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(Stock Exchange Code 6023)
June 9, 2017

To Shareholders with Voting Rights:

Shigeki Kinoshita
President
Daihatsu Diesel Mfg. Co., Ltd.
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka

NOTICE OF THE 57TH ANNUAL 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 57th Annual General Meeting of Shareholders of Daihatsu Diesel Mfg. Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. In this case, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. Japan time on Wednesday, June 28, 2017.

- 1. Date and Time:** Thursday, June 29, 2017 at 10:00 a.m. Japan time
- 2. Place:** Conference room, 22F, Umeda Sky Building Tower West
1-30 Oyodo Naka 1-chome, Kita-ku, Osaka
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2016 - March 31, 2017) and results of audits by the Accounting Auditor and the Board of Statutory Auditors of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 57th Fiscal Year (April 1, 2016 - March 31, 2017)
 - Proposals to be resolved:**
 - Proposal 1:** Distribution of Surplus
 - Proposal 2:** Election of 13 Directors
 - Proposal 3:** Election of 2 Statutory Auditors
 - Proposal 4:** Payment of Retirement Bonuses to Retiring Director and Statutory Auditors
 - Proposal 5:** Payment of Bonuses to Directors and Statutory Auditors

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Should the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, or the Reference Documents for the General Meeting of Shareholders require revisions, the revised versions will be posted on the Company's website (<http://www.dhtd.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Distribution of Surplus

The Company plans to distribute surplus for this year as follows, taking into consideration factors such as business performance for the year and the business environment while also paying attention to its internal reserves.

1. Matters Related to the Year-end Dividend

(1) Matters related to the allocation of dividend property to shareholders and its total amount:

15 yen per common share

Total of 477,507,450 yen

(2) Date the distribution of surplus comes into effect:

June 30, 2017

2. Matters Related to the Distribution of Surplus

(1) Surplus item increased and amount

General reserve 1,500,000,000 yen

(2) Surplus item decreased and amount

Retained earnings brought forward 1,500,000,000 yen

Proposal 2: Election of 13 Directors

The terms of office of all Directors (13) will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the election of 13 Directors is proposed.

The candidates for Director are as follows:

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
1	Takeshi Harada (February 23, 1950)	Chairman (Representative Director)	May 1973 Joined the Company June 2007 Director June 2009 Managing Director June 2011 President June 2016 Chairman (current position)	25,800
2	Shigeki Kinoshita (October 28, 1954)	President (Representative Director)	April 1977 Joined the Company June 2012 Director June 2013 Managing Director June 2014 Senior Managing Director June 2016 President (current position) (Significant concurrent positions) President and Representative Director, Daihatsu Diesel Umeda City Co., Ltd.	13,000
3	Osamu Gouda (November 24, 1954)	Senior Managing Director [Responsibilities] General Manager, General Management Department; Head, Corporate Planning Department, Mid-Term Planning & Strategy Department, Investor Relations Department, Auditing Department	April 1977 Joined the Company June 2010 Director June 2012 Managing Director June 2016 Senior Managing Director (current position)	16,200
4	Kazutoshi Satou (August 2, 1953)	Managing Director [Responsibilities] General Manager, Technical Management Division; in charge of Quality Assurance Department	October 1976 Joined the Company June 2012 Director June 2014 Managing Director (current position) (Significant concurrent positions) President and Representative Director, MD Engineering Co., Ltd. Representative Director and President, DD Technical Co., Ltd.	15,200
5	Yuichi Uemura (November 22, 1960)	Managing Director [Responsibilities] General Manager, Corporate Planning Department; General Manager, Mid-Term Planning & Strategy Department; in charge of Investor Relations Department, Auditing Department	April 1985 Joined The Daiwa Bank, Ltd. (currently Resona Bank, Limited) May 2002 Joined Nidec Corporation February 2005 Joined NORITSU KOKI Co., Ltd. June 2006 Director November 2008 Joined Hamada Sogyo Co., Ltd. November 2008 Managing Executive Officer May 2009 Joined the Company June 2013 Director June 2016 Managing Director (current position)	5,600
6	Toshiyuki Fujita (April 25, 1954)	Managing Director [Responsibilities] General Manager, Production & Purchasing Management Division	April 1977 Joined the Company June 2014 Director June 2016 Managing Director (current position)	5,800

