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Securities Code 7205

June 8, 2018

To Shareholders with Voting Rights:

Yoshio Shimo
President & CEO, Member of the Board
HINO MOTORS, LTD.
1-1 Hinodai 3-chome, Hino-shi, Tokyo

Notice of Convocation of the 106th Ordinary General Meeting of Shareholders

Dear Shareholder,

Please refer to the following for information about the upcoming 106th Ordinary General Meeting of Shareholders (the "General Shareholders' Meeting") of Hino Motors, Ltd. ("Hino"). We hope that you will be able to attend this meeting.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot or by electromagnetic means (via the Internet). Please review the enclosed Reference Documents and exercise your voting rights by no later than 6:00 p.m. on Monday, June 25, 2018 (Japan Time). Thank you very much for your cooperation.

1. Date and time: 10:00 a.m., Tuesday, June 26, 2018

2. Venue: **Head Office of Hino Motors, Ltd.** 1-1 Hinodai 3-chome, Hino-shi, Tokyo

3. Meeting Agenda:

Reports:

1. Reports on business review, consolidated financial statements for FY2018 (April 1, 2017 through March 31, 2018) and report by the Accounting Auditor and the Audit & Supervisory Board on the audit results of the consolidated financial statements
2. Reports on unconsolidated financial statements for FY2018 (April 1, 2017 through March 31, 2018)

Resolutions:

- Proposed Resolution 1: Election of ten (10) Members of the Board of Directors
Proposed Resolution 2: Election of one (1) Substitute Audit & Supervisory Board Member
Proposed Resolution 3: Payment of Bonuses to Members of the Board of Directors

- Notes: - If you attend the meeting in person, please submit the enclosed ballot at the reception desk. It will serve as your admission pass. You are also kindly requested to bring this Notice of Convocation in order to save paper resources.
- Please refer to Pages 9-10 (Japanese only) for the method of exercising voting rights by paper ballot or by electromagnetic means (via the Internet).
 - If you intend to engage in split voting, please submit a written notice to that effect and the reasons for the split voting at least three days prior to this General Shareholders' Meeting (June 22, 2018).
 - The items below are omitted from inclusion in the Notice of Convocation in accordance with laws and regulations and the Articles of Incorporation of Hino and are posted on Hino's website (<http://www.hino.co.jp/>).
 - Notes to the Consolidated Financial Statements
 - Notes to the Unconsolidated Financial Statements
 - If any revisions are made to the reference documents for the General Shareholders' Meeting, the business report, the consolidated financial statements, and/or the non-consolidated financial statements, the revisions will be posted on Hino's website (<http://www.hino.co.jp/>).

Reference Documents

Proposed resolutions and reference matters

Proposed Resolution 1: Election of ten (10) Members of the Board of Directors

The terms of office of all current eleven (11) Members of the Board of Directors will expire at the conclusion of this General Shareholders' Meeting. Accordingly, we hereby request that ten (10) Members of the Board of Directors be elected. The candidates for the positions of Member of the Board of Directors are as follows.

List of candidates for the positions of Member of the Board of Directors

No.		Name	Position at Hino
1	Reappointment	Yasuhiko Ichihashi	Chairman of the Board
2	Reappointment	Yoshio Shimo	President & CEO, Member of the Board
3	Reappointment	Satoru Mouri	Director, Member of the Board Executive Vice President
4	Reappointment	Hirofumi Muta	Director, Member of the Board Executive Vice President
5	Reappointment	Shin Endo	Director, Member of the Board Executive Vice President
6	Reappointment	Taketo Nakane	Director, Member of the Board Senior Managing Officer
7	New candidate	Shinichi Sato	Senior Managing Officer
8	Reappointment Outside Director Independent Director	Toshitaka Hagiwara	Director, Member of the Board
9	Reappointment Outside Director Independent Director	Motokazu Yoshida	Director, Member of the Board
10	Reappointment	Shigeki Terashi	Director, Member of the Board

