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Tosoh Corporation

Notice of the 116th Ordinary General Meeting of Shareholders

Security Code: 4042
June 4, 2015

Dear Shareholders,

You are cordially invited to attend the 116th Ordinary General Meeting of Shareholders of Tosoh Corporation (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting in person, your voting rights can be exercised by one of the following methods. Please review the attached “Reference Documents for the General Meeting of Shareholders” to exercise those rights. In the event votes are submitted by both post and Internet, etc., only the vote submitted by Internet, etc. shall be deemed valid.

[Voting by document (post)]

Please be sure to indicate your approval or opposition for each proposal on the enclosed Voting Rights Exercise Form and to return that form so that it arrives by 5:00 p.m., Thursday, June 25, 2015.

[Voting via the Internet, etc.]

Please access the website for exercising voting rights designated by the Company (<http://www.web54.net>), input the “voting right exercise code” and “password” supplied on the enclosed Voting Rights Exercise Form, and follow the on-screen instructions to enter your vote for each proposal by 5:00 p.m., Thursday, June 25, 2015.

Please refer to the “Guide for Exercising Voting Rights Electronically via the Internet, etc.” on page 8 when voting via the Internet, etc.

The Company also participates in the “Voting Rights Electronic Exercise Platform” for institutional investors operated by ICJ Inc.

Sincerely yours,

Kenichi Udagawa
President
Tosoh Corporation
4560 Kaisei-cho, Shunan City,
Yamaguchi Prefecture

Details

1. Date and Time:

Friday, June 26, 2015, at 10:00 a.m.

2. Place:

Conference room, Tosoh Club
1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 116th Fiscal Year (from April 1, 2014 to March 31, 2015), as well as the audit reports of the Independent Auditors and the Audit & Supervisory Board for the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the 116th Fiscal Year (from April 1, 2014 to March 31, 2015)

Matters to be resolved:

- Proposal 1:** Partial Amendments to the Articles of Incorporation
Proposal 2: Election of Eleven (11) Directors
Proposal 3: Election of One (1) Audit & Supervisory Board Member
Proposal 4: Election of Two (2) Substitute Audit & Supervisory Board Members

Notes:

- * Please present the enclosed "Voting Rights Exercise Form" to the receptionist when you attend the Meeting in person.
- * If any modifications are made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, those changes will be posted on our website immediately (<http://www.tosoh.com>).

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Partial Amendments to the Articles of Incorporation

1. Reasons for amendments

Responding to the “Act for partial revision of the Companies Act” (Act No. 90 of 2014), which was enforced on May 1, 2015, we propose the approval of partial amendments to the provisions of Article 27, Paragraph 2 and Article 35, Paragraph 2 of the current Articles of Incorporation with the aim of increasing candidates eligible to enter into a limitation of liability contract with the Company so that Directors and Audit & Supervisory Board Members can sufficiently fulfill their expected duties.

All the Audit & Supervisory Board Members have consented to the partial amendments to the provision of Article 27, Paragraph 2 of the current Articles of Incorporation.

2. Details of amendments

Details of the amendments are as follows.

(Changes are underlined.)

Current Articles of Incorporation	Proposed Amendments
<p>(Exemption from Liability of Director)</p> <p>Article 27</p> <p>Pursuant to the provision of Article 426, paragraph 1 of the Companies Act, the Company may exempt Directors (including those who used to be Directors) from liability for damages as a result of negligence of duty, to the extent of the amount stipulated by laws and regulations, by resolution of the Board of Directors.</p> <p>2. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into contracts with <u>Outside</u> Directors to limit their liability for damages as a result of negligence of duty; provided, however, that the liability under the contracts shall be limited to either the amount specified in advance or the amount stipulated by laws and regulations, whichever is higher.</p>	<p>(Exemption from Liability of Director)</p> <p>Article 27</p> <p style="text-align: center;">(Unchanged)</p> <p>2. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into contracts with Directors <u>(excluding those who are executive directors, etc.)</u> to limit their liability for damages as a result of negligence of duty; provided, however, that the liability under the contracts shall be limited to either the amount specified in advance or the amount stipulated by laws and regulations, whichever is higher.</p>
<p>(Exemption from Liability of Audit & Supervisory Board Member)</p> <p>Article 35</p> <p>Pursuant to the provision of Article 426, paragraph 1 of the Companies Act, the Company may exempt Audit & Supervisory Board Members (including those who used to be Audit & Supervisory Board Members) from liability for damages as a result of negligence of duty, to the extent of the amount stipulated by laws and regulations, by resolution of the Board of Directors.</p> <p>2. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into contracts with <u>Outside</u> Audit & Supervisory Board Members to limit their liability for damages as a result of negligence of duty; provided, however, that the liability under the contracts shall be limited to either the amount specified in advance or the amount stipulated by laws and regulations, whichever is higher.</p>	<p>(Exemption from Liability of Audit & Supervisory Board Member)</p> <p>Article 35</p> <p style="text-align: center;">(Unchanged)</p> <p>2. Pursuant to the provision of Article 427, paragraph 1 of the Companies Act, the Company may enter into contracts with Audit & Supervisory Board Members to limit their liability for damages as a result of negligence of duty; provided, however, that the liability under the contracts shall be limited to either the amount specified in advance or the amount stipulated by laws and regulations, whichever is higher.</p>

Proposal 2: Election of Eleven (11) Directors

The terms of office of all thirteen (13) Directors will expire at the conclusion of this meeting. Accordingly, we propose the election of eleven (11) Directors, including two (2) new candidates for Directors. The candidates for Directors are as follows:

