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Securities Code: 4186
June 6, 2016

To Those Shareholders with Voting Rights

Ikuo Akutsu
President and Representative Director
TOKYO OHKA KOGYO CO., LTD.
150 Nakamaruko, Nakahara-ku,
Kawasaki, Kanagawa, JAPAN

NOTICE OF THE CONVOCATION OF THE 86th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to extend our deepest sympathies and condolences to all the victims of the 2016 Kumamoto Earthquake.

You are cordially invited to attend the 86th Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. ("the Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following means. Please review the Reference Documents for the General Meeting of Shareholders, and exercise your voting rights by 5:30 p.m., Monday, June 27, 2016.

Exercise of Voting Rights in Writing

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it to the Company, ensuring that the form reaches us no later than the above voting deadline.

Exercise of Voting Rights by Electronic Means (via the Internet, etc.)

Please review the "Guide for Exercising Voting Rights" described on pages 3 and 4, and enter your approval or disapproval for each proposal no later than the above voting deadline.

1. **Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m.

2. **Place:** 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

3. **Agenda of the Meeting:**

Matters to be reported:

1. The Business Report and the Consolidated Financial Statements for the 86th fiscal year (from April 1, 2015 to March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. The Non-Consolidated Financial Statements for the 86th fiscal year (from April 1, 2015 to March 31, 2016)

Proposals to be resolved:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Eight Directors
Proposal No. 3: Election of One Corporate Auditor

4. Matters Decided for the Convocation:

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.

(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

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* For those attending the meeting, please present the enclosed Voting Rights Exercise Form at the reception desk on arrival.

*When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-Consolidated Financial Statements, please understand that the matters after modification will be shown on the website of the Company (http://www.tok.co.jp/).

Guide for Exercising Voting Rights

Voting rights can be exercised using the following three methods.

[Attending the General Meeting of Shareholders]

Please hand in the enclosed Voting Rights Exercise Form at the reception desk.

Date and Time: Tuesday, June 28, 2016 at 10:00 a.m.
Place: 1st Meeting Room, 5F, Corporate Headquarters of the Company
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

[Exercise of Voting Rights by Postal Mail]

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and mail it without a stamp.

Deadline for exercising voting rights: 5:30 p.m., Monday, June 27, 2016 (Japan Standard Time)

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights (http://www.evote.jp/) from personal computer, smartphone, or mobile phone, enter the "login ID" and "temporary password" provided on the Voting Rights Exercise Form and then enter your vote for each proposal according to the instructions on the screen.

Deadline for exercising voting rights: 5:30 p.m., Monday, June 27, 2016 (Japan Standard Time)

(1) To prevent people who are not shareholders (impostors) from illegally accessing the website and alteration of the content of your voting selections, we will ask shareholders who use the website to change their "temporary passwords" on the website for exercising voting rights.
(2) You will be provided with a new "login ID" and "temporary password" each time a General Meeting of Shareholders is convened.

Points to note when exercising the voting rights by electromagnetic means (via the Internet, etc.)

(1) If you exercise your voting rights by two different means, that is, by electronic means (via the Internet, etc.) as well as in writing, votes by electronic means (via the Internet, etc.) shall prevail.
(2) If you exercise your voting rights by electronic means (via the Internet, etc.) more than once, your final votes shall prevail.

Website to use for exercising voting rights

(1) Exercise of voting rights via the Internet is possible by accessing the website designated by the Company exclusively for the purpose of exercising voting rights (http://www.evote.jp/) via a personal computer, smartphone or mobile phone (i-mode, EZweb and Yahoo!Keitai).
(Access is unavailable between 2:00 a.m. and 5:00 a.m. every day.)
(2) Depending on the Internet user environment, shareholders using personal computers or smartphones may not be able to exercise their voting rights via the website for exercising voting rights. For more details, please contact the Help Desk by telephone at the following number.
(3) In order to exercise voting rights using a mobile phone, it is necessary for a mobile phone to have the capability to use the i-mode, EZweb, or Yahoo!Keitai service. Even if shareholders have access to one of the above services, some shareholders may not be able to use the service if their mobile phone models are incapable of sending information, or not encrypted communication (SSL communication) enabled, to ensure security.
(4) Costs arising from accessing the website for exercising voting rights (Internet access fees, communication charges, etc.) will be borne by the shareholder.

Note: i-mode, EZweb, and Yahoo! are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI CORPORATION and Yahoo! Inc. in the U.S., respectively.

Electronic proxy voting platform

If you are nominee shareholders such as management trust banks (including standing proxy) and apply in advance for the use of the electronic proxy voting platform operated by ICJ, Inc., you may use such platform operated by ICJ, Inc.