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
1	Yasuhiko Ichihashi (3/22/1952) (Reappointment) Attendance at Board of Directors meetings: 13/13	<p>Apr. 1974 Joined Toyota Motor Corporation (TMC)</p> <p>Jun. 2003 Managing Officer of TMC</p> <p>Jun. 2004 Director and President of Toyota Technical Center U.S.A., Inc.</p> <p>Apr. 2006 Executive Vice President of Toyota Motor Engineering & Manufacturing North America, Inc.</p> <p>Jun. 2008 Senior Managing Director of TMC</p> <p>Jun. 2010 Director and Vice President of Kanto Auto Works, Ltd.</p> <p>Apr. 2012 Adviser of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2012 Executive Vice President, Member of the Board of Hino</p> <p>Jun. 2013 President, Member of the Board of Hino</p> <p>Jun. 2017 Chairman of the Board of Hino (to present)</p> <p>[Responsibility] Overall management</p> <p>[Important concurrent duties] Chairman of The Hino Green Fund Foundation</p>	55,800 shares
2	Yoshio Shimo (1/28/1959) (Reappointment) Attendance at Board of Directors meetings: 13/13	<p>Apr. 1981 Joined Hino Motors, Ltd. (Hino)</p> <p>Feb. 2005 General Manager of Overseas Business Planning Div. of Hino</p> <p>Apr. 2011 Executive Officer of Hino</p> <p>Apr. 2012 Managing Officer of Hino</p> <p>Apr. 2015 Senior Managing Officer of Hino</p> <p>Apr. 2016 Managing Officer of Toyota Motor Corporation</p> <p>Apr. 2017 Adviser of Hino</p> <p>Jun. 2017 President & CEO, Member of the Board of Hino (to present)</p> <p>[Responsibility] Overall management</p>	40,000 shares
3	Satoru Mouri (12/18/1956) (Reappointment) Attendance at Board of Directors meetings: 13/13	<p>Apr. 1980 Joined Toyota Motor Sales Co., Ltd.</p> <p>Jun. 2009 Managing Officer of Toyota Motor Corporation (TMC)</p> <p>Apr. 2014 Senior Managing Officer of TMC</p> <p>Apr. 2016 Adviser of Hino Motors, Ltd. (Hino)</p> <p>Jun. 2016 Executive Vice President, Member of the Board of Hino</p> <p>Apr. 2018 Director, Member of the Board of Hino Executive Vice President (to present)</p> <p>[Responsibility] Unit Director of Global Business Unit</p>	36,900 shares

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
4	Hirofumi Muta (1/5/1956) (Reappointment) Attendance at Board of Directors meetings: 13/13	Apr. 1978 Joined Toyota Motor Corporation (TMC) Jun. 2004 General Manager of Production Engineering Planning Div. of TMC Jun. 2006 Managing Officer of TMC Apr. 2011 Senior Managing Officer of TMC Apr. 2017 Adviser of Hino Motors, Ltd. Jun. 2017 Executive Vice President, Member of the Board of Hino Apr. 2018 Director, Member of the Board of Hino Executive Vice President (to present) [Responsibility] Unit Director of Monozukuri Unit	30,400 shares
5	Shin Endo (4/2/1954) (Reappointment) Attendance at Board of Directors meetings: 13/13	Apr. 1977 Joined Hino Motors, Ltd. (Hino) Feb. 2002 General Manger of Power Train R&D Div. of Hino Jun. 2003 Executive Officer of Hino Jun. 2008 Senior Executive Officer of Hino Apr. 2012 Managing Officer of Hino Jun. 2012 Senior Managing Director, Member of the Board of Hino Apr. 2014 Director and Senior Managing Officer of Hino Jun. 2014 Senior Managing Officer of Hino Jun. 2015 Director, Member of the Board of Hino Senior Managing Officer of Hino Apr. 2018 Director, Member of the Board of Hino Executive Vice President (to present) [Responsibility] Unit Director of Advanced Technology Unit	14,900 shares

