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(Stock Exchange Code 6136)
January 27, 2017

To Shareholders with Voting Rights:

Norio Ishikawa
President
OSG Corporation
3-22 Honnogahara, Toyokawa City,
Aichi Prefecture

**NOTICE OF
THE 104TH ORDINARY SHAREHOLDERS' MEETING**

Dear Shareholders,

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

You are cordially invited to attend the 104th Ordinary Shareholders' Meeting of OSG Corporation (the "Company"). The details of the meeting shall be as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods outlined below. Please review the attached Reference Documents for the Shareholders' Meeting and exercise your voting rights by 5:20 p.m. on Friday, February 17, 2017, Japan time.

Voting in writing:

Please indicate your vote for or against each proposal on the enclosed Voting Rights Exercise Form and return the form so as to reach the Company by the time limit described above.

Voting via the Internet:

Please access the website designated by the Company exclusively for the purpose of exercising voting rights (<http://www.web54.net>) through your browser and enter the voting code and the password supplied on the enclosed Voting Rights Exercise Form. Then follow the instructions on the screen and enter your vote for or against each proposal.

If a vote is exercised both in writing and via the Internet, the Internet vote will be taken as the valid vote.

- 1. Date and Time:** Saturday, February 18, 2017 at 10:00 a.m. Japan time
(Reception starts at 9:00 a.m.)
- 2. Place:** OSG Academy Global Technology Center located at
149 Miyamae, Ichinomiya-cho, Toyokawa City, Aichi Prefecture, Japan
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements, and results of audits on the Consolidated Financial Statements by the Accounting Auditor and the Audit & Supervisory Committee for the Company's 104th Fiscal Year (December 1, 2015 - November 30, 2016)
 2. Non-Consolidated Financial Statements for the Company's 104th Fiscal Year (December 1, 2015 - November 30, 2016)

Proposals to be resolved:

Proposal 1:	Appropriation of Surplus	…Page 3
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Proposal 3:	Payment of Bonuses to Directors	…Page 8

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©When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please also bring this brochure as a reference during the proceedings. Please note that any person other than a shareholder of the Company authorized to exercise voting rights, such as a companion of a shareholder or a non-shareholder of the Company serving as a proxy, may not participate in the meeting.

©From among documents to be provided with this notice, the Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements are posted on the Company’s website (<http://www.osg.co.jp/>) pursuant to the provisions of laws and ordinances and the provisions of Article 18 of the Articles of Incorporation of the Company, and are therefore not stated in the Appendix hereto. Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Accounting Auditor and the Audit & Supervisory Committee include Notes to Consolidated Financial Statements and Notes to Non-Consolidated Financial Statements, in addition to the documents stated in this notice.

©Should the Appendix or Reference Documents for the Shareholders’ Meeting require revisions, the revised versions will be posted on the Company’s website (<http://www.osg.co.jp/>).

# Reference Documents for the Shareholders' Meeting

## Proposals and References

### **Proposal 1:** Appropriation of Surplus

#### Year-end dividend

With regard to dividends, the Company's general principle is to distribute appropriate returns in comprehensive consideration of the future management environment surrounding the Company group and performance prospects, with a basic policy of maintaining a consolidated dividend payout ratio of 30% or more.

The Company proposes the payment of dividends for the 104th fiscal year as follows.

(1) Allotment of dividends to shareholders and the total amount of dividends

¥28 per share of the Company's common stock      Total amount    ¥2,521,276,016

The annual dividend for the fiscal year, including the interim dividend, will be ¥50 per share.

(2) Effective date of distribution of surplus

February 20, 2017

**Proposal 2:** Election of eight (8) Directors (excluding Directors serving as Audit & Supervisory Committee members)

The terms of office of all nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee members) will expire at the conclusion of this Ordinary Shareholders' Meeting.

In that regard, the election of eight (8) Directors (excluding Directors serving as Audit & Supervisory Committee members) is proposed.

The candidates for Directors (excluding Directors serving as Audit & Supervisory Committee members) are as follows:

