

[Translation]

February 20, 2019

**To whom it may concern**

Company name	Clarion Co., Ltd.
Name of Representative	Atsushi Kawabata, Representative Executive Officer, President & CEO (Stock Code: 6796, First Section of the Tokyo Stock Exchange)
Contact	
Title of a person in charge	General Manager, Management Strategy Division
Name	Hiroshi Miyamoto
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**Notice Regarding Setting of Record Date for Convocation of Extraordinary Meeting of Shareholders**

Clarion Co., Ltd. (the “Company”) hereby announces on the setting of the record date that would be required in the case that the Company convenes an extraordinary meeting of shareholders (the “Extraordinary Shareholders’ Meeting”) in mid April 2019 as follows.

**Notice**

**1. Re : Record Date for the Extraordinary Shareholders’ Meeting**

In preparation for the case in which it holds the Extraordinary Shareholders’ Meeting, the Company resolved to set Thursday, 7 March 2019 (Thursday) as the record date for the Extraordinary Shareholders’ Meeting and determined that the shareholders described or recorded in the last shareholder registry as of 7 March 2019 will be entitled to vote at the Extraordinary Shareholders’ Meeting.

(1) Date of Public Notice: Wednesday 20 February 2019

(2) Record Date: Thursday, 7 March 2019 (the “Record Date”)

(3) Method of Public Notice: Electronic public notice

(to be posted on the Company’s website: <http://www.clarion.com/>)

**2. Re : Schedule and Agenda for the Extraordinary Shareholders’ Meeting**

As announced in the press release titled “Announcement Concerning Opinion on Tender Offer by Hennape Six SAS (Subsidiary of Faurecia)” dated 29 January 2019, if the tender offer (the “Tender Offer”) for the shares of common stock of the Company (the “Company’s Common Stock”) announced by Hennape Six SAS (the “Tender Offeror”) on 29 January 2019 is completed, the Tender Offeror is scheduling to acquire all of the Company’s stock (excluding the Company’s stock owned by the Company).

Concretely, (1) upon completion of the Tender Offer, if the total number of voting rights of the Company owned by

the Tender Offeror becomes at least 90% of the voting rights of all shareholders of the Company, immediately after settlement of the Tender Offer, pursuant to the provisions of Part II, Chapter II, Section 4-2 of the Companies Act (Act No. 86 of 2005, as amended; the “Companies Act”), the Tender Offeror plans to request all of the Company’s common shareholders (excluding the Company and the Tender Offeror) to sell all of the Company’s Common Stock they own (the “Demand for Shares Cash-Out”), and otherwise, (2) if after the completion of the Tender Offer the total number of the Company’s voting rights held by the Tender Offeror is less than 90%, the Tender Offeror plans to request (the “Request”) the Company to hold an extraordinary shareholders meeting that includes each of the following as proposals submitted for deliberation : (x) a proposal to conduct a consolidation of the Company’s Common Stock (the “Stock Consolidation”) and (y) a proposal to amend the articles of incorporation (subject to the Stock Consolidation becoming effective) for the purpose of abolishing the provision regarding the number of shares constituting one unit of stock.

Because the Request will be made in the case of (2) above and this would require the holding of the Extraordinary Shareholders’ Meeting, the Company has determined, by way of preparation, to set in advance the record date that would be required for convocation of the Extraordinary Shareholders’ Meeting. If the Extraordinary Shareholders’ Meeting is to be held, the Company will announce the date, place and agenda of the Extraordinary Shareholders’ Meeting and other matters once it has decided them.

If, on the other hand, (i) the Tender Offer is not completed, or (ii) upon completion of the Tender Offer, the Tender Offeror acquires at least 90% of the voting rights of all shareholders of the Company by way of the Tender Offer, and the Tender Offeror makes the Demand for Shares Cash-Out as the Acquisition Procedure, the Company will not hold the Extraordinary Shareholders’ Meeting or use the Record Date.

End