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(Stock Exchange Code 8841)
June 14, 2016

To Shareholders with Voting Rights:

Takuo Otani
President
TOC Co., Ltd.
7-22-17 Nishi-Gotanda,
Shinagawa-ku, Tokyo

NOTICE OF
THE 50TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

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

You are cordially invited to attend the 50th Annual General Meeting of Shareholders of TOC Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing.

If exercising your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders (Japanese only), indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on Tuesday, June 28, 2016, Japan time.

1. **Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. Japan time

2. **Place:** TOC GOTANDA MESSE
6-6-19 Nishi-Gotanda, Shinagawa-ku, Tokyo, Japan
(Please note that the venue differs from last year.)

3. **Meeting Agenda:**

Matters to be reported:

1. The Business Report, Consolidated Financial Statements for the Company's 50th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
2. Non-consolidated Financial Statements for the Company's 50th Fiscal Year (April 1, 2015 - March 31, 2016)

Proposals to be resolved:

Proposal 1: Appropriation of Surplus
Proposal 2: Election of 9 Directors
Proposal 3: Payment of Retirement Bonus to Retiring Director

When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. If attending the meeting by proxy, the proxy must present to the receptionist at the meeting an item showing authority to act as proxy together with the Voting Rights Exercise Form.

Should the Reference Documents for the General Meeting of Shareholders, the Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (http://www.toc.co.jp/ir/shusei.html).