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
6	Taketo Nakane (12/17/1958) (Reappointment) Attendance at Board of Directors meetings: 13/13	Apr. 1982 Joined Hino Motors, Ltd. (Hino) Feb. 2005 General Manager of Finance & Accounting Div. of Hino Apr. 2014 Managing Officer of Hino Apr. 2016 Senior Managing Officer of Hino Jun. 2016 Director, Member of the Board of Hino Senior Managing Officer of Hino (to present) [Responsibilities] Unit Director of Corporate Unit, Mid-Long Term Strategy (Corporate Strategy Div./Product Strategy Div./Public Affairs Div./BR2020 Planning Div.)/Human Resources & General Administration/Hino Technical Skills Academy	10,300 shares
7	Shinichi Sato (5/25/1959) (New candidate) Attendance at Board of Directors meetings: -	Apr. 1982 Joined Hino Motors, Ltd. (Hino) Jun. 2008 General Manager of Finance & Accounting Div. of Hino Apr. 2016 Managing Officer of Hino Apr. 2018 Senior Managing Officer of Hino (to present) [Responsibilities] Mid-Long Term Strategy (IT Planning Div.)/Finance & Accounting/Profit & Cost Planning [Important concurrent duties] Outside Audit & Supervisory Board Member of SAWAFUJI ELECTRIC CO., LTD.	14,500 shares
8	Toshitaka Hagiwara (6/15/1940) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 11/13	Dec. 1969 Joined Komatsu Ltd. (Komatsu) Jun. 1990 Director of Komatsu Jun. 1995 Managing Director of Komatsu Jun. 1997 Senior Managing Director of Komatsu Jun. 1999 Executive Vice President of Komatsu Jun. 2003 Chairman of the Board of Komatsu Jun. 2007 Councilor and Senior Adviser of Komatsu Jul. 2011 Senior Adviser of Komatsu Jun. 2013 Outside Audit & Supervisory Board Member of Hino Motors, Ltd. (Hino) Jul. 2013 Adviser of Komatsu (to present) Jun. 2015 Outside Director of Hino (to present) [Important concurrent duties] Outside Director of Yamato Holdings Co., Ltd. Outside Director of Zensho Holdings Co., Ltd. Outside Director of Takamatsu Construction Group Co., Ltd. Adviser of Komatsu Ltd.	6,700 shares

No.	Name (date of birth)	Brief career summary, position and main areas of responsibility at Hino and important concurrent duties	Number of Hino shares owned
9	Motokazu Yoshida (1/7/1948) (Reappointment) (Outside Director) (Independent Director) Attendance at Board of Directors meetings: 13/13	Apr. 1971 Joined Mitsui & Co., Ltd. (Mitsui & Co.) Jun. 2001 Director of Mitsui & Co. Apr. 2002 Director, Senior Executive Officer of Mitsui & Co. Apr. 2003 Managing Executive Officer of Mitsui & Co. Oct. 2005 Senior Managing Executive Officer of Mitsui & Co. Jun. 2007 Representative Director, Senior Managing Executive Officer of Mitsui & Co. Apr. 2008 Representative Director, Executive Vice President of Mitsui & Co. Apr. 2009 Director of Mitsui & Co. Jun. 2009 Adviser of Mitsui & Co. Nov. 2012 Administrative Director of Meisei Gakuen (to present) Jun. 2015 Outside Director of Hino Motors, Ltd. (to present) [Important concurrent duties] Administrative Director of Meisei Gakuen	8,300 shares
10	Shigeki Terashi (2/16/1955) (Reappointment) Attendance at Board of Directors meetings: 11/13	Apr. 1980 Joined Toyota Motor Corporation (TMC) Jun. 2008 Managing Officer of TMC Jun. 2008 Executive Vice President of Toyota Motor Engineering & Manufacturing North America, Inc. (TEMA) May 2011 President and COO of TEMA Apr. 2012 President and CEO of TEMA President and COO of Toyota Motor North America, Inc. Apr. 2013 Senior Managing Officer of TMC Jun. 2013 Member of the Board of Directors and Senior Managing Officer of TMC Jun. 2015 Executive Vice President, Member of the Board of Directors of TMC (to present) Jun. 2016 Director of Hino Motors, Ltd. (to present) [Important concurrent duties] Executive Vice President, Member of the Board of Directors of Toyota Motor Corporation	0 shares

