

To Shareholders

11-6, Nishi Gotanda 3-chome, Shinagawa-ku, Tokyo, Japan

THK CO., LTD.

Representative Director and President: Akihiro Teramachi

Notice of Resolutions at the 46th Ordinary General Meeting of Shareholders

Dear Shareholders:

The following matters were reported and resolved at the 46th Ordinary General Meeting of Shareholders of THK CO., LTD. (the “Company”) held on June 18, 2016.

Items reported:

1. Business report, consolidated financial statements, and the results of the audits of the consolidated financial statements by the accounting auditor and the Board of Auditors for the 46th Term (April 1, 2015 to March 31, 2016)
2. Financial statements for the 46th Term (April 1, 2015 to March 31, 2016)

The contents of the documents described in 1. and 2. above were reported.

Items resolved:

Proposal 1: Surplus Appropriation

This item was approved as originally proposed. The term-end dividend is ¥25 per share (for an annual dividend of ¥50 per share, including the interim dividend).

Proposal 2: Partial Amendments to the Articles of Incorporation

This item was approved as originally proposed. The amendments made are described as follows.

Amendments to necessary procedures for the transition to a Company with an Audit and Supervisory Committee and the scope of directors who can enter into a limited liability agreement, etc.

Proposal 3: Appointment of Eight (8) Directors (excluding Directors who are Audit and Supervisory Committee Members)

This item, which was approved as originally proposed, called for the reelection of seven (7) Directors and the election of one (1) Director. Akihiro Teramachi, Toshihiro Teramachi, Hiroshi Imano, Nobuyuki Maki, Junichi Sakai, Takashi Teramachi, and Masaaki Kainosho were reelected and resumed their respective offices. Junji Shimomaki was newly elected and assumed office. Masaaki Kainosho is an Outside Director.

Proposal 4: Appointment of Three (3) Directors who are Audit and Supervisory Committee Members

This item, which was approved as originally proposed, called for the election of three (3) Directors who are Audit and Supervisory Committee Members, Masakatsu Hioki, Tomitoshi Omura and Yoshiki Ueda, who were elected and assumed their respective offices. Masakatsu Hioki, Tomitoshi Omura and Yoshiki Ueda are Outside Directors.

Proposal 5: Appointment of One (1) Substitute Director who is Audit and Supervisory Committee Member

This item, which was approved as originally proposed, called for the election of one (1) Substitute Director who is Audit and Supervisory Committee Member, Tetsuro Toriumi, who was elected.

Proposal 6: Determination of the Amount of Compensation for Directors (Excluding Directors who are Audit and Supervisory Committee Members)

This item was approved as originally proposed. Compensation, etc., for Directors (excluding Directors who are Audit and Supervisory Committee Members) was determined to be a total of the fixed amount of compensation (aggregate amount), which is within ¥100 million a month (including a maximum of ¥10 million a month for Outside Directors), and the performance-based compensation (aggregate amount), which is limited to the sum of 3% of net income attributable to owners of the parent for the fiscal year of payment, and 3% of the average of net income attributable to owners of the parent for the most recent four (4) fiscal years including said fiscal year. Provided, however, that this performance-based compensation shall not be paid to Outside Directors.

Proposal 7: Determination of the Amount of Compensation for Directors who are Audit and Supervisory Committee Members

This item was approved as originally proposed. The amount of compensation for Directors who are Audit and Supervisory Committee Members is within ¥10 million a month.

By resolution at the Board of Directors' meeting held subsequent to this Ordinary General Meeting of Shareholders, the members of management of the Company are as follows.

Directors (excluding those who are Audit and Supervisory Committee Members)

Representative Director and President	Akihiro Teramachi
Director and Executive Vice President	Toshihiro Teramachi
Director and Executive Vice President	Hiroshi Imano
Director and Senior Managing Executive Officer	Nobuyuki Maki
Director and Senior Managing Executive Officer	Takashi Teramachi
Director and Managing Executive Officer	Junji Shimomaki
Director	Junichi Sakai
Outside Director	Masaaki Kainosho

Directors who are Audit and Supervisory Committee Members

Outside Director, Audit and Supervisory Committee Member	Masakatsu Hioki
Outside Director, Audit and Supervisory Committee Member	Tomitoshi Omura
Outside Director, Audit and Supervisory Committee Member	Yoshiki Ueda

Dividend Payments

The term-end dividend was set at ¥25 per share by resolution at the 46th Ordinary General Meeting of Shareholders.

1. Shareholders who have requested that the payments be made by transfer to a bank or postal savings account are asked to confirm the enclosed Notice of Dividend Calculation Form for Term-end Dividend and Confirmation of Account for Payment of Dividends.

If you designate the method for proportionate allocation of dividends based on the number of shares, please contact the securities company, etc., where you have an account, to arrange the transfer of dividend payments into the account.

2. Shareholders who have not requested that the payments be made by transfer to a bank or postal savings account are asked to bring the enclosed Receipt of Term-end Dividends to the nearest JAPAN POST BANK Co., Ltd. or JAPAN POST Co., Ltd. and receive the term-end dividends during the distribution period. The Dividend Calculation Form is also enclosed. You may use the Dividend Calculation Form to confirm the dividend amount after receiving the dividend and as a reference document for filing an income tax return.

The above represents a translation, for reference and convenience only, of the original notice issued in Japanese. We did our utmost to ensure accuracy in our translation and believe it to be of the highest standard. However, due to differences in accounting, legal and other systems, as well as in language, this English version might contain inaccuracies, and therefore might be inconsistent with the original intent of the Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail as the official version.