

June 25, 2014

To Our Shareholders:

**NOTICE OF RESOLUTION OF
THE 118TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We are pleased to announce that the matters below were reported and resolved at the 118th Ordinary General Meeting of Shareholders of the Company held today.

Yours very truly,

GUNZE LIMITED
1 Zeze, Aono-cho, Ayabe-shi
Kyoto, Japan

By: Nodoka Kodama _____
Representative Director and President

PARTICULARS

Reported Items:

- 1. Report on the Business Report, the Consolidated Accounting Documents and Non-Consolidated Accounting Documents for the 118th Business Term (from April 1, 2013 to March 31, 2014).**

This item was reported at the meeting accordingly.

- 2. Report on the Results of Audits for the Consolidated Accounting Documents by Accounting Auditors and the Board of Corporate Auditors for the 118th Business Term (from April 1, 2013 to March 31, 2014).**

This item was reported at the meeting accordingly.

Resolved Items:

- First Proposition: Proposed Disposal of Surplus**
This item was approved and resolved as originally proposed. The dividend for the end of the Term was decided to be ¥7.50 per share.
- Second Proposition: Election of Ten (10) Directors**
This item was approved and resolved as originally proposed. Eight (8) directors, namely, Mr. Nodoka Kodama, Mr. Kazunori Hattori, Mr. Katsusuke Amano, Ms. Aya Shirai, Mr. Masakazu Suzuki, Mr. Atsushi Hirochi, Mr. Tomomi Furukawa and Mr. Yasuhiro Akase were re-elected, and two (2) directors, namely, Mr. Nobuya Oka and Mr. Toshiyasu Saguchi were newly elected; and all assumed their offices.
- Third Proposition: Election of One (1) Corporate Auditor**
This item was approved and resolved as originally proposed. Mr. Makoto Hamamura, was newly elected as Corporate Auditor; and he assumed his office.
- Fourth Proposition: Election of One (1) Substitute Corporate Auditor**
This item was approved and resolved as originally proposed. Mr. Hideo Miki was elected as Substitute Corporate Auditor.
- Fifth Proposition: Continuation of the Policy for Measures against Large-scale Acquisition of Shares of the Company (Takeover Defense Policy)**
This item was approved and resolved as originally proposed.

The meeting of the Board of Directors of the Company, convened after this General Meeting of Shareholders, formally appointed the following representative directors and managing directors, who subsequently assumed their offices.

Representative Director, President and
President Corporate Officer: Nodoka Kodama

Representative Director, Managing Director
and Managing Corporate Officer: Kazunori Hattori

Managing Director and
Managing Corporate Officer: Atsushi Hirochi

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