- Notes: 1. Of the candidates for Members of the Board of Directors, Mr. Yasuhiko Ichihashi concurrently serves as the Chairman of The Hino Green Fund Foundation to which Hino makes donations.
2. Mr. Toshitaka Hagiwara and Mr. Motokazu Yoshida are candidates for Outside Member of the Board of Directors as stipulated in Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of the Companies Act. Both Mr. Hagiwara and Mr. Yoshida have a wealth of experience and wide-ranging knowledge as managers. As we expect that their advice on overall management of Hino will contribute to strengthening Hino's management systems, we hereby nominate them as candidates for Outside Member of the Board of Directors. Based on the assumption that election of Mr. Hagiwara and Mr. Yoshida will be approved as proposed, Hino has designated them as independent directors as defined by the Tokyo Stock Exchange and the Nagoya Stock Exchange and registered them with these exchanges. Mr. Hagiwara and Mr. Yoshida will have served as Director of Hino for three (3) years upon the conclusion of this General Shareholders' Meeting.
3. Mr. Toshitaka Hagiwara has been serving as an Outside Director of Zensho Holdings Co., Ltd. since June 2010. At Sukiya, a beef bowl chain operated by Zensho Co., Ltd. (whose name

was changed to Sukiya, Co., Ltd. on October 1, 2014), which is a 100% subsidiary of Zensho Holdings, excessive hours of work by certain employees occurred during the period from February to March 2014 and Sukiya received guidance from the Labor Standards Inspection Office etc. to correct the situation. Zensho Holdings set up a third-party committee, and following its recommendations, strove to accelerate improvement of the workplace environment.

As an Outside Director of Zensho Holdings, Mr. Hagiwara has been providing advice to Zensho Holdings from the viewpoint of legal compliance and is duly fulfilling his duties. After this matter came to light, at meetings of Zensho Holdings' Board of Directors, he urged Zensho Holdings to further strengthen and ensure compliance and implement appropriate measures to prevent recurrence.

Mr. Hagiwara has been serving as an Outside Director of Yamato Holdings Co., Ltd. since June 2009. In the context of the recent rapid expansion of e-commerce etc., the framework established by the Yamato Group to cope with the increasing volume of transactions was insufficient to cope with demand. The survey of employees' working hours conducted from February 2017 revealed that the Yamato Group had not been fully aware of the problems, including the fact that its employees have been unable to take sufficient breaks from work. Yamato Holdings took these findings seriously and has been engaged in various structural reforms mainly in its delivery business, placing top priority on reform of the working style such as the improvement of labor management and its thorough implementation as well as encouragement of a work-life balance.

Although Mr. Hagiwara was unaware of the fact until it was revealed, as an Outside Director of Yamato Holdings, he had always actively provided advice to the said company from the viewpoint of legality and compliance. After the fact was revealed, at meetings of Yamato Holdings' Board of Directors, he investigated the causes of the matter and gave advice for the improvement of the working environment and thorough compliance, and duly fulfilled his duties and strove to restore the reliability of Yamato Group.

4. Hino has entered into agreements with Outside Director candidates Mr. Toshitaka Hagiwara and Mr. Motokazu Yoshida to limit their liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that they are without knowledge and are not grossly negligent in performing their duties. If their election is approved as proposed, Hino intends to renew the agreements with them. Hino has entered into an agreement with Mr. Shigeki Terashi, a candidate for Member of the Board of Directors who will be a non-executive Member of the Board of Directors. If election of Mr. Terashi is approved as proposed, Hino intends to renew the agreement with him.

5. Candidates who worked at Toyota Motor Corporation, Hino's parent company, for the last five (5) years and their areas of responsibility are as follows.

