Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Securities Code: 4186
March 6, 2019

To Those Shareholders with Voting Rights

Noriaki Taneichi
President and Representative Director
TOKYO OHKA KOGYO CO., LTD.
150 Nakamaruko, Nakahara-ku, Kawasaki, Kanagawa, Japan

NOTICE OF THE CONVOCATION OF THE 89th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 89th 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., Wednesday, March 27, 2019 (JST).

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" and enter your approval or disapproval for each proposal no later than the above voting deadline.

1. **Date and Time:** Thursday, March 28, 2019 at 10:00 a.m. (JST)
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 89th fiscal year (from January 1, 2018 to December 31, 2018) 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 89th fiscal year (from January 1, 2018 to December 31, 2018)

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.

* 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 (https://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: Thursday, March 28, 2019 at 10:00 a.m. (JST)

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

[Exercise of Voting Rights in Writing]

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., Wednesday, March 27, 2019 (JST)

[Exercise of Voting Rights via the Internet]

Please access the website for exercising voting rights (https://evote.tr.mufg.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., Wednesday, March 27, 2019 (JST)

(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 (https://evote.tr.mufg.jp/) via a personal computer, smartphone or mobile phone. (Access is unavailable between 2:00 a.m. and 5:00 a.m. (JST) 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) To ensure security, shareholders may not be able to exercise voting rights using a mobile phone if their mobile phone models are not enabled to send terminal ID information, or do not support encrypted communication (SSL communication).
(4) Costs arising from accessing the website for exercising voting rights (Internet access fees, communication charges, etc.) will be borne by the shareholder.

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, Stock Transfer Agency Department (Help Desk)
Tel: 0120-173-027 (Business hours: 9:00 a.m.–9:00 p.m. (JST) 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 production 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 40% or more, taking into account the current level of payout; and the flexible acquisition of its own stocks to provide shareholder returns. However, starting from the year-end dividend for the fiscal year, the basic dividend policy mentioned above has been changed to adopt the consolidated DOE (dividend on equity ratio) of 3.5% as the target level of dividend payout to realize stable and continued return of profit to shareholders.

Under this policy, with regard to the year-end dividend for the fiscal year, the Company proposes to pay ¥60 per share. This payment takes into account various factors, including the Company's business performance, and also reflects the Company's desire to reciprocate the consistent support of its shareholders.

Accordingly, including the interim dividend of ¥36 per share paid in September 2018, the annual dividend for the fiscal year is ¥96 per share.

(1) Type of dividend property
Cash
(2) Matters related to distribution of dividend property to shareholders and the total amount
¥60 per common share of the Company Total amount: ¥2,499,824,280
(3) Effective date of the distribution of surplus
March 29, 2019

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 Director are as follows:

No.	Name	Current position	Current responsibility	Attributes
1	Ikuo Akutsu	Representative Director Chairman	—	[Re-election]
2	Noriaki Taneichi	Representative Director President	Chief Executive Officer	[Re-election]
3	Harutoshi Sato	Director	Executive Officer Department Manager, Research and Development Department	[Re-election]
4	Kunio Mizuki	Director	Executive Officer Department Manager, General Affairs Department	[Re-election]
5	Nobuo Tokutake	Director	Officer Department Manager, Manufacturing Department	[Re-election]
6	Keiichi Yamada	Director	Officer Department Manager, Marketing Department	[Re-election]
7	Hiroshi Kurimoto	Director	–	[Re-election] [Outside] [Independent Officer]
8	Noriko Sekiguchi	Director	–	[Re-election] [Outside] [Independent Officer]

<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">1</td><td rowspan="2">Ikuo Akutsu
(April 27, 1959)
[Re-election]</td><td>Apr. 1982
Apr. 2003

Oct. 2003

Apr. 2007

June 2009

June 2010

June 2011

Jan. 2019</td><td>Joined the Company
General Manager, Manufacturing Technology Division
General Manager, Advanced Material Development Division 2
Chairman and President of TOK TAIWAN CO., LTD.
Officer; Department Manager, Corporate Planning Department of the Company
Director; Executive Officer; Department Manager, Corporate Planning Department
Representative Director, President and Chief Executive Officer
Representative Director, Chairman (to the present)</td><td>13,300 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Ikuo Akutsu has led the management of the TOK Group (“the Group”) for many years 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 is qualified to continue strengthening corporate governance of the Company and to supervise the execution of business, it requests his election as a Director.</td></tr>
<tr><td rowspan="2">2</td><td rowspan="2">Noriaki Taneichi
(November 23, 1962)
[Re-election]</td><td>Apr. 1986
June 2009

