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Securities Code: 8142
March 25, 2016

To our shareholders,

Yuichi Ueno,
President and Representative Director
TOHO Co., Ltd.
9, 5-chome, Koyocho-nishi,
Higashinada-ku, Kobe, Hyogo, Japan

Notice of the 63rd Ordinary General Meeting of Shareholders

You are cordially invited to attend the 63rd Ordinary General Meeting of Shareholders of TOHO Co., Ltd. (the "Company"), which will be held as described below.

1. Date and time: Wednesday, April 13, 2016, at 10:00 a.m. (doors open from 9:15 a.m.)

2. Place: Ohwada Grand Banquet Room,
First floor, South Wing, Kobe Portopia Hotel
10-1, 6-chome, Minatojima Nakamachi, Chuo-ku, Kobe, Hyogo, Japan

3. Agenda:

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 63rd fiscal year (from February 1, 2015 to January 31, 2016) and reports of audit on the Consolidated Financial Statements by Accounting Auditor and Audit & Supervisory Board
2. Non-consolidated Financial Statements for the 63rd fiscal year (from February 1, 2015 to January 31, 2016)

Matters to be resolved:

Proposal 1: Appropriation of Surplus

Proposal 2: Election of One (1) Audit & Supervisory Board Member

Proposal 3: Election of Two (2) Substitute Audit & Supervisory Board Members

- You are kindly requested to present the enclosed voting card to the receptionist when you attend the meeting in person. In addition, please bring this document, as the agenda materials for the meeting.
- If you are unable to attend the meeting in person, you may exercise your voting rights in writing. After reviewing the attached Reference Documents for the General Meeting of Shareholders, please indicate your approval or disapproval to proposals on the enclosed voting card and return it so that it will be received no later than 6:00 p.m. on Tuesday, April 12, 2016 (JST).
- Please be informed that any persons other than a shareholder entitled to exercise the voting right, such as a proxy who is not a shareholder of the Company, may not attend the meeting.
- The documents listed below are posted via the Internet on the Company website pursuant to the provisions of laws and regulations and Article 16 of the Company's Articles of Incorporation. Accordingly, these documents are omitted from the documents in this notice.
  - Consolidated Statements of Changes in Equity and Notes to Consolidated Financial Statements of Consolidated Financial Statements
  - Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements of Non-consolidated Financial Statements

  The scope of documentation of the Consolidated Financial Statements and Non-consolidated Financial Statements that have been audited by the Accounting Auditor and the Audit & Supervisory Board Members includes not only the documents in this notice, but also the Consolidated Statements of Changes in Equity, Notes to Consolidated Financial Statements, Non-consolidated Statements of Changes in Equity and Notes to Non-consolidated Financial Statements that are posted on the Company website below.
- This notice (Notice of the 63rd Ordinary General Meeting of Shareholders) is posted on the Company website before it is mailed, with the intention of providing information in a timely manner.
- If any amendments are made to the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements or Consolidated Financial Statements, such amendments will be posted on the Company website.
  <Company website: http://www.to-ho.co.jp>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

In consideration of the business performance during the fiscal year under review, future business development and other factors based on the dividend policy, the year-end dividend for the 63rd fiscal year is proposed as follows:

Year-end dividend

1. Type of dividend property
   Cash

2. Allotment of dividend property and total amount thereof
   Dividend per common share of the Company: ¥25
   Total amount of dividends: ¥272,945,775
   Note: The Company conducted a consolidation of common shares at a rate of one share for every five shares effective on August 1, 2015. The Company paid an interim dividend of ¥5 per share with a record date of July 31, 2015, which was prior to the share consolidation. Due to this, when calculated based on the state before the share consolidation, the annual dividend for the current fiscal year is ¥10 per share, comprising an interim dividend of ¥5 and a year-end dividend of ¥5, and when calculated based on the state after the share consolidation, the annual dividend for the current fiscal year is ¥50 per share, comprising an interim dividend of ¥25 and a year-end dividend of ¥25.

3. Effective date of the dividend of surplus
   April 14, 2016

Proposal 2: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member, Sueo Fujishita will expire at the conclusion of this meeting. Accordingly, we propose the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Hiroshi Ukena (July 6, 1960) New candidate

Career summary, position in the Company and important concurrent posts

Apr.	1983	Joined Mitsui Bank (currently Sumitomo Mitsui Banking Corporation)
Feb.	2006	Joined the Company
May	2008	General Manager of Accounting Department and Manager of Planning Group, Management Planning Office, the Company
Aug.	2008	General Manager of Accounting Department, TOHO Business Service Co., Ltd.
Jan.	2013	Director, General Manager of Accounting Department and General Manager of Planning Office, TOHO Business Service Co., Ltd. (incumbent)
		Director, Financial Advice Co., Ltd. (incumbent)
Mar.	2014	Audit & Supervisory Board Member, TOHO Nakama Co., Ltd. (incumbent)

Number of the Company's shares held (As of January 31, 2016): 900 shares

• Reasons for nomination as candidate for Audit & Supervisory Board Member
Hiroshi Ukena has engaged primarily in accounting since joining the Company and has abundant experience from working as a director and an audit & supervisory board member of subsidiaries, etc., as well as insight regarding finance and accounting. Therefore, the Company has determined to nominate him as a candidate for Audit & Supervisory Board Member.