For inquiries concerning systems, etc. please contact:

Mitsubishi UFJ Trust and Banking Corporation,
Securities Agent Department (Help Desk)
Tel: 0120-173-027 (Business hours: 9:00 a.m.–9:00 p.m. toll free)

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

Regarding the appropriation of surplus, the Company proposes as follows.

Matters related to the year-end dividend:

The Company considers the return of its profits to shareholders as an important managerial issue. The Company, in light of its financial condition and business performance from a long-term point of view, makes it its basic policy to carefully secure its sufficient internal reserves for the purpose of effectively utilizing them as a resource for continuous improvement of its corporate value by advancing measures essential for the enhancement of the corporate competitiveness and enlargement of its profit such as: aggressive research and development investment into new technologies and new products geared towards new growth; capital investment in manufacturing equipment, etc. for quality improvements and further efficiency improvements of existing business; and enhancement of its business development both at home and overseas. On the other hand, the Company also makes it its basic policy to continue its payments of dividends with a consolidated payout ratio of 30% or more, taking into account the current level of payout; and the flexible acquisition of its own stocks.

Under this policy, with regard to the year-end dividend for the fiscal year, the Company proposes to pay ¥32 per share as indicated below. This payment takes into account various factors, including the Company's business performance, and also reflects the Company's desire to express its appreciation for the consistent support of its shareholders, as, in October 2015, the Company commemorated the 75th anniversary of its establishment. The dividend of ¥32 per share includes, in addition to the ordinary dividend of ¥30 per share, a commemorative dividend of ¥2 per share.

Accordingly, including the interim dividend of ¥32 per share (including an ordinary dividend of ¥30 per share and a commemorative dividend of ¥2 per share) paid in November 2015, the annual dividend for the fiscal year is ¥64 per share, which is ¥4 more than in the previous fiscal year.

(1) Type of dividend property

Cash

(2) Matters related to distribution of dividend property to shareholders and the total amount

¥32 per common share of the Company

(including an ordinary dividend of ¥30 per share and a commemorative dividend of ¥2 per share)

Total amount: ¥1,384,107,776

(3) Effective date of the distribution of surplus

June 29, 2016

Proposal No. 2: Election of Eight Directors

The terms of office of all eight Directors will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, the Company requests that eight Directors be elected.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions		Number of shares of the Company held
1	Ikuo Akutsu (April 27, 1959) [Re-election]	April 1982	Joined the Company	13,300 shares
		April 2003	General Manager, Manufacturing Technology Division	
		October 2003	General Manager, Advanced Material Development Division 2	
		April 2007	Chairman and President of TOK TAIWAN CO., LTD.	
		June 2009	Officer; Department Manager, Corporate Planning Department	
		June 2010	Director; Executive Officer; Department Manager, Corporate Planning Department	
		June 2011	Representative Director, President and Chief Executive Officer (to the present)	
	Reasons for nomination as candidate for Director Since assuming the position of Representative Director, President and Chief Executive Officer, Mr. Ikuo Akutsu has led the management of the TOK Group ("the Group") as its top executive and contributed to the Group's further development through the measures in the Medium-Term Plan. Thus, since the Company judges that Mr. Ikuo Akutsu can be expected to continue contributing to the management of the Company, it requests his election as a Director.			
2	Hiroji Komano (December 19, 1952) [Re-election]	April 1976	Joined the Company	4,300 shares
		April 1997	General Manager, Advanced Material Development Division 2	
		June 2000	General Manager, Advanced Material Development Division 1	
		June 2004	Officer; Deputy Department Manager, Research and Development Department	
		October 2004	Officer; Deputy Department Manager, Research and Development Department and General Manager, New Technology Development Section	
		April 2007	Officer (President and Director of TOKYO OHKA KOGYO AMERICA, INC.)	
		June 2011	Officer; Department Manager, New Business Development Department	
		June 2012	Director; Officer; Department Manager, New Business Development Department (to the present)	
	Reasons for nomination as candidate for Director Mr. Hiroji Komano has held important positions in the Group, serving in such roles as person responsible for product development and President and Director of the U.S. subsidiary before assuming the position of Department Manager, New Business Development Department. Owing to this experience, he is well acquainted with the Company's business characteristics and customers and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Hiroji Komano can be expected to continue contributing to the management of the Company, it requests his election as a Director.			

