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Securities Code: 4186

June 26, 2014

To All Shareholders

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

NOTICE OF RESOLUTION OF THE 84th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 84th Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. (“the Company”) held today.

Matters reported: 1. **The Business Report and the Consolidated Financial Statements for the 84th fiscal year (from April 1, 2013 to March 31, 2014) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements**

The contents of the above Business Report, the contents of the Consolidated Financial Statements and results of audits thereof were reported.

2. **The Non-Consolidated Financial Statements for the 84th fiscal year (from April 1, 2013 to March 31, 2014)**

The contents of the above Non-Consolidated Financial Statements were reported.

Matters resolved:

Proposal No.1: Appropriation of Surplus

This matter was approved and resolved as originally proposed, and the year-end dividend was decided to be ¥28 per share.

Proposal No.2: Election of Seven Directors

This matter was approved and resolved as originally proposed. Messrs. Ikuo Akutsu, Kobun Iwasaki, Hiroji Komano, Harutoshi Sato, Jun Iwasa and Kunio Mizuki were reelected, Mr. Hiroshi Kurimoto was newly elected, and they all assumed the office of Director.

Proposal No.3: Revision of the Amount of Remuneration for Directors and Decision on the Amount of Remuneration with Stock-Based Compensation Stock Options for Directors and the Details Thereof

This matter was approved and resolved as originally proposed. The specific matters approved and resolved are (i) the revision of the remuneration amount for Directors to an annual amount of ¥420 million or less, including bonuses and stock-based compensation stock options (Including ¥25 million or less of the annual remuneration amount would be for Outside Directors.) (However, the total amount does not include Officer remuneration and bonuses paid to Directors who concurrently serve as Officers.) and (ii) the allotment of subscription warrants in the form of stock-based compensation stock options as performance-based remuneration for Directors (not including Outside Directors) within the range of the remuneration amount after the revision, and the details of the subscription warrants to be allotted as stock-based compensation stock options to Directors, including the conditions that the maximum number of shares of the Company's common stock that can be delivered upon exercise of the subscription warrants to be allotted within one year from the day of the Company's Ordinary General Meeting of Shareholders for each fiscal year shall be set at 20,000, and the maximum total number of subscription warrants to be allotted within one year from the day of the Company's Ordinary General Meeting of Shareholders for each fiscal year shall be set at 200.

The following is the organization of Directors, Corporate Auditors and Officers after the conclusion of this General Meeting of Shareholders:

[Directors and Corporate Auditors]

President and Representative Director	Ikuo Akutsu
Director	Kobun Iwasaki
Director	Hiroji Komano
Director	Harutoshi Sato
Director	Jun Iwasa
Director	Kunio Mizuki
Director	Hiroshi Kurimoto
Standing Corporate Auditor	Kenji Tazawa
Corporate Auditor	Yukio Muro
Corporate Auditor	Seiichi Shimbo
Corporate Auditor	Katsumi Yoneda

Notes: 1. Mr. Hiroshi Kurimoto is Outside Director.
2. Messrs. Yukio Muro, Seiichi Shimbo and Katsumi Yoneda are Outside Corporate Auditors.

[Officers]

*Chief Executive Officer	Ikuo Akutsu
*Senior Executive Officer	Kobun Iwasaki
Executive Officer	Yoichi Shibamura
Executive Officer	Yoshio Hagiwara
*Officer	Hiroji Komano
*Officer	Harutoshi Sato
*Officer	Jun Iwasa
*Officer	Kunio Mizuki
Officer	Atsuro Shibagaki
Officer	Hajime Fujishita
Officer	Jun Jang
Officer	Keiichi Yamada
Officer	Nobuo Tokutake
Officer	Kazufumi Sato

Note: Officer with *mark also serves as Director.

Year-end Dividend Payment

As the dividend for the end of the 84th fiscal year was decided to be ¥28 per share, you can receive your dividend by taking the enclosed “Year-end Dividend Warrant” to a nearby central branch, branch or sub-branch of Japan Post Bank, or a post office of Japan Post Network (banking agency) during the payment period (from June 27, 2014 to July 31, 2014). After the payment period is over, it will be handled at Transfer Agent, that is, the head office or nationwide branch offices of Mitsubishi UFJ Trust and Banking Corporation, so you can receive your dividend by either bringing “Year-end Dividend Warrant” there, or mailing the Warrant to the following address.

Mailing Address: Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division
7-10-11, Higashisuna, Koto-ku, Tokyo 137-8081
Tel: 0120-232-711 (toll free)

To shareholders who requested to have the dividend credited to your bank or Japan Post Bank account, please find the enclosed “Statement of Year-end Dividend” and “Dividend Transfer Notice” (For shareholders who have chosen the system of dividend allotment to securities company accounts in proportion to the number of shares held in accounts, please contact your transfer account management institution (securities company etc.) for dividend transfer details.)

Also, please safekeep the enclosed “Statement of Year-end Dividend” as it can be used as supporting document when filing income tax return.