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Securities Code: 4186

June 25, 2015

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 85th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 85th 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 85th fiscal year (from April 1, 2014 to March 31, 2015) 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 85th fiscal year (from April 1, 2014 to March 31, 2015)**

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 ¥30 per share.

Proposal No.2: Election of Eight Directors

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

Proposal No.3: Election of One Corporate Auditor

This matter was approved and resolved as originally proposed. Mr. Hiroshi Saito was newly elected and assumed the office of Corporate Auditor.

Proposal No.4: Continuation of Guidelines on Response to Large-Scale Purchase of the Company's Shares etc. (Takeover Defensive Measures)

This matter was approved and resolved as originally proposed.

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	Kunio Mizuki
Director	Nobuo Tokutake
Director	Hiroshi Kurimoto
Director	Noriko Sekiguchi
Standing Corporate Auditor	Kenji Tazawa
Corporate Auditor	Seiichi Shimbo
Corporate Auditor	Katsumi Yoneda
Corporate Auditor	Hiroshi Saito

- Notes: 1. Mr. Hiroshi Kurimoto and Ms. Noriko Sekiguchi are Outside Directors.
2. Messrs. Seiichi Shimbo, Katsumi Yoneda and Hiroshi Saito 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	Kunio Mizuki
*Officer	Nobuo Tokutake
Officer	Atsuro Shibagaki
Officer	Hajime Fujishita
Officer	Jun Jang
Officer	Keiichi Yamada
Officer	Kazufumi Sato
Officer	Koichi Irino
Officer	Yuichi Murakami
Officer	Noriaki Taneichi

Note: Officer with *mark also serves as Director.

Year-end Dividend Payment

As the dividend for the end of the 85th fiscal year was decided to be ¥30 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 26, 2015 to July 31, 2015). 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 refer to the separately mailed “Statement of Year-end Dividend” and “Confirmation of Account for Dividend Remittance” (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 separately mailed “Statement of Year-end Dividend” as it can be used as supporting document when filing income tax return.