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position and responsibility at the Company,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">3</td><td>Harutoshi Sato
(June 1, 1961)

[Re-election]</td><td>April 1984
April 2004
April 2007
April 2008
June 2009

June 2011

June 2012</td><td>Joined the Company
General Manager, Quality Assurance Division
General Manager, Advanced Material Development Division 2
General Manager, Advanced Material Development Division 1
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 3
Officer; Deputy Department Manager, Research and Development Department and General Manager, Advanced Material Development Division 1
Director; Officer; Department Manager, Research and Development Department
(to the present)</td><td>3,800 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Harutoshi Sato has held important positions in the Group, serving in such roles as representative at the U.S. subsidiary, person responsible for quality assurance, and person responsible for product development before assuming the position of Department Manager, Research and Development Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and customer and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Harutoshi Sato can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">4</td><td>Kunio Mizuki
(February 10, 1959)

[Re-election]</td><td>October 1985
April 2005
June 2009

June 2012
June 2013

(Significant concurrent positions)
Representative Director and President of OHKA SERVICE CO., LTD.</td><td>Joined the Company
General Manager, General Affairs Division
Officer; Deputy Department Manager, Administration Department and General Manager, General Affairs Division
Officer; Department Manager, General Affairs Department
Director; Officer; Department Manager, General Affairs Department
(to the present)</td><td>4,400 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Assuming the position of Department Manager of the General Affairs Department after serving as General Manager of the General Affairs Division, Mr. Kunio Mizuki has been working to strengthen corporate governance, including development of the information management system, the contingency management system, and the compliance system as well as improvement of investor relations. Furthermore, through his experience with the business operations in his charge, he possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Kunio Mizuki can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
</table>

<table>
<tr><th>No.</th><th>Name
(Date of birth)</th><th>Career summary, position and responsibility at the Company,
and significant concurrent positions</th><th>Number of shares of the Company held</th></tr>
<tr><td rowspan="2">5</td><td>Nobuo Tokutake
(April 2, 1961)

[Re-election]</td><td>April 1984 Joined the Company
October 2003 Chairman and President of TOK TAIWAN CO., LTD.
April 2007 General Manager, Quality Assurance Division
June 2009 Senior General Manager, Production Control Division and General Manager, Quality Assurance Division
June 2013 Officer; Deputy Department Manager, Manufacturing Department
June 2015 Director; Officer; Department Manager, Manufacturing Department (to the present)

(Significant concurrent positions)
Representative Director and President of KUMAGAYA OHKA CO., LTD.
Director of TOKYO OHKA KOGYO AMERICA, INC.
Director of TOK TAIWAN CO., LTD.</td><td>2,105 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Nobuo Tokutake has held important positions in the Group, serving in such roles as product developer, representative at the U.S. subsidiary, and Chairman and President of the Taiwanese subsidiary before assuming the position of Department Manager, Manufacturing Department. Owing to this experience, he is well acquainted with the Company’s business characteristics and customers and consequently possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Nobuo Tokutake can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">6</td><td>Hiroshi Kurimoto
(August 26, 1947)

[Re-election]
[Outside Director]
[Independent Director]</td><td>April 1970 Joined OILES CORPORATION (“OILES”)
June 1999 Director of OILES
June 2003 Director; Managing Operating Officer of OILES
June 2006 Representative Director, President and Chief Operating Officer of OILES
June 2011 Representative Director and Chairman of OILES
June 2014 Director (Outside Director) of the Company (to the present)
Director and Senior Advisor of OILES
June 2015 Senior Advisor of OILES (to the present)

(Significant concurrent positions)
Senior Advisor of OILES</td><td>1,000 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Outside Director
Election of Mr. Hiroshi Kurimoto as Outsider Director is proposed to request his continued supervision of the Company’s management from an objective and neutral point of view based on his abundant experience and considerable insight as an executive of a listed company, as well as his contribution to enhancement of the corporate governance with his advice on the general management of the Company.</td></tr>
</table>