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions		Number of shares of the Company held
7	Takashi Saito (July 1, 1954)	Managing Director [Responsibilities] General Manager, Marine Engine Sales Management Division; General Manager, Tokyo Office; General Manager, Marketing & Promotion Department; in charge of Plant Management Division, Customer Satisfaction Promotion Division	April 1978 April 2005 July 2008 April 2014 June 2015 June 2016	Joined Mitsui & Co., Ltd. General Manager, Shipping & Marine Department General Manager, Shikoku Branch Joined the Company Director Managing Director (current position)	5,800
8	Hitoshi Nakano (November 8, 1955)	Director	April 1979 March 1999 June 2011 June 2013	Joined Daihatsu Motor Co., Ltd. General Manager, Assembly Production Technology Office, Technology Department II General Manager, Shiga Factory Director, the Company (current position) (Significant concurrent positions) President and Representative Director, Daihatsu Diesel Himeji Co., Ltd.	10,000
9	Isamu Teraoka (June 9, 1958)	Director [Responsibilities] General Manager, Customer Satisfaction Promotion Division; General Manager, Global Customer Support Department	April 1977 June 2016	Joined the Company Director (current position)	6,000
10	Takashi Iida (June 30, 1955)	Director [Responsibilities] Deputy General Manager, Production & Purchasing Management Division; General Manager, Purchasing Department; responsible for Aluminum Wheel Department	April 1979 April 2014 April 2015 June 2016	Joined Daihatsu Motor Co., Ltd. Executive Officer; responsible for Overseas Division and General Manager, Product Department, Overseas Division Executive Officer; responsible for Overseas Division; General Manager, Product Department; responsible for Overseas Division (TD Collaboration Promotion Team, Value Chain Reform Team) Director, the Company (current position)	10,000
11 *	Yoshinobu Hotta (January 30, 1966)	-	April 1988 March 2009 March 2015	Joined the Company General Manager, Production Reform Promotion Department Plant Manager, Moriyama Factory; General Manager, Manufacturing Department (current position)	5,000

No.	Name (Date of birth)	Positions or responsibilities in the Company	Past experience and significant concurrent positions	Number of shares of the Company held
12	Tamon Tsuda (December 19, 1952)	Director	<p>April 1975 Joined The Sumitomo Bank, Limited (currently Sumitomo Mitsui Banking Corporation)</p> <p>October 1981 Joined Arthur Andersen LLP</p> <p>March 1985 Registered as Certified Public Accountant</p> <p>July 2008 Senior Partner, Ernst & Young ShinNihon LLC</p> <p>July 2012 Representative, Tsuda Certified Public Accountant Office (current position)</p> <p>June 2014 Outside Director, Tatsuta Electric Wire & Cable Co., Ltd. (current position)</p> <p>June 2014 Outside Audit & Supervisory Board Member, Nitta Gelatin, Inc. (current position)</p> <p>June 2015 Outside Director, TECHNO ASSOCIE CO., LTD. (current position)</p> <p>June 2015 Outside Director, the Company (current position)</p> <p>(Significant concurrent positions) Representative, Tsuda Certified Public Accountant Office</p>	0
13	Kazuo Komatsu (November 29, 1949)	Director	<p>April 1975 Assistant Judge, Kobe District Court</p> <p>July 2007 Chief Judge, Nagasaki Family Court</p> <p>March 2009 Presiding Judge, Osaka High Court</p> <p>April 2015 Conciliation commissioner of civil affairs, Osaka District/Summary Court</p> <p>August 2015 Registered as Attorney-at-law Joined Kitahama Partners (current position)</p> <p>June 2016 Outside Director, the Company (current position)</p> <p>(Significant concurrent positions) Chair, Kinki Federation of Conciliation Associations Chair, Osaka Civil Conciliation Association</p>	0

(Notes)

1. * indicates a new candidate for Director.
2. There are no special interest relationships between each candidate and the Company.
3. Mr. Tamon Tsuda and Mr. Kazuo Komatsu are candidates for Outside Director.
Furthermore, if Mr. Tamon Tsuda and Mr. Kazuo Komatsu are elected as Outside Directors, the Company plans to designate both as independent directors as prescribed by Tokyo Stock Exchange.
4. The Company proposes the election of Mr. Tamon Tsuda as Outside Director as he will leverage his specialist knowledge and experience, etc. as a Certified Public Accountant in the management of the Company.
In addition, the Company has determined that he will be able to carry out his duties appropriately upon comprehensively considering the fact that Mr. Tsuda has participated in company management as an Outside Director and Outside Audit & Supervisory Board Member in other companies, the fact that he possess a high level of insight regarding management from his specialist position as a Certified Public Accountant and other factors.
5. The term of office of Mr. Tamon Tsuda as Outside Director of the Company will be two years at the conclusion of this Annual General Meeting of Shareholders.
6. The Company proposes the election of Mr. Kazuo Komatsu as Outside Director as he will leverage his specialist knowledge and experience, etc. as a judge and an attorney in the management of the Company.
In addition, the Company has determined that he will be able to carry out his duties appropriately upon comprehensively considering the fact that Mr. Komatsu possesses a high level of insight regarding corporate law from his specialist position as an attorney and other factors.
7. The term of office of Mr. Kazuo Komatsu as Outside Director of the Company will be one year at the conclusion of this Annual General Meeting of Shareholders.

8. Contents and overview of liability limitation agreement

Subject to the approval of the election of Mr. Tamon Tsuda and Mr. Kazuo Komatsu, who are candidates for Outside Director, the Company intends to enter into agreements limiting their liability to allow them to sufficiently fulfill the roles expected of them.

Furthermore, an overview of the content of those agreements is as follows.

- In the event that an Outside Director is deemed liable for damage caused to the Company owing to failure in performance of his/her duties, the liability shall be limited to the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act.
- The above limitation of liability shall only be recognized in cases where the Outside Director's performance of his/her duties which caused the liability is out of good intention and without gross negligence.

