p> <p>June 2014      Audit &amp; Supervisory Board Member (to present)</p> <p>[Reasons for nomination as Audit &amp; Supervisory Board Member] Mr. Yoshihisa Kimura has abundant practical experience in accounting division and a high level of knowledge in the accounting and financial fields. The Company reappoints him as a nominee for Audit &amp; Supervisory Board Member based on its judgement that he is well-versed in the Company's business operation and qualified for this position as an extremely important person from whom the Company could expect to obtain professional advice and counsel to enhance the function of auditing.</p>	9,453

(Note) There are no significant conflicts of interest between the nominee and the Company.

No.	Name (Date of birth)	Career summary, positions and duties in the Company (Significant concurrent positions outside the Company)	Number of the Company's shares held
2	<p>Tsukasa Miyajima (August 23, 1950) Newly appointed</p> <p>Outside Member of the Audit &amp; Supervisory Board, Independent Officer</p>	<p>April 1980 Full-time lecturer at Faculty of Law of Keio University</p> <p>April 1990 Professor of Law at Keio University</p> <p>April 2003 Registered as an attorney, belonging to Daini Tokyo Bar Association (to present)</p> <p>April 2004 Professor at Graduate School of Law of Keio University</p> <p>March 2009 Outside Director of Hulic Co., Ltd. (to present)</p> <p>October 2013 Chairman of the Asset Disposition Council of Japan Railway Construction, Transport and Technology Agency (to present)</p> <p>June 2014 Outside Director of Dai Nippon Printing Co., Ltd. (to present)</p> <p>June 2014 Outside Member of Audit &amp; Supervisory Board of Mikuni Corporation (to present)</p> <p>June 2015 Outside Director of Mitsui Sumitomo Insurance Co., Ltd. (to present)</p> <p>April 2016 Professor emeritus at Keio University (to present)</p> <p>April 2016 Professor at Graduate School of Law of Asahi University (to present)</p> <p><b>Significant concurrent positions</b></p> <p>Professor at Graduate School of Law of Asahi University</p> <p>Chairman of the Asset Disposition Council of Japan Railway Construction, Transport and Technology Agency</p> <p>Outside Director of Hulic Co., Ltd.</p> <p>Outside Director of Dai Nippon Printing Co., Ltd.</p> <p>Outside Member of Audit &amp; Supervisory Board of Mikuni Corporation</p> <p>Outside Director of Mitsui Sumitomo Insurance Co., Ltd.</p>	—

		<p>[Reasons for nomination as Outside Member of the Audit &amp; Supervisory Board]</p> <p>Mr. Tsukasa Miyajima is a university professor specializing in legal affairs and has deep insight and extensive experience as an academic expert and a legal expert. The Company would like him to assume this position in expectation of obtaining advice and counsel to secure the transparency of management and enhance the functions of management supervision and auditing from him. Although he has not been involved in corporate management in a way other than being an outside director or an outside audit and supervisory board member, for the above reasons we believe that he is capable of properly executing the duties of Outside Member of the Audit &amp; Supervisory Board. In addition, he satisfies the requirements set forth in the "Independence Standards for Outside Directors and Outside Members of the Audit &amp; Supervisory Board" stipulated by the Company (page 22), and it is therefore determined that his independence from the Company is sufficiently ensured. If he is appointed as originally proposed, the Company intends to designate him as an independent officer as stipulated by the rules of the Tokyo Stock Exchange.</p>	
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- (Notes) 1. There are no significant conflicts of interest between the nominee and the Company.
2. If Mr. Miyajima is appointed as Outside Member of the Audit & Supervisory Board of the Company as originally proposed, the Company will enter into a limited liability agreement with him to limit the liability for damages to the amount set by law, pursuant to Article 35 of the Company's Articles of Incorporation.

## **[References]**

### **Independence Standards for Outside Directors and Outside Members of the Audit & Supervisory Board**

At Daifuku, outside directors and outside members of the Audit & Supervisory Board are considered independent if they do not fall under any of Articles 1 to 5 below.

#### Article 1

A person who falls or fell under any of the following in the last three years:

- 1) An officer or employee of a company, etc. that is a key customer of Daifuku or whose key business partner is Daifuku (\*1)
- 2) A lawyer who belongs to a law firm that has concluded an advisory contract with Daifuku or its subsidiary and who was actually in charge of legal business for Daifuku, a certified public accountant (or a certified tax accountant) who was an accounting auditor or accounting advisor of Daifuku or its subsidiary, or an employee, partner, or staff member who belongs to an auditing firm (or tax accountant corporation) that is an accounting auditor or accounting advisor of Daifuku or its subsidiary and who was actually in charge of the auditing service for Daifuku
- 3) A lawyer, certified public accountant, or certified tax accountant, if not applicable to the above item 2, who provides specialized services, etc. to Daifuku by receiving a large amount (\*2) of money or assets other than remuneration for an officer, directly from the company
- 4) An officer or employee of a company, etc. that is a major shareholder (\*3) of Daifuku

#### Article 2

An officer or employee of Daifuku's subsidiary or a person who held such a position during the ten years before being appointed as such status

#### Article 3

An executive board member or any other person who executes business of an organization that receives donations or grants exceeding a certain amount (\*4) from Daifuku (such as a public interest incorporated foundation, a public interest incorporated association, or a non-profit corporation)

#### Article 4

The spouse or a relative within the second degree of relationship of a person who falls under any of Articles 1 to 3 above, or a relative living together with such a person

#### Article 5

A person who does not fall under any of Articles 1 to 4 above, but who is deemed likely to have a virtual conflict of interest with Daifuku due to their relationship with the company

(Notes)

\*1: A customer from whom Daifuku received payment of at least 2% of the amount of Daifuku's annual consolidated net sales in the most recent fiscal year, or a business partner who received payment from Daifuku of at least 2% of the amount of its annual consolidated net sales in the most recent fiscal year

\*2: The annual average for the last three years of 10 million yen or more

\*3: A shareholder with 10% or more of the voting rights

\*4: The annual average for the last three years of 10 million yen or more, or 30% of the average total annual expenditure of the organization, whichever is larger