June 2011

June 2015

June 2017

Jan. 2019</td><td>Joined the Company
Department Manager, Marketing Development Business Development Division
Department Manager, New Business Development Department
Officer; Deputy Department Manager, New Business Development Department
Director; Officer; Department Manager, New Business Development Department
Representative Director, President and Chief Executive Officer (to the present)</td><td>3,896 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Noriaki Taneichi is well versed in not only the Company’s existing business areas but also in new business areas. Since assuming the position of Representative Director, President and Chief Executive Officer with the launch of “tok Medium-Term Plan 2021,” the three-year medium-term plan starting from fiscal year 2019, Mr. Noriaki Taneichi has led the management of the Group and contributed to medium- to long-term improvement of the Group’s corporate value and its sustainable growth through the measures in the Medium-Term Plan. Thus, since the Company judges that Mr. Noriaki Taneichi can be expected to continue contributing to the management of the Company, it requests his election as a Director.</td></tr>
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<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>Apr. 1984
Apr. 2004
Apr. 2007

Apr. 2008

June 2009

June 2011

June 2012

June 2017

(to the present)</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
Director; Executive Officer; Department Manager, Research and Development Department</td><td>9,268 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 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. 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>Oct. 1985
Apr. 2005
June 2009

June 2012

June 2013

June 2017

(to the present)
(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
Director; Executive Officer; Department Manager, General Affairs Department</td><td>7,400 shares</td></tr>
<tr><td colspan="4">Reasons for nomination as candidate for Director
Mr. Kunio Mizuki, since assuming the position of Department Manager of the General Affairs Department after serving as General Manager of the General Affairs Division, 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>
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<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>Apr. 1984 Joined the Company
Oct. 2003 Chairman and President of TOK TAIWAN CO., LTD.
Apr. 2007 General Manager, Quality Assurance Division of the Company
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)
Director of TOKYO OHKA KOGYO AMERICA, INC.
Director of TOK TAIWAN CO., LTD.</td><td>3,830 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>Keiichi Yamada
(April 4, 1958)
[Re-election]</td><td>Apr. 1983 Joined Japan Synthetic Rubber Co., Ltd. (present JSR Corporation)
Apr. 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.)
Apr. 2004 General Manager Japan of Rohm and Haas Electronic Materials K.K.
Apr. 2008 Senior Deputy General Manager, Electronic Material Marketing Control Division of the Company
June 2012 Deputy Department Manager, Marketing Department
June 2013 Officer; Deputy Department Manager, Marketing Department
June 2016 Director; Officer; Department Manager, Marketing Department (to the present)
(Significant concurrent positions)
Director of Tokyo Ohka Kogyo Europe B.V.</td><td>9,199 shares</td></tr>
<tr><td colspan="3">Reasons for nomination as candidate for Director
Mr. Keiichi Yamada has knowledge and rich experience in product development, sales and marketing, which he developed in previous positions. In addition, since joining the Company he has mainly been engaged in sales and marketing of mainstay products and is well acquainted with the electronic materials industry and characteristics and customers of the Company’s business based on such roles as Department Manager of the 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.</td></tr>
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<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">7</td><td>Hiroshi Kurimoto
(August 26, 1947)
[Re-election]
[Outside Director]
[Independent Officer]</td><td>Apr. 1970
June 1999
June 2003

June 2006

June 2011

June 2014

June 2015
June 2016</td><td>Joined OILES CORPORATION (“OILES”)
Director of OILES
Director; Managing Operating Officer of OILES
Representative Director, President and Chief Operating Officer of OILES
Representative Director and Chairman of OILES
Director (Outside Director) of the Company (to the present)
Director and Senior Advisor of OILES
Senior Advisor of OILES
Advisor of OILES (until June 2018)</td><td>1,000 shares</td></tr>
<tr><td colspan="4">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>
<tr><td rowspan="2">8</td><td>Noriko Sekiguchi
(January 23, 1964)
[Re-election]
[Outside Director]
[Independent Officer]</td><td>Apr. 1986

