

Stock Code:7250

May 28, 2015

To Our Shareholders:

Shinya Ogawa

President, Member of the Board



PACIFIC INDUSTRIAL CO. LTD.

100 Kyutoku-Cho, Ogaki, Gifu, Japan

NOTICE OF THE 91ST ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby inform you of the 91st Ordinary General Meeting of Shareholders to be held as follows.

If you are unable to attend the meeting, you may exercise your voting rights in writing. Please read the attached REFERENCE DOCUMENT FOR THE GENERAL MEETING OF SHAREHOLDERS, indicate your vote on the agenda on the enclosed VOTING RIGHT EXERCISE FORM, and send it to arrive at our company **before 5:00 pm Friday, June 12, 2015.**

1. Date: 10:00 am, Saturday, June 13, 2015

2. Place: Conference Room of Main Building at Head Office, Pacific Industrial Co., Ltd.
100 Kyutoku-Cho, Ogaki, Gifu, Japan

3. Objectives of the Meeting:

Reports:

(1) Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit & Supervisory Board for the 91st Fiscal Term (from April 1, 2014 to March 31, 2015).

(2) Financial Statements for the 91st Fiscal Term (from April 1, 2014 to March 31, 2015)

Agenda:

Proposal No.1: Distribution of Surplus

Proposal No.2: Election of Eight (8) Members of the Board

Proposal No.3: Election of One (1) Substitute Audit & Supervisory Board Member

Proposal No.4: Revision of the Remuneration for Members of the Board and Audit & Supervisory Board Members

■ For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk of the venue.

Proposal No.1: Distribution of Surplus

The Company intends to maintain a policy of stable improvement of the dividend level with due consideration of operation results and the payout ratio for the distribution of profits of shareholders.

To improve the value of the Company and secure the profits for shareholders, internal reserves will be utilized for investment and future business development to reinforce and improve the corporate quality.

Based on the policy, to respond the support of shareholders, we hereby propose to add commemorative dividend for the 85th anniversary of the Company's establishment on August 8, 2015 to the fiscal year-end dividend for this fiscal year as described below.

1. Type of property for dividends: Money
2. Allotment of property for dividends to shareholders and total amount thereof:

16 yen per share of the Company's common stock

(14 yen of ordinary dividend and 2 yen of the 85th anniversary dividend)

Total amount 863,581,424 yen

Note: The annual dividend proposed for the fiscal year, including the interim dividend, is 24 yen per share.


3. Effective date of the dividends from surplus: June 15, 2015

Proposal No.2: Election of Eight (8) Members of the Board

The term of all of seven (7) current members of the board expires at the conclusion of this 91st Ordinary General Meeting of Shareholders. Accordingly, we hereby propose that we elect eight (8) members of the board by increasing the number of the nominees for outside board members from one (1) to two (2) to assure the transparency of management and further improve corporate governance.

The nominees for members of the board are as follows:


1. Shinya Ogawa (September 8, 1947) Reappointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>April 1973: Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation)</p> <p>January 1981: Left Toyota Motor Co., Ltd.</p> <p>February 1981: Joined Pacific Industrial Co., Ltd.</p> <p>June 1983: Member of the Board</p> <p>June 1985: Managing Officer, Member of the Board</p> <p>March 1989: Senior Managing Officer, Member of the Board</p> <p>February 1990: Executive Vice President, Member of the Board</p> <p>June 1996: President, Member of the Board (current position)</p>
<p>■ Number of the Company's shares owned: 614,469</p>	


2. Masaharu Oba (April 1, 1951) Reappointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>April 1973: Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation)</p> <p>January 2000: General manager, No.3 Chassis Design Department</p> <p>January 2005: General manager, Lexus Chassis Design Department</p> <p>January 2006: Seconded to Pacific Industrial Co., Ltd. Senior General Manager of Pacific Industrial Co., Ltd.</p> <p>April 2006: Managing Officer of Pacific Industrial Co., Ltd.</p> <p>June 2006: Left Toyota Motor Corporation Managing Officer, Member of the Board</p> <p>June 2007: Senior Managing Officer, Member of the Board</p> <p>January 2015: Senior Managing Officer, Member of the Board General Manager, Valve & Tire Pressure Monitoring System Products Group In charge of Risk Management (current position)</p>
<p>■ Important post concurrently held at another corporation: Director(CEO), PACIFIC INDUSTRIES EUROPE NV/SA</p>	
<p>■ Number of the Company's shares owned: 40,000</p>	


3. Takayuki Ishizuka (December 16, 1948) Reappointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>May 1973: Joined Pacific Industrial Co., Ltd. June 2004: Operating Officer June 2007: Managing Officer June 2008: Managing Officer, Member of the Board June 2009: Senior Managing Officer, Member of the Board January 2015: Senior Managing Officer, Member of the Board General Manager, Stamping & Molding Products Group In charge of cost (current position)</p>
<p>■ Important post concurrently held at another corporation: President, Taiheiyo Sangyo Co., Ltd.</p>	
<p>■ Number of the Company's shares owned: 25,000</p>	


