

This document has been translated from 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. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 4186

June 28, 2016

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 86th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce that the matters outlined below were reported and resolved at the 86th 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 86th fiscal year (from April 1, 2015 to March 31, 2016) 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 86th fiscal year (from April 1, 2015 to March 31, 2016)**

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 ¥32 per share (including an ordinary dividend of ¥30 per share and a 75th anniversary dividend of ¥2 per share).

Proposal No.2: Election of Eight Directors

This matter was approved and resolved as originally proposed. Messrs. Ikuo Akutsu, Hiroji Komano, Harutoshi Sato, Kunio Mizuki, Nobuo Tokutake, Hiroshi Kurimoto, and Ms. Noriko Sekiguchi were reelected, Mr. Keiichi Yamada was 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. Hajime Fujishita was newly elected and assumed the office of Corporate Auditor.

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	Hiroji Komano
Director	Harutoshi Sato
Director	Kunio Mizuki
Director	Nobuo Tokutake
Director	Keiichi Yamada
Director	Hiroshi Kurimoto
Director	Noriko Sekiguchi
Standing Corporate Auditor	Hajime Fujishita
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
Executive Officer	Yoichi Shibamura
Executive Officer	Yoshio Hagiwara
Executive Officer	Atsuro Shibagaki
*Officer	Hiroji Komano
*Officer	Harutoshi Sato
*Officer	Kunio Mizuki
*Officer	Nobuo Tokutake
*Officer	Keiichi Yamada
Officer	Jun Jang
Officer	Kazufumi Sato
Officer	Koichi Irino
Officer	Yuichi Murakami
Officer	Noriaki Taneichi
Officer	Kosuke Doi
Officer	Tsukasa Honkawa

Note: Officer with *mark also serves as Director.