Name	Areas of responsibility
Yoshio Shimo	Strategic Top Executive Meeting Office, Frontier Research Center, Corporate Strategy Div.
Satoru Mori	Japan Sales Business Group
Hirofumi Muta	Vehicle Production Engineering & Manufacturing Group, Vehicle Production Engineering Field, TNGA Planning Div., Safety & Health Promotion Div., Corporate Strategy Div., Environmental Affairs Div., Plant & Environmental Engineering Div., Production Control Group, Advanced R&D and Engineering Company, Prototype Production Div., Advanced Production Engineering Div., Production Engineering Innovation Div.
Shigeki Terashi	Environmental Affairs Div., Product & Business Strategy Div., Design Quality Innovation Div., Corporate Planning Div., Research Div., Strategic Top Executive Meeting Office, BR Connected Strategy and Planning Div., Information Security Management Div., Corporate Strategy Div., Global Audit Div., EV Business Planning Dept., Chief Risk Officer, Powertrain Company, BR U.S. New JV Project Department, Advanced R&D and Engineering Company, Chief Safety Technology Officer

Proposed Resolution 2: Election of one (1) Substitute Audit & Supervisory Board Member

In order to be prepared in the event that the number of Audit & Supervisory Board Members falls below the requirements of laws and regulations, we hereby request that one (1) Substitute Audit & Supervisory Board Member be elected.

The candidate for the position of Substitute Audit & Supervisory Board Member is as follows.

This proposal is made to elect a substitute for either Ms. Keiko Kitamura or Mr. Masahiro Nakajima, who are Outside Audit & Supervisory Board Members.

In the event the Substitute Audit & Supervisory Board Member assumes the position of Audit & Supervisory Board Member, his term of office shall be the remaining part of his predecessor's term.

This resolution shall be effective until the commencement of the next Ordinary General Shareholders' Meeting, provided, however, that this resolution may be cancelled before the proposed Substitute Audit & Supervisory Board Member assumes office, by a resolution of the Board of Directors, subject to the approval of the Audit & Supervisory Board.

The submission of this proposal at this General Shareholders' Meeting was approved by the Audit & Supervisory Board.

Name (date of birth)	Brief career summary and position at Hino	No. of Hino shares owned
Yoshiaki Kitahara (11/9/1949)	Apr. 1972 Joined Central Motor Co., Ltd. (Central Motor) Jun. 2004 Director of Central Motor Jun. 2008 Managing Director of Central Motor Jun. 2012 Outside Audit & Supervisory Board Member of Hino Motors, Ltd.	3,700 shares

Notes: 1. No special interest exists between Mr. Yoshiaki Kitahara and Hino.

2. Mr. Yoshiaki Kitahara is a candidate for Substitute Audit & Supervisory Board Member. He previously served as a Director in charge of the accounting department of Central Motor Co., Ltd. (current Toyota Motor East Japan, Inc.) and has significant knowledge of finance and accounting. He also has been involved in management of a company for many years. In order to reflect his extensive experience and deep insight as a management expert gained through his career in the auditing of Hino, we hereby nominate him as a candidate for Substitute Outside Audit & Supervisory Board Member.

3. If election of Mr. Yoshiaki Kitahara is approved as proposed and if he assumes the position of Outside Audit & Supervisory Board Member, Hino intends to enter into an agreement with Mr. Kitahara to limit his liability pursuant to Article 423, Paragraph 1 of the Companies Act to the amount stipulated in Article 425, Paragraph 1 of the Companies Act, provided that he is without knowledge and is not grossly negligent in performing his duties.

Proposed Resolution 3: Payment of Bonuses to Members of the Board of Directors

In consideration of the results for FY2018 and other factors, we propose that the eight (8) executive Members of the Board of Directors in office as of the end of FY2018 be paid a total amount of 276,150,000 yen as bonuses.

It is also proposed that the decisions as to the specific amounts of money, timing and method of payment be entrusted to the Board of Directors.