Note: There is no special interest between the candidate and the Company.

Proposal 3: Election of Two (2) Substitute Audit & Supervisory Board Members

The effectiveness of election of current substitute Audit & Supervisory Board Members will expire as of commencement of the meeting. Accordingly, in order to prepare for a possible situation in which the number of Audit & Supervisory Board Members falls below the number required by law, we again propose the election of two (2) substitute Audit & Supervisory Board Members in advance.

The Audit & Supervisory Board has consented to this proposal.

The following are the candidates for substitute Audit & Supervisory Board Member. Yoshizumi Kosugi is proposed for election as the substitute for Audit & Supervisory Board Member Hiroshi Ukena on condition that Proposal 2 is approved as proposed. Masaya Nakatsuka is proposed for election as the substitute for Outside Audit & Supervisory Board Members Yoshiro Nobe and Yoko Utsumi. If the substitute Audit & Supervisory Board Members assume office as Audit & Supervisory Board Member, their terms of office shall expire at the time when the term of office of the retired Audit & Supervisory Board Member expires.

Note that the effectiveness of election of the substitute Audit & Supervisory Board Member may be cancelled by a resolution of the Board of Directors with a consent of Audit & Supervisory Board only before the assumption of office.

No. 1 Yoshizumi Kosugi (October 2, 1955)

Career summary, position in the Company and important concurrent posts

Mar.	1979	Joined the Company
Jul.	1997	General Manager of Nationwide Chainstores Sales Department, Distributor Division, the Company
Apr.	2003	Executive Officer, the Company
Jan.	2008	President and Representative Director, TOHO Powerlarks Co., Ltd.
Jun.	2009	President and Representative Director, Showa Shokuhin Co., Ltd. (currently TOHO Kita-Kanto Co., Ltd.)
Apr.	2011	Director, the Company
Sep.	2014	Director, General Manager of Audit Office, the Company
Apr.	2015	Chief Director, General Manager of Audit Office, the Company (incumbent)

Number of the Company's shares held (As of January 31, 2016): 3,000 shares

• Reasons for nomination as candidate for substitute Audit & Supervisory Board Member
Due to Yoshizumi Kosugi having broad insight and experience as a manager, and sufficient knowledge to oversee business management, the Company believes that, in the event that he assumes office as an Audit & Supervisory Board Member, the Company's audit system would benefit from these experiences, etc., and he would appropriately carry out the duties of an Audit & Supervisory Board Member. Therefore, the Company requests shareholders to elect him as a substitute Audit & Supervisory Board Member.

No. 2 Masaya Nakatsuka (October 25, 1973)

Career summary, position in the Company and important concurrent posts

Apr.	1996	Joined Rios Architect Office Co., Ltd.
Apr.	1999	Technical Researcher (Part-time), Tamba-no-mori Research Institute, Public Interest Incorporated Foundation Tamba-no-Mori Association
Apr.	2004	Part-time Lecturer, Nagoya University of Commerce & Business
Oct.	2004	Visiting Researcher, Department of Agricultural Science, Osaka Prefecture University
Apr.	2005	Part-time Lecturer, Osaka Prefecture Agricultural College
		Part-time Lecturer, Kyoto Seika University
Aug.	2005	Researcher (Part-time), Center for Regional Partnership, Faculty of Agriculture, Kobe University
Feb.	2007	Assistant, Graduate School of Science and Technology, Kobe University
Apr.	2007	Assistant Professor, Organization of Advanced Science and Technology, Kobe University
Jan.	2012	Associate Professor, Graduate School of Agricultural Science, Kobe University (incumbent)

Number of the Company's shares held (As of January 31, 2016): – shares

• Reasons for nomination as candidate for substitute Outside Audit & Supervisory Board Member
Although Masaya Nakatsuka has no direct experience in company management, due to his involvement up to this point with research and study, consultation, and giving advice related to food, agriculture, and marketing, the Company determined that the Company's audit system would benefit from his abundant knowledge and experience. Therefore, the Company requests shareholders to elect him as a substitute Outside Audit & Supervisory Board Member.

Notes:
1. There are no special interests between the candidates and the Company.
2. Masaya Nakatsuka is a candidate for substitute Outside Audit & Supervisory Board Member.
3. If Masaya Nakatsuka assumes the office as an Audit & Supervisory Board Member, the Company will enter into an agreement to limit liability for damages prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427 Paragraph 1 of the same Act. The maximum amount of liability under this agreement will be the amount provided for by laws and regulations.