| No. | Name<br>(Date of birth)<br>Number of shares in the<br>Company held | Past experience, positions and responsibilities at the Company,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|-----|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1   | Norio Ishikawa<br>(December 23, 1955)<br>88,331                    | <p>May 1983      Seconded to OSG Tap and Die, Inc. (Currently OSG USA, Inc.)</p> <p>August 1999      Director and President, OSG Europe S.A.</p> <p>February 2001      Director</p> <p>February 2003      Executive Officer</p> <p>February 2004      Director</p> <p>December 2004      Director and Chairman, OSG Europe S.A. (Current position)</p> <p>December 2004      Director<br/>General Manager, Design Center</p> <p>December 2006      In charge of Overseas Business Headquarters and Design Center<br/>In charge of Internal Auditing Department (Current position)</p> <p>February 2007      President &amp; COO (Current position)</p> <p>June 2009      In charge of Corporate Planning Department (Current position)</p> <p>December 2013      In charge of Planning Department</p> <p>June 2014      In charge of Global Marketing Department (Current position)</p> <p>October 2016      In charge of New Business Development Department (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, Nihon Hard Metal Co., Ltd.</li> <li>• Director, Sanwa Seiki Co., Ltd.</li> <li>• Director, OSG USA, Inc.</li> <li>• Director, OSG UK Limited</li> <li>• Director and Chairman, OSG Europe S.A.</li> <li>• Director, OSG Korea Corporation</li> <li>• Director, Taiho Tool Mfg. Co., Ltd.</li> <li>• Director, OSG (Shanghai) Co., Ltd.</li> <li>• Director, OSG Asia Pte Ltd.</li> <li>• Director, OSG Thai Co., Ltd.</li> </ul> |
| 2   | Koji Sonobe<br>(February 10, 1956)<br>38,113                       | <p>June 1982      Seconded to OSG Tap and Die, Inc. (Currently OSG USA, Inc.)</p> <p>February 2001      General Manager, Accounting Department</p> <p>February 2004      Executive Officer; General Manager, Accounting Department</p> <p>December 2004      Executive Officer; General Manager, Support Center</p> <p>February 2005      Director</p> <p>December 2006      General Manager, Strategic Planning Center; In charge of IT Center and<br/>New Business Department</p> <p>February 2007      Managing Director; In charge of Support Center (Current position)<br/>In charge of IT Center</p> <p>December 2015      In charge of Global Information Technology Division (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, OSG USA, Inc.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |

| No. | Name<br>(Date of birth)<br>Number of shares in the<br>Company held | Past experience, positions and responsibilities at the Company,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----|--------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3   | Toru Endo<br>(December 4, 1954)<br>38,900                          | November 1984      Seconded to Taiho Tool Mfg. Co., Ltd.<br>September 2001     Managing Director, OSG (Shanghai) Co., Ltd.<br>March 2002          Managing Director, Taiho Tool Mfg. Co., Ltd.<br>February 2004        Executive Officer<br>In charge of Greater China (Current position)<br>May 2007              Deputy Chairman, Taiho Tool Mfg. Co., Ltd.<br>February 2010        Managing Director (Current position)<br>January 2014         Chairman, OSG (Shanghai) Co., Ltd.<br>December 2015      Chairman & CEO, OSG (Shanghai) Co., Ltd. (Current position)<br>[Significant concurrent positions]<br>• Managing Director, Taiho Tool Mfg. Co., Ltd.<br>• Vice Chairman, Ningbo Dabao Hardware Tools Trading (China)<br>• Chairman, Kunshan Dabao Precision Tools Co., Ltd.<br>• Chairman & CEO, OSG (Shanghai) Co., Ltd.                                                                                                                                                                                                                                                                                                                                                                                            |
| 4   | Nobuaki Osawa<br>(April 1, 1968)<br>155,837                        | November 1997      Seconded to Norman Taps and Dies Ltd. (Currently OSG UK Limited)<br>September 1999     Vice President, Norman Taps and Dies Ltd.<br>October 2003        Director, OSG UK Limited (Current position)<br>December 2004      Representative Director and President, OSG Europe S.A.<br>(Current position)<br>February 2006        Executive Officer; In charge of supervising subsidiaries and affiliated<br>companies in Europe<br>February 2010        Managing Director (Current position)<br>February 2012        In charge of South Asia (Current position)<br>December 2013      In charge of domestic sales (Current position)<br>December 2015      In charge of Planning Department (Current position)<br>September 2016     President, Osawa Scientific Studies Grants Foundation (Current position)<br>[Significant concurrent positions]<br>• President, Osawa Scientific Studies Grants Foundation<br>• Representative Director, OSG UK Limited<br>• Representative Director and President, OSG Europe S.A.<br>• Representative Director, OSG GmbH<br>• Director, OSG Korea Corporation<br>• Director, OSG (Shanghai) Co., Ltd.<br>• Director, OSG Asia Pte Ltd.<br>• Director, OSG Thai Co., Ltd. |
| 5   | Tetsuro Hayasaka<br>(June 2, 1953)<br>28,100                       | October 1987        Seconded to OSG Tap and Die, Inc. (Currently OSG USA, Inc.)<br>December 2002      Representative Director and President, Ohtaka Precision Co., Ltd.<br>December 2004      General Manager, Yana Plant<br>February 2007        Executive Officer; General Manager, Yana Plant; General Manager,<br>Manufacturing Support for Group Companies Department<br>August 2009         Executive Officer; General Manager, Ohike Plant; General Manager,<br>Manufacturing Planning Department<br>December 2011      In charge of Manufacturing Division and Manufacturing Planning<br>Department (Current position)<br>February 2012        Managing Director (Current position)<br>[Significant concurrent positions]<br>• Director, Nihon Hard Metal Co., Ltd.<br>• Director, OSG USA, Inc.<br>• Director, OSG Korea Corporation                                                                                                                                                                                                                                                                                                                                                                                   |

