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Securities Code: 7971  
June 1, 2017

To Shareholders

Motohiro Nagashima

President and Representative Director

**TOLI Corporation**

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

## NOTICE OF THE 153rd 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 153rd 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 20, 2017 (Tuesday) (Japan time).**

- 1. Date & Time:** 10:00 a.m. on June 21, 2017 (Wednesday) (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 153rd Business Term (from April 1, 2016 to March 31, 2017), as well as Audit Reports for Consolidated Financial Statements by the Accounting Auditor and Audit & Supervisory Board
Item No. 2:	Financial Statements for the 153rd Business Term (from April 1, 2016 to March 31, 2017)

**Items for Resolution:**

- Proposal No.1: Appropriation of Earned Surplus  
Proposal No.2: Election of Four Directors  
Proposal No.3: Election of One Audit & Supervisory Board Member

#### **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 153rd 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 153rd Business Term. The documents included in the Business Report for the 153rd 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 pay out a cash dividend of 8 yen per share, in consideration of stable business results and future business development.

Accordingly, the annual dividend for the current fiscal period, including the interim dividend of 2 yen per share already distributed, is 10 yen per share, an increase of 1 yen from the previous year-end.

- (1) Type of dividend assets  
Cash
- (2) Allocation of dividend to shareholders and total amount  
8 yen per share of common stock      Total amount of dividends: 493,525,304 yen
- (3) Effective date of distribution of dividend surplus  
June 22, 2017

**Proposal No.2:** Election of Four Directors

The terms of four Directors will expire at the close of this General Meeting of Shareholders. Accordingly, we would like to propose the election of four Directors including Outside Director.

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	Jun Suzuki (February 28, 1956)	April 1980	Joined the Company		16,700 shares
		July 2001	General Manager, Information Technology Department		
		April 2007	General Manager, Accounting and Finance Department		
		April 2009	Executive Officer, Deputy Manager, Administration Headquarters		
		June 2011	Director, Deputy Manager, Administration Headquarters		
		April 2013	Director, Senior General Manager, Administration Headquarters		
		April 2015	Managing Director, Senior General Manager, Administration Headquarters (present)		
		(Reason for appointment as a candidate for Director) As Mr. Jun Suzuki has served in important positions in the Administration Division and has extensive work experience and a broad knowledge across administration, and also has already been well informed not only about his division 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.			
2	Hiroyasu Tokushima (August 12, 1960)	April 1983	Joined the Company		14,100 shares
		April 2011	General Manager for Metropolitan Area		
		April 2013	Executive Officer, Deputy Manager, Sales Headquarters		
		April 2015	Executive Officer, Senior General Manager, Sales Headquarters		
		June 2015	Director, Senior General Manager, Sales Headquarters (present)		
		(Reason for appointment as a candidate for Director) As Mr. Hiroyasu Tokushima has served in important positions in the Sales Division and has extensive work experience and broad knowledge across sales, and also has already been well informed not only about his division 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.			

Candidate No.	Name (Date of Birth)	Brief Personal History, Position, and Representative Status in Other Companies			Number of the Company's Shares Held
3	Hirofumi Amano (June 11, 1960)	April	1984	Joined the Company	10,200 shares
		April	2005	General Manager, Planning Promotion Department	
		April	2009	Division Manager, Marketing and Planning Division	
		April	2011	General Manager, Research and Development Department	
		April	2012	Executive Officer, General Manager, Research and Development Department	
		June	2015	Director, General Manager, Research and Development Department	
		April	2016	Director, Senior General Manager, Manufacturing Headquarters (present)	
		(Reason for appointment as a candidate for Director) As Mr. Hirofumi Amano has served in important positions mainly in the Planning and Development Department and has extensive work experience and broad knowledge across planning and development, 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.			
4	<div>Outside Director</div> <div>Independent Officer</div> <div>Yasuo Imazaki (May 4, 1951)</div>	April	1975	Joined the Sanwa Bank, Limited (the current Bank of Tokyo-Mitsubishi UFJ, Ltd.)	4,100 shares
		January	2002	Executive Officer, UFJ Bank Limited (the current Bank of Tokyo-Mitsubishi UFJ, Ltd.)	
		June	2005	Executive Officer, JCB Co., Ltd.	
		June	2006	Director and Managing Executive Officer, JCB Co., Ltd.	
		June	2010	President and Representative Director, The Midori Kai Co., Ltd.	
		June	2014	President and Representative Director, Toyo Property Co., Ltd (present)	
		June	2015	Director of the Company (present) Outside Director, SANSHIN Co., Ltd. (present)	
		(Reason for appointment as a candidate for Outside Director) For Mr. Yasuo Imazaki to play a role in monitoring and supervising management by other Directors, offering opinions from an objective point of view, and participating in important decision making concerning management based on his deep insights and broad experience as a corporate manager, he remains a candidate for Outside Director.			

- Notes: 1. There are no special interests between the Company and the candidates.
2. Mr. Yasuo Imazaki is a candidate for Outside Director.
3. The Company has concluded an agreement with Mr. Yasuo Imazaki 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 his reappointment proposal is approved, the Company plans to continue the liability limitation agreement described hereto with him.
4. The Company registered Mr. Yasuo Imazaki as independent officer under the provisions of the Tokyo Stock Exchange.
5. Mr. Yasuo Imazaki has been serving as the Company's Outside Director for two years as of the closing of this General Meeting of Shareholders.

**Proposal No.3: Election of One Audit & Supervisory Board Member**

The term of one Audit & Supervisory Board Member will expire at the close of this General Meeting of Shareholders. Accordingly, we would like to propose the election of one Audit & Supervisory Board Member. The Audit & Supervisory Board has given its consent to approval.  
The following is the candidate for Audit & Supervisory Board Member.

Name (Date of Birth)	Brief Personal History, Position, and Representative Status in Other Companies			Number of the Company’s Shares Held
<div>Newly nominated</div> <div>Yoshiro Tomita</div> <div>(September 5, 1954)</div>	April	1980	Joined the Company	13,200 shares
	April	2004	General Manager, Development Department	
	April	2009	Plant Manager, Itami Plant	
	April	2011	Executive Officer, General Manager, Production and Engineering Department(Vinyl Floor Coverings)	
	April	2015	Senior Executive Officer, General Manager, Production and Engineering Department(Vinyl Floor Coverings)	
	April	2017	Full-time Advisor (present)	
	(Reason for appointment as a candidate for Audit & Supervisory Board Member) As Mr. Yoshiro Tomita has served in important positions mainly in the Production and Engineering Department, and has been well informed about the entire business of the Company, and also has deep insights and a superior character, the Company judges the candidate to be capable of contributing to the Company’s audits. Accordingly, the Company proposes him as a candidate for Audit & Supervisory Board Member.			

Note: There are no special interests between the Company and the candidate.