4. Katsuya Suzuki (August 26, 1955) Reappointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>April 1979: Joined Toyota Motor Co., Ltd. (Current Toyota Motor Corporation) January 2002: General manager, Body Department, Tsutsumi Plant January 2003: General manager, Stamping Production Technology Department January 2005: General manager, Body Department, Tahara Plant January 2009: Seconded to Pacific Industrial Co., Ltd. Managing Officer of Pacific Industrial Co., Ltd. June 2009: Left Toyota Motor Corporation Managing Officer, Member of the Board January 2015: Managing Officer, Member of the Board General Manager, Technical Planning Center Deputy General Manager, Stamping & Molding Products Group, In charge of quality assurance and QMS (current position)</p>
<p>■ Number of the Company's shares owned: 16,300</p>	


5. Tetsushi Ogawa (August 16, 1978) Reappointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>April 2005: Joined Toyota Motor Corporation December 2010: Left Toyota Motor Corporation January 2011: Joined Pacific Industrial Co., Ltd. June 2011: Operating Officer June 2013: Managing Officer June 2014: Managing Officer, Member of the Board January 2015: Managing Officer, Member of the Board General Manager, Strategic Production Planning Center Deputy General Manager, Stamping & Molding Products Group Deputy General Manager, Valve & Tire Pressure Monitoring System Products Group (current position)</p>
<p>■ Number of the Company's shares owned: 64,695</p>	


6. Hisashi Kayukawa (October 24, 1957) New appointment

	<p>■ Brief personal history, posts and assignments in the Company</p>
	<p>March 1980: Joined Pacific Industrial Co., Ltd. June 2009: Operating Officer June 2013: Managing Officer January 2015: Managing Officer Deputy General Manager, Valve & Tire Pressure Monitoring System Products Group Deputy General Manager, Technical Planning Center (current position)</p>
<p>■ Number of the Company's shares owned: 10,000</p>	

7. Hiroshi Kurokawa (June 28, 1944) Reappointment, Outside Board Member and Independent Officer

	<p>■ Brief personal history, posts, assignments in the Company and Important posts concurrently held at other organizations</p>
	<p>April 1991: Professor, Faculty of Economics, Gifu Keizai University April 1995: Professor, Faculty of Business Administration, Gifu Keizai University December 2001: Dean, Faculty of Business Administration, Gifu Keizai University February 2003: President, Gifu Keizai University June 2010: Member of the Board, Pacific Industrial Co., Ltd. (current position) April 2013: Part-time Lecturer, Gifu College of Nursing (current position) April 2013: Professor Emeritus, Gifu Keizai University (current position)</p>
<p>■ Duration of assignment of Outside Board Member: Five (5) years (at the conclusion of this 91st Ordinary General Meeting of Shareholders)</p>	
<p>■ Board Meeting attendance in fiscal year 2014: 13/13 (100%)</p>	
<p>■ Important post concurrently held at another organization: Professor Emeritus, Gifu Keizai University</p>	
<p>■ The relationship between the organization that he concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organization that Hiroshi Kurokawa concurrently holds an important post have no capital or other business relationship.</p>	
<p>■ Reason that the Company appointed Hiroshi Kurokawa as a candidate for Outside Board Member and reason that the Company judged that he can properly perform the task as Outside Board Member : The Company proposes that we elect Hiroshi Kurokawa as Outside Board Member because he has experience in acting as a professor of Business Administration Faculty of university for many years and special knowledge and experiences of business management.</p>	
<p>■ Number of the Company's shares owned: 0</p>	

8. Osamu Motojima (December 5, 1948) New appointment, Outside Board Member and Independent Officer

	<p>■ Brief personal history, posts, assignments in the Company and important posts concurrently held at other organizations</p>
	<p>July 1987: Professor, Plasma Physics Laboratory, Kyoto University April 1988: Professor, Institute of Plasma Physics, Nagoya University April 1998: Science Advisor, Ministry of Education, Culture, Sports, Science and Technology April 2002: Director General, National Institutes for Fusion Science April 2004: Vice President, National Institutes of Natural Sciences March 2009: Member of Royal Swedish Academy of Sciences (current position) April 2009: Professor Emeritus, National Institutes for Fusion Science (current position) May 2009: Chairman of Future Energy Research Association (current position) July 2010: President, International Thermonuclear Experimental Reactor (ITER) June 2013: Professor Emeritus, The Graduate University for Advanced Studies (current position) March 2015: President Emeritus, ITER (current position)</p>
<p>■ Important posts concurrently held at other organizations: Member of Royal Swedish Academy of Sciences Professor Emeritus, National Institutes for Fusion Science Chairman of Future Energy Research Association Professor Emeritus, The Graduate University for Advanced Studies President Emeritus, ITER</p>	
<p>■ The relationship between the organizations that he concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organizations that Osamu Motojima concurrently holds an important post have no capital or other business relationship.</p>	
<p>■ Reason that the Company appointed Osamu Motojima as a candidate for Outside Board Member and reason that the Company judged that he can properly perform the task as Outside Board Member : The Company proposes that we elect Osamu Motojima as Outside Board Member because he has experience in acting as a professor at universities and specialized agencies for many years as well as Director General of National Institutes for Fusion Science and President of ITER. He has abundant international experiences and advanced special knowledge of environment and technologies.</p>	
<p>■ Number of the Company's shares owned: 0</p>	