| No. | Name<br>(Date of birth)<br>Number of shares in the<br>Company held | Past experience, positions and responsibilities at the Company,<br>and significant concurrent positions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|-----|--------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6   | Jiro Osawa<br>(November 6, 1969)<br>173,625                        | <p>August 1994      Seconded to OSG Tap and Die, Inc. (Currently OSG USA, Inc.)</p> <p>January 2000      Director and President, NAS Precision L.L.C.</p> <p>February 2007      Executive Officer<br/>General Manager, Design Center (Current position)</p> <p>February 2012      Managing Director; In charge of Design Center (Current position)<br/>In charge of the Americas</p> <p>December 2013      In charge of North America (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director and Chairman, OSG USA, Inc.</li> <li>• Director and Chairman, OSG Canada Ltd.</li> <li>• Director and Chairman, OSG Royco, S.A. de C.V.</li> <li>• Director and Chairman, Corporacion Arrendadora de Maquinas Para Produccion, S.A. de C.V.</li> <li>• Director, OSG Korea Corporation</li> <li>• Director, OSG (Shanghai) Co., Ltd.</li> </ul> |
| 7   | Toshitaka Yoshizaki<br>(September 19, 1953)<br>62,900              | <p>December 1983      Seconded to OSG Tap and Die, Inc. (Currently OSG USA, Inc.)</p> <p>February 2004      Executive Officer; In charge of Mexico</p> <p>February 2005      Director and President, OSG Royco, S.A. de C.V. (Current position)</p> <p>December 2012      Executive Officer<br/>Director and President, OSG Sulamericana de Ferramentas Ltda.;<br/>In charge of Mexico and South America (Current position)</p> <p>February 2014      Managing Director (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, OSG USA, Inc.</li> <li>• Director and President, OSG Royco, S.A. de C.V.</li> <li>• Director and President, Corporacion Arrendadora de Maquinas Para Produccion, S.A. de C.V.</li> <li>• Director and President, OSG Sulamericana de Ferramentas Ltda.</li> </ul>                                            |
| 8   | Hideaki Osawa<br>(January 1, 1974)<br>108,266                      | <p>December 2004      Seconded to OSG GmbH</p> <p>November 2005      Representative Director, OSG GmbH (Current position)</p> <p>February 2012      Executive Officer<br/>In charge of Europe (Current position)</p> <p>January 2014      Representative Director and President, OSG Europe S.A.<br/>(Current position)</p> <p>February 2014      Managing Director (Current position)</p> <p>[Significant concurrent positions]</p> <ul style="list-style-type: none"> <li>• Director, OSG UK Limited</li> <li>• Representative Director and President, OSG Europe S.A.</li> <li>• Representative Director, OSG GmbH</li> </ul>                                                                                                                                                                                                                                                                         |

- (Notes)
1. The Company has transactions such as sales of its product with nine (9) of ten (10) companies in which Mr. Norio Ishikawa, a candidate for Director, holds significant concurrent positions (the one exception is OSG Europe S.A.).
  2. The Company has transactions such as sales of its product with OSG USA, Inc., a company in which Mr. Koji Sonobe, a candidate for Director, holds a significant concurrent position.
  3. The Company has transactions such as sales of its product with two (2) of four (4) companies in which Mr. Toru Endo, a candidate for Director, holds significant concurrent positions (the two exceptions are Ningbo Dabao Hardware Tools Trading (China) and Kunshan Dabao Precision Tools Co., Ltd.).
  4. The Company has transactions such as sales of its product with six (6) of eight (8) organizations in which Mr. Nobuaki Osawa holds significant concurrent positions (the two exceptions are Osawa Scientific Studies Grants Foundation and OSG Europe S.A.).
  5. The Company has transactions such as sales of its product with three (3) companies in which Mr. Tetsuro Hayasaka, a candidate for Director, holds significant concurrent positions.
  6. The Company has transactions such as sales of its product with five (5) of six (6) companies in which Mr. Jiro Osawa, a candidate for Director, holds significant concurrent positions (the one exception is Corporacion Arrendadora de Maquinas Para Produccion, S.A. de C.V.).
  7. The Company has transactions such as sales of its product with three (3) of four (4) companies in which Mr. Toshitaka Yoshizaki, a candidate for Director, holds significant concurrent positions (the one exception is Corporacion Arrendadora de Maquinas Para Produccion, S.A. de C.V.).

8. The Company has transactions such as sales of its product with two (2) of three (3) companies in which Mr. Hideaki Osawa, a candidate for Director, holds significant concurrent positions (the one exception is OSG Europe S.A.).

**Proposal 3:** Payment of Bonuses to Directors

In consideration of the Company's performance for the fiscal year ended November 30, 2016 and various other conditions, the Company proposes that bonuses of ¥383,800,000 in total (including ¥374,000,000 for Directors (excluding Directors serving as Audit & Supervisory Committee members), and ¥9,800,000 for Directors serving as Audit & Supervisory Committee members) be paid to the nine (9) Directors (excluding Directors serving as Audit & Supervisory Committee members) and six (6) Directors serving as Audit & Supervisory Committee members in office at the end of the fiscal year.