Oct. 1991

Mar. 1994
Feb. 1998
Dec. 2001
Jan. 2002
July 2004

Nov. 2010

Apr. 2011

July 2011

July 2012
June 2015

Jan. 2019

(Significant concurrent positions)
Representative of Sekiguchi CPA Office
Contract Monitoring Committee Member of JICA
External Assessment Committee Member of JICA
Executive Officer of Chifure Holdings</td><td>Joined Manufacturers Hanover Bank (present JPMorgan Chase Bank, N.A.)
Joined Asahi-Shinwa Kaikeisha audit corporation (present KPMG AZSA LLC)
Registered as certified public accountant
Joined Japan Broadcasting Corporation
Joined Triumph International (Japan) Ltd.
Reregistered as certified public accountant
Joined Ernst & Young ShinNihon (present Ernst & Young ShinNihon LLC
Representative of Sekiguchi CPA Office (to the present)
Contract Monitoring Committee Member of Japan International Cooperation Agency (“JICA”) (to the present)
External Assessment Committee Member of JICA (to the present)
Registered as certified tax accountant
Director (Outside Director) of the Company (to the present)
Executive Officer of Chifure Holdings (to the present)</td><td>500 shares</td></tr>
<tr><td colspan="4">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. Thus, since 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.</td></tr>
</table>

Notes:
1. No conflict of interest exists between the Company and any of the candidates.
2. Ms. Noriko Sekiguchi is scheduled to retire from the position of Contract Monitoring Committee Member of JICA on March 29, 2019.
3. 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 Officers 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 Officer designation.
4. The terms of office as Outside Director for the two candidates will be four years and nine months for Mr. Hiroshi Kurimoto and three years and nine months for Ms. Noriko Sekiguchi at the conclusion of this General Meeting of Shareholders.
5. 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 Directors (excluding Executive Directors, etc.) 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 their election 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. Hiroshi Saito will expire at the conclusion of this General Meeting of Shareholders.
Accordingly, the Company requests that one Corporate Auditor be elected.
The Board of Corporate Auditors has previously given its approval to this proposal.
The candidates for Corporate Auditor are as follows:

Name (Date of birth)	Career summary, position at the Company, and significant concurrent positions	Number of shares of the Company held
Nobuyuki Takeuchi (June 1, 1957) [New election] [Outside Corporate Auditor] [Independent Officer]	Apr. 1981 Joined Mitsubishi Trust and Banking Corporation ("MTB," present Mitsubishi UFJ Trust and Banking Corporation) June 2005 Manager, Real Estate Planning Division of MTB Dec. 2005 Manager, Sales Division 9 of Mitsubishi UFJ Trust and Banking Corporation ("MUTB") Aug. 2007 Manager, Sales Division 3 of MUTB June 2009 Officer, Manager of Kyoto Branch and Central Kyoto Branch of MUTB June 2011 Managing Executive Officer of MUTB June 2013 Senior Managing Director of MUTB June 2015 President and CEO of Mitsubishi UFJ Real Estate Services Co., Ltd. (to the present) June 2016 Corporate Auditor (Outside Corporate Auditor) of Maruzen Showa Unyu Co., Ltd. (to the present) (Significant concurrent positions) President and CEO of Mitsubishi UFJ Real Estate Services Co., Ltd. Corporate Auditor (Outside Corporate Auditor) of Maruzen Showa Unyu Co., Ltd.	0 shares
Reasons for nomination as candidate for Outside Corporate Auditor Election of Mr. Nobuyuki Takeuchi as Outside Corporate Auditor is proposed to request his supervision of the Company's management from an objective and neutral point of view based on his experience as corporate auditor of another company as well as his abundant experience and considerable insight as an executive of financial institutions.		

Notes:
1. No conflict of interest exists between the Company and the candidate.
2. Mr. Nobuyuki Takeuchi is a candidate for Outside Corporate Auditor. The Company plans to designate Mr. Nobuyuki Takeuchi as an Independent Officer in accordance with the regulations of the Tokyo Stock Exchange and has notified therein. If his election is approved, he will be an Independent Officer.
3. Liability limitation agreement with Outside Corporate Auditor:
   In accordance with the current Articles of Incorporation, the Company is able to enter into liability limitation agreements with Corporate Auditors that limit the maximum amount of liability provided for in Article 423, Paragraph 1 of the Companies Act. The Company plans to enter into such agreements with Mr. Nobuyuki Takeuchi if his election is approved. The maximum amount of liability in accordance with the agreement shall be the minimum liability amount stipulated by laws and regulations.