Note:

- No nominee has any special interest in the Company.
- Hiroshi Kurokawa and Osamu Motojima are the nominees for outside board members. Hiroshi Kurokawa has filed as an independent officer to Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. When he is elected as an outside board member as proposed, he will continuously perform as an independent officer.
 When Osamu Motojima is elected as an outside board member as proposed, he will newly become an independent officer.
- Liability limitation agreement with outside board members
 The Articles of Incorporation of the Company allows the conclusion of a liability limitation agreement between the Company and outside board members. When the appointment of Hiroshi Kurokawa is approved, at the assignment of outside board member, the Company intends to extend the liability limitation agreement which limits the maximum amount of liability to be either higher the previously fixed amount of over 2 million yen or the legal minimum liability. When the appointment of Osamu Motojima is approved, the Company intends to conclude a similar agreement with him.


Proposal No.3: Election of One (1) Substitute Audit & Supervisory Board Member

We hereby propose that we elect a substitute audit & supervisory board member to avoid the situation that the Company does not satisfy the legal requirement for the number of audit & supervisory board members.

For this agenda, we have received consent of the Audit & Supervisory Board.

The nominee for the substitute audit & supervisory board member is as follows:

Toshio Kinjo (August 9, 1932) Substitute Outside Audit & Supervisory Board Member

	■ Brief personal history, posts, assignments in the Company and important post concurrently held at another organization
	April 1988: Dean, Department of Agriculture, Gifu University June 1995: President, Gifu University May 2001: Professor Emeritus, Gifu University (current position) July 2001: Chairman, Gifu Research and Development Foundation June 2002: Audit & Supervisory Board Member, Pacific Industrial Co., Ltd.
■ Important post concurrently held at another organization: Professor Emeritus, Gifu University	
■ The relationship between the organization that he concurrently holds an important post and Pacific Industrial Co., Ltd. The Company and the organizations that Toshio Kinjo, a nominee for substitute outside audit & supervisory board member, concurrently holds an important post have no capital or other business relationship.	
■ Reason that the Company appointed Toshio Kinjo as a candidate for Substitute Outside Audit & Supervisory Board Member and reason that the Company judged that he can properly perform the task as Outside Audit & Supervisory Board Member : We hereby propose that we elect Toshio Kinjo as a substitute outside audit & supervisory board member because he has acted as outside audit & supervisory board member of the Company for many years and has abundant experiences and excellent insight.	
■ Number of the Company's shares owned: 0	

Note:

1. No nominee has any special interest in the Company.
2. Liability limitation agreement with outside audit & supervisory board member

The Articles of Incorporation of the Company allows the conclusion of a liability limitation agreement between the Company and outside audit & supervisory board member. When the appointment of Toshio Kinjo is approved, at the assignment of outside audit & supervisory board member, the Company intends to conclude a liability limitation agreement which limits the maximum amount of liability to be either higher the previously fixed amount of over 2 million yen or the legal minimum liability.

Proposal No.4: Revision of the Remuneration for Members of the Board and Audit & Supervisory Board Members

Regarding the amount of remuneration for members of the board and audit & supervisory board members, the Company resolved, at the 86th Ordinary General Meeting of Shareholders held on June 19, 2010 that the amount of remuneration for members of the board to be within 350 million yen per year by combining monthly fixed remuneration and bonus which fluctuates with results of consolidated fiscal year (within 10 million yen for outside board member) and the amount of remuneration for audit & supervisory board members to be within 50 million yen per year paid as monthly fixed remuneration.

However, taking into account various factors including the changes in economic environment, the increased responsibilities of members of the board and audit & supervisory board members due to the changes in business environment and one addition of outside board member when Proposal No.2 is approved as proposed, we propose to revise the amount of remuneration for members of the board to be within 400 million yen per year (within 30 million yen for outside board member) and the amount of remuneration for audit & supervisory board members to be within 70 million yen per year.

The Company currently has seven (7) members of the board (including one (1) outside board member) and four (4) audit & supervisory board members. When Proposal No.2 is approved as proposed, the Company will have eight (8) members of the board (including two (2) outside board members) and four (4) audit & supervisory board members.

As previously agreed, the Company proposes that for persons who double as officers or employees, the amount of remuneration does not include the amount of salary that the person receives as an employee.