

This document is an unofficial translation of the Notice of the 152nd Ordinary General Meeting of Shareholders and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the document is the sole official version.

Securities Code: 7971
June 3, 2016

To Shareholders

Motohiro Nagashima

President and Representative Director

TOLI Corporation

5-125, Higashi-Arioka, Itami-shi, Hyogo Prefecture, Japan

NOTICE OF THE 152nd ORDINARY GENERAL MEETING OF SHAREHOLDERS

TOLI Corporation would like to express particular thanks for the support of our shareholders.

Notice is hereby given that the 152nd Ordinary General Meeting of Shareholders of TOLI Corporation (hereinafter referred to as “the Company”) will be held as indicated below.

If you are unable to attend the Meeting, you are entitled to exercise your voting rights in writing. In this case, please study the attached “Reference Materials for the General Meeting of Shareholders,” indicate your preferences for each agenda item on the enclosed Voting Form, and return the Form by post to be received no later than 5:40 p.m. on June 22, 2016 (Wednesday) (Japan time).

- 1. Date & Time:** 10:00 a.m. on June 23, 2016 (Thursday) (Japan time)
- 2. Venue:** The Conference Room
TOLI Corporation Head Office
5-125, Higashi-Arioka, Itami-shi, Hyogo Prefecture, Japan
(Please refer to the venue’s access information on the last page.)
- 3. Agenda:**
 - Items for Reporting:**
 - Item No. 1: Business Report and Consolidated Financial Statements for the 152nd Business Term (from April 1, 2015 to March 31, 2016), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
 - Item No. 2: Financial Statements for the 152nd Business Term (from April 1, 2015 to March 31, 2016)
 - Items for Resolution:**
 - Proposal No.1: Appropriation of Earned Surplus
 - Proposal No.2: Election of Three Directors

4. Arrangements in Convening the Meeting

If you wish to exercise your voting rights by proxy, you can appoint one of the other shareholders of the Company who is entitled to vote and ask that person to attend the General Meeting of Shareholders as your proxy. In this case, please be advised that a document evidencing his/her appointment as proxy shall need to be submitted.

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- ◎ Shareholders attending the Meeting are requested to submit the enclosed Voting Form to the reception desk.
 - ◎ Attachment documents of this notice are included in the enclosed Business Report for the 152nd Business Term.
 - ◎ The Notes to Consolidated Financial Statements and Notes to Financial Statements are provided on the Company’s website (<http://www.toli.co.jp>) pursuant to laws and regulations and the Company’s Articles of Incorporation. Therefore, they are not included in the Business Report for the 152nd Business Term. The documents included in the Business Report for the 152nd Business Term are a part of the documents audited by the Company’s Audit & Supervisory Board Members and Accounting Auditors when the Auditor’s Report was prepared.
 - ◎ In the event that any amendment is made to the Reference Materials for the General Meeting of Shareholders, Business Report, Financial Statements or Consolidated Financial Statements, the Company will disclose the amended matter on its website (<http://www.toli.co.jp>).

Reference Materials for the General Meeting of Shareholders

Items for Resolution and Reference Materials

Proposal No.1: Appropriation of Earned Surplus

The Company recognizes that appropriation of profit to shareholders is one of the most critical corporate missions, and considers that its basic policy is to continue distributing stable dividends.

Based on this basic policy, the Company proposes to raise the cash dividend to 9 yen per share, an increase of 2 yen from the prior year-end, in consideration of strong results of the Company and future business development.

- (1) Type of dividend assets
Cash
- (2) Allocation of dividend to shareholders and total amount
9 yen per share of common stock
Total amount of dividends: 555,234,174 yen
- (3) Effective date of distribution of surplus
June 24, 2016

Proposal No.2: Election of Three Directors

The terms of four Directors will expire at the close of this General Meeting of Shareholders and one Director, Mr. Kenji Kashihara will resign at the same time. Accordingly, we would like to propose the election of a total of three Directors including one Outside Director in order to continue to promote agile decision making.

The following are the candidates for Directors.

Candidate No.	Name (Date of Birth)	Brief Personal History, Position, and Representative Status in Other Companies	Number of the Company's Shares Held
1	Motohiro Nagashima (December 1, 1959)	<p>April 1982 Joined the Company</p> <p>April 2003 General Manager for General Planning Department</p> <p>April 2007 General Manager for Management Planning Department & General Manager for General Affairs and Personnel Department</p> <p>June 2007 Executive Officer, General Manager for Management Planning Department & General Manager for General Affairs and Personnel Department</p> <p>June 2008 Director</p> <p>April 2009 Director, General Manager for Sales Headquarters</p> <p>April 2012 President and Representative Director (present)</p> <p>(Reason for appointment as a candidate for Director) As Mr. Motohiro Nagashima has led the management of the Group as President and Representative Director since April 2012 and has an abundant experience and a broad knowledge across the business, the Company judges the candidate to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.</p>	18,000 shares
2	Jiro Yasujima (October 24, 1955)	<p>April 1981 Joined the Company</p> <p>April 2007 General Manager for the Second Engineering Section, Production and Engineering Department</p> <p>April 2010 Executive Officer, General Manager for Production and Engineering Department (Carpets)</p> <p>June 2014 Director</p> <p>April 2016 Director, Deputy Manager for Manufacturing Headquarters & General Manager for Production and Engineering Department (Carpets) (present)</p> <p>(Reason for appointment as a candidate for Director) As Mr. Jiro Yasujima has served in important positions in Production and Engineering Department for carpets and has extensive work experience and broad knowledge across production and also has already been well informed not only about his department but also about the entire business of the Company as a Director, the Company judges the candidate to be capable of contributing to the Company's management. Accordingly, the Company proposes him as a candidate for Director.</p>	15,000 shares
3	<div>Outside Director</div> <div>Independent Officer</div> <p>Eri Yokota (August 25, 1960)</p>	<p>February 1997 Obtained a Ph.D. in Business Administration from Keio University</p> <p>April 2005 Appointed as a professor of Faculty of Business and Commerce, Keio University (present)</p> <p>June 2014 Outside Director of Idemitsu Kosan Co., Ltd. (present)</p> <p>June 2014 Director of the Company (present)</p> <p>(Reason for appointment as a candidate for Outside Director) In order for Ms. Eri Yokota to play a role through monitoring and supervising the management by other Directors, offering opinions from an objective point of view, and participating in important decision making concerning management based on her deep insight and broad experience as a university professor, she remains as a candidate for Outside Director. It is to be noted that although the candidate does not have past experience in directly being involved in corporate management, the Company judges the candidate to be capable of appropriately undertaking the duties of Outside Director from the reasons mentioned above.</p>	1,000 shares

- Notes:
1. There are no special interests between the Company and the candidates.
 2. Ms. Eri Yokota is a candidate for Outside Director.
 3. The Company has concluded an agreement with Ms. Eri Yokota in accordance with the Companies Act, Article 427, Paragraph 1, which limits Outside Directors' indemnity liability provided for in the Companies Act, Article 423, Paragraph 1 to the amount defined under laws and regulations. If her reappointment proposal is approved, the Company plans to continue the liability limitation agreement described hereto with her.
 4. The Company registered Ms. Eri Yokota as independent officer provided for under the provisions of the Tokyo Stock Exchange.
 5. Ms. Eri Yokota has been serving as the Company's Outside Director for two years as of the closing of this General Meeting of Shareholders.