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	Kenichi Udagawa (April 5, 1949)	Apr. 1972 Joined the Company Jun. 2001 Associate Director Jun. 2004 Director Jun. 2008 Managing Director Jun. 2009 President (Current Position)	263,311
2	Toshinori Yamamoto (June 21, 1955)	Apr. 1979 Joined the Company Jun. 2007 Associate Director Jun. 2009 Director Jun. 2011 Managing Director (Current Position) (Also currently President of the Chlor-Alkali Group, China Operations, and General Manager of Purchase and Distribution) [Significant concurrent positions outside the Company] Chairman of Tosoh (Guangzhou) Chemical Industries, Inc.	67,683
3	Sukehiro Itoh (June 19, 1955)	Apr. 1979 Joined The Industrial Bank of Japan, Limited Apr. 2007 Executive Officer of Mizuho Corporate Bank, Ltd. Apr. 2009 Managing Executive Officer of Kowa Real Estate Co., Ltd. Jul. 2009 Managing Director and Managing Executive Officer May 2010 Advisor Jun. 2010 Director of the Company Jun. 2012 Managing Director (Current Position) (Also currently President of the Petrochemical Group)	18,282
4	Masaki Uchikura (August 6, 1954)	Apr. 1982 Joined the Company Jun. 2010 Associate Director Jun. 2011 Director (Current Position) (Also currently General Manager of Legal & Patents)	25,130
5	Keiichiro Nishizawa (February 28, 1956)	Apr. 1981 Joined the Company Jun. 2009 Associate Director Jun. 2011 Director (Current Position) (Also currently General Manager of Research and Development Planning)	54,016
6	Katsushi Tashiro (September 2, 1956)	Apr. 1981 Joined the Company Jun. 2009 Associate Director Jun. 2013 Director (Current Position) (Also currently Senior General Manager of Yokkaichi Complex)	25,661
7	Koji Kawamoto (July 28, 1957)	Apr. 1980 Joined the Company Jun. 2010 Associate Director Jun. 2013 Director (Current Position) (Also currently Manager of Corporate Control & Accounting and IT Strategy)	32,263
8	Masayuki Yamada (January 7, 1959)	Apr. 1985 Joined the Company Jun. 2011 Associate Director Jun. 2013 Director (Current Position) (Also currently Senior General Manager of Bioscience Division and Manager of Planning and Development)	12,957

No.	Name (Date of birth)	Career summary, position and areas of responsibility in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
9	*Nobuaki Murashige (March 31, 1959)	Apr. 1983 Joined the Company Jun. 2010 General Manager of Environment, Safety & Quality Control Jun. 2011 Associate Director (Current Position) (Also currently Deputy Senior General Manager, Manager of Senior General Manager's Office, and Safety Promotion Team Leader of Nanyo Complex)	17,526
10	Hiroto Murata (April 24, 1948)	Apr. 1972 Joined Onoda Cement Co. Apr. 2000 General Manager of Group Strategies Department of Taiheiyou Cement Corporation Jun. 2002 Director Apr. 2004 Director, Executive Officer Jun. 2006 Director, Managing Executive Officer Jun. 2010 Director, Senior Executive Officer Apr. 2012 Director Jun. 2012 Retired from Director of Taiheiyou Cement Corporation Jun. 2012 Outside Audit & Supervisory Board Member of the Company Jun. 2014 Outside Director (Current Position)	5,254
11	*Tsutomu Abe (June 24, 1945)	Jul. 1969 Joined The Industrial Bank of Japan, Limited Jun. 1997 Director and Manager of Corporate Banking Dept. No. 2 Apr. 2002 Senior Managing Director of Mizuho Bank, Ltd. Mar. 2003 Deputy President (Representative Director) Mar. 2006 Retired from Deputy President (Representative Director) of Mizuho Bank, Ltd. Jun. 2006 Deputy President (Representative Director) and Deputy President Executive Officer of IBJ Leasing Company, Limited Apr. 2007 President and CEO Apr. 2013 Director and Senior Adviser (Current Position)	0

Notes:

- Candidate Toshinori Yamamoto concurrently serves as Chairman of Tosoh (Guangzhou) Chemical Industries, Inc., with which the Company has business relations including selling the Company's products and being a guarantor of part of its debt.
- Other candidates have no special interests in the Company.
- Candidates Hiroto Murata and Tsutomu Abe are candidates for Outside Directors.
- Candidate Hiroto Murata is being considered for the post of Outside Director because of his extensive experience and achievements in, and broad knowledge and discernment of, corporate management, etc.
- Candidate Hiroto Murata is currently serving as an Outside Director of the Company and one (1) year will have passed since he assumed the post at the conclusion of this General Meeting of Shareholders.
- Candidate Tsutomu Abe is Director and Senior Adviser of IBJ Leasing Company, Limited, with which the Company has a business relationship for lease of articles, etc.; however, the scale of such transactions is insignificant. He retired from the position of Representative Director and Deputy President of Mizuho Bank, Ltd., one of the Company's main lenders, nine years ago in March 2006 and is independent enough to avoid concerns that there will be no possibility of a conflict of interest arising with general shareholders.
- Candidate Tsutomu Abe is being considered for the post of Outside Director because of his extensive experience and achievements in, and broad knowledge and discernment of, monetary and financial affairs, corporate management, etc.
- The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Candidate Hiroto Murata as an independent officer confirmed by said exchange. However, if the Candidate is reappointed as Director, it is planned that he will continue to be specified as an independent officer.
- The Company plans to submit notice to the Tokyo Stock Exchange, Inc. to specify Candidate Tsutomu Abe as independent officer confirmed by said exchange.
- