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July 3, 2017

Ikuo Akutsu
President and Representative Director
TOKYO OHKA KOGYO CO., LTD.

RESULTS OF EXERCISE OF VOTING RIGHTS AT THE 87th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We are pleased to announce the results of exercise of voting rights at the 87th Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. (“the Company”) held on June 28, 2017 as below. All proposals were approved and resolved as originally proposed.

1. Date of the General Meeting of Shareholders

June 28, 2017

2. Details of the proposals for resolution

Proposal No. 1: Appropriation of Surplus

Matters related to the year-end dividend
¥32 per common share of the Company

Proposal No. 2: Partial Amendments to the Articles of Incorporation

(1)The Company’s fiscal year was from April 1 to March 31 of the following year, but by unifying the Group’s fiscal year end on a global basis, and with the objectives of strengthening and improving the effectiveness of the uniform account settlement and management system of the Group and further improving management transparency by the timely and accurate disclosure of management information, the Company’s fiscal year change to January 1 to December 31. In conjunction with this, amendments will be required to Article 14, Article 40, Article 41, and Article 42 of the Articles of Incorporation. In addition, in association with the change of fiscal year, as the 88th fiscal year comprises a nine month account settlement period from April 1, 2017 to December 31, 2017, supplementary provisions shall be prescribed as transitional measures.

(2)In association with the enforcement of the “Act for Partial Amendment of the Companies Act” (Act No. 90 of 2014) on May 1, 2015, the conclusion of limited liability agreements with Directors who are not Executive Directors, etc. and Corporate Auditors who are not Outside Corporate Auditors has been newly allowed. Accordingly, the Company proposes to make partial amendments to Article 28 and Article 36 of the Articles of Incorporation so that these Directors and Corporate Auditors are able to fully perform the duties expected of them.

Note that consent has been obtained from each Corporate Auditor for the amendment to Article 28 of the Articles of Incorporation.

(3) In addition to the above, a review shall be conducted of the matters that should be prescribed in the Articles of Incorporation, and phrasing shall be established for Article 23 of the Articles of Incorporation.

Proposal No. 3: Election of Eight Directors

To elect Messrs. Ikuo Akutsu, Harutoshi Sato, Kunio Mizuki, Nobuo Tokutake, Keiichi Yamada, Hiroshi Kurimoto, Ms. Noriko Sekiguchi and Mr. Noriaki Taneichi as Directors.

Proposal No. 4: Election of Two Corporate Auditors

To elect Messrs. Kazumasa Fukada and Koichiro Takahashi as Corporate Auditors.

3. Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval or abstention for the items for resolution; requirements for adoption thereof; and resolution results thereof

Proposal for Resolution	Approved	Disapproved	Abstained	Requirements for Adoption	Resolution Result	
					Approval Rate	Approved or Disapproved
Proposal No. 1	353,858	16,489	0	(Note 1)	95.10%	Approved
Proposal No. 2	370,003	344	0	(Note 2)	99.44%	Approved
Proposal No. 3				(Note 3)		
Ikuo Akutsu	360,735	9,610	0		96.95%	Approved
Harutoshi Sato	363,806	6,540	0		97.77%	Approved
Kunio Mizuki	363,810	6,536	0		97.77%	Approved
Nobuo Tokutake	363,810	6,536	0		97.77%	Approved
Keiichi Yamada	363,695	6,651	0		97.74%	Approved
Hiroshi Kurimoto	368,519	1,828	0		99.04%	Approved
Noriko Sekiguchi	368,528	1,819	0		99.04%	Approved
Noriaki Taneichi	365,167	5,179	0		98.14%	Approved
Proposal No. 4				(Note 3)		
Kazumasa Fukada	366,783	3,564	0		98.57%	Approved
Koichiro Takahashi	318,956	51,385	0		85.72%	Approved

- (Notes) 1. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting.
2. The requirement for adoption is two third or more of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.
3. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

4. Reason why a portion of the number of voting rights of the shareholders present at the meeting was not included in the calculation of the number of voting rights

By regarding the number of voting rights exercised by the date immediately before the date of the meeting and the number of voting rights of some of the shareholders present at the meeting whose intention of approval or disapproval of each item was confirmed as the total number of voting rights, the requirement for adoption of each item was satisfied and resolutions have been legally adopted pursuant to the Companies Act. Therefore, the number of voting rights whose intention of approval, disapproval or abstention was not confirmed has not been included in the calculation.