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
7	Noriko Sekiguchi (January 23, 1964) [Re-election] [Outside Director] [Independent Director]	April 1986 Joined Manufacturers Hanover Bank (present JPMorgan Chase Bank, N.A.) October 1991 Joined Asahi-Shinwa Kaikeisha audit corporation (present KPMG AZSA LLC) March 1994 Registered as certified public accountant February 1998 Joined Japan Broadcasting Corporation December 2001 Joined Triumph International (Japan) Ltd. January 2002 Reregistered as certified public accountant July 2004 Joined Ernst & Young ShinNihon (present Ernst & Young ShinNihon LLC) November 2010 Representative of Sekiguchi CPA Office (to the present) April 2011 Contract Monitoring Committee Member of Japan International Cooperation Agency (“JICA”) (to the present) July 2011 External Assessment Committee Member of JICA (to the present) July 2012 Registered as certified tax accountant June 2015 Director (Outside Director) of the Company (to the present) (Significant concurrent positions) Representative of Sekiguchi CPA Office Contract Monitoring Committee Member of JICA External Assessment Committee Member of JICA	500 shares
	Reasons for nomination as candidate for Outside Director Election of Ms. Noriko Sekiguchi as Outside Director is proposed to request her continued supervision of the Company’s management from an objective and neutral point of view based on her sophisticated expertise in accounting as a certified public accountant, abundant experience in several companies, and thorough understanding of internal control in her capacity as an external committee member for fraudulent accounting conducted in multiple listed companies. Although she does not have any experience of directly participating in corporate management by means other than acting as Outside Director of the Company, the Company judges that Ms. Noriko Sekiguchi can be expected to contribute to enhancement of the corporate governance with her advice on the general management of the Company.		

No.	Name (Date of birth)	Career summary, position and responsibility at the Company, and significant concurrent positions	Number of shares of the Company held
8	Keiichi Yamada (April 4, 1958) [New election]	April 1983 Joined Japan Synthetic Rubber Co., Ltd. (present JSR Corporation) April 2001 General Manager, Kyushu Office of JSR Corporation May 2002 Business Director of Shipley Far East Ltd. (present Rohm and Haas Electronic Materials K.K.) April 2004 General Manager Japan of Rohm and Haas Electronic Materials K.K. April 2008 Senior Deputy General Manager, Electronic Material Marketing Control Division of the Company June 2012 Deputy Department Manager, Marketing Department of the Company June 2013 Officer; Deputy Department Manager, Marketing Department of the Company (to the present) (Significant concurrent positions) Director of TOK TAIWAN CO., LTD. Director of Tokyo Ohka Kogyo Europe B.V.	4,999 shares
	Reasons for nomination as candidate for Director Mr. Keiichi Yamada is well acquainted with the electronic materials industry and the Company's business characteristics and customers. In addition to his knowledge and rich experience in product development, sales and marketing, which he developed in previous positions, since joining the Company he has mainly been engaged in sales and marketing of mainstay products as Deputy Department Manager, Marketing Department. Furthermore, he possesses necessary and sufficient knowledge of such matters as important decision-making by the Board of Directors and supervision of duties executed by other Directors. Thus, since the Company judges that Mr. Keiichi Yamada can be expected to contribute to the management of the Company, it requests that he be elected as a Director for the first time.		

Notes: 1. No conflict of interest exists between the Company and any of the candidates.
2. Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi are both candidates for Outside Director. The Company has designated Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi as independent directors in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If their election is approved, the Company plans to continue their independent director designation.
3. The terms of office as Outside Director for the two candidates will be two (2) years for Mr. Hiroshi Kurimoto and one (1) year for Ms. Noriko Sekiguchi at the conclusion of this General Meeting of Shareholders.
4. Liability limitation agreement with Outside Director:
In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Outside Directors that limit the maximum amount of liability provided for in Article 423, Paragraph 1 of the Companies Act. The Company has entered into such agreements with Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations. If the election of Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi is approved, the Company plans to continue such agreements with them.

Proposal No. 3: Election of One Corporate Auditor

The term of office of Corporate Auditor, Mr. Kenji Tazawa, will expire at the conclusion of this General Meeting of Shareholders.

Accordingly, election of one Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
Hajime Fujishita (December 15, 1958) [New election]	March 1983 Joined the Company March 2003 General Manager, Utsunomiya Plant April 2004 General Manager, Aso Plant October 2005 General Manager, Manufacturing Technology Division June 2009 Officer (Chairman and President of TOK TAIWAN CO., LTD.) June 2012 Officer; Department Manager, Process Equipment Manufacturing Department (to the present) (Significant concurrent positions) Representative Director and President of TOK TECHNO SERVICE CO., LTD.	6,100 shares
	Reasons for nomination as candidate for Corporate Auditor With rich experience in management of the Taiwanese subsidiary, material business, and equipment business, Mr. Hajime Fujishita has a good understanding of the Group's business. Thus, in order to have him contribute to supervision of the Company's management, both cooperatively with the outside executives and the Internal Auditing Division and from an objective and neutral standpoint, the Company requests that Mr. Hajime Fujishita be elected as a Corporate Auditor for the first time.	

Notes: 1. No conflict of interest exists between the Company and the candidate.

2. Mr. Hajime Fujishita is scheduled to retire from the position of President and Representative Director of TOK TECHNO SERVICE CO., LTD., a subsidiary of the Company, on June 14, 2016.