Proposal 3: Election of Two (2) Statutory Auditors

Statutory Auditors Hisashi Mori, Kunihiko Morita, and Yasuhiko Sugino will resign at the conclusion of this General Meeting of Shareholders. And in consideration of the Company's executive structure, it was deemed that the effectiveness of corporate governance can be maintained by reducing the number of members by one (1). Accordingly, the election of two (2) Statutory Auditors is proposed.

The Board of Statutory Auditors has approved this Proposal.

The candidates for Statutory Auditor are as follows:

No.	Name (Date of birth)	Past experience and significant concurrent positions	Number of shares of the Company held
1	Norihide Bessho (July 20, 1958)	April 1981 Joined Daihatsu Motor Co., Ltd. April 2014 Executive Officer April 2015 Senior Executive Officer (current position) June 2015 Statutory Auditor, DAIHATSU MOTOR KYUSHU CO., LTD. (current position) June 2016 Statutory Auditor, Daihatsu Business Support & Engineering Center Corp. (current position)	0
2	Kenji Arakawa (August 1, 1957)	April 1976 Joined METALART CORPORATION June 2008 Executive Officer; General Manager, Manufacturing Department June 2012 Director June 2013 Managing Director (current position) November 2013 Director and Vice President, PT.METALART ASTRA INDONESIA July 2015 Director and President (current position)	0

(Notes)

1. Each candidate is a new candidate for Statutory Auditor.
2. There are no special interest relationships between each candidate and the Company.
3. Mr. Norihide Bessho and Mr. Kenji Arakawa are new candidates for Outside Statutory Auditor.
Furthermore, if Mr. Norihide Bessho and Mr. Kenji Arakawa are elected as Outside Statutory Auditors, the Company plans to designate both as independent directors as prescribed by Tokyo Stock Exchange.
4. Mr. Norihide Bessho is a Senior Executive Officer of Daihatsu Motor Co., Ltd., possessing a wealth of experience and broad insights as a corporate manager. The Company proposes his election as Outside Statutory Auditor with the expectation that he will monitor overall management and provide effective advice.
Additionally, the Company has determined that he will be able to carry out his duties appropriately after comprehensive consideration of factors such as the above real-world experience.
5. Mr. Kenji Arakawa is a Managing Director of METALART CORPORATION, possessing a wealth of experience and broad insights as a corporate manager. The Company proposes his election as Outside Statutory Auditor with the expectation that he will monitor overall management and provide effective advice.
Additionally, the Company has determined that will be able to carry out his duties appropriately after comprehensive consideration of factors such as the above real-world experience.
6. Contents and overview of liability limitation agreement
Subject to the election of Mr. Norihide Bessho and Mr. Kenji Arakawa, who are candidates for Outside Statutory Auditor, the Company intends to enter into agreements limiting their liability as defined in Article 423, Paragraph 1 of the Companies Act, in accordance with the stipulations of Article 427, Paragraph 1 of the said Act, based on the Articles of Incorporation of the Company. However, the minimum amount of liability based on this agreement shall be the minimum liability amount defined by the laws and regulations.
 - In the event that an Outside Statutory Auditor is deemed liable for damage caused to the Company owing to failure in performance of his/her duties, the liability shall be limited to the minimum liability amount set forth in Article 425, Paragraph 1 of the Companies Act.
 - The above limitation of liability shall only be recognized in cases when the Outside Statutory Auditor's performance of his/her duties which caused the liability is out of good intention and without gross negligence.

Proposal 4: Payment of Retirement Bonuses to Retiring Director and Statutory Auditors

Mr. Hiroaki Iwabe will retire from the position of Director and Mr. Hisashi Mori, Mr. Kunihiro Morita, and Mr. Yasuhiko Sugino will retire from their positions of Statutory Auditor at the conclusion of this General Meeting of Shareholders. The Company proposes the payment of retirement bonuses within an appropriate range for their services in office, in line with certain standards of the Company. The Company requests that specific amounts, timing of payment, and methods, etc. for Directors be delegated to the Board of Directors and those for Statutory Auditors be subject to deliberation among the Statutory Auditors.

The past experience of retiring Director and Statutory Auditors is as follows:

Name	Past experience	
Hiroaki Iwabe	June 2009	Senior Managing Director, the Company (current position)
Hisashi Mori	June 2012	Statutory Auditor, the Company (current position)
Kunihiro Morita	June 2006	Statutory Auditor, the Company (current position)
Yasuhiko Sugino	June 2015	Statutory Auditor, the Company (current position)

Proposal 5: Payment of Bonuses to Directors and Statutory Auditors

Taking into consideration the business performance during the current term, among other factors, the Company proposes to pay bonuses to Directors and Statutory Auditors at the total amount of ¥60 million to 13 Directors (including 2 Outside Directors) and 5 Statutory Auditors as of the end of the fiscal year under review (¥56 million to Directors excluding Outside Directors, ¥0 million to Outside Directors, and ¥3 million to Statutory Auditors).

(The amounts of Bonuses to Directors and Statutory Auditors have been rounded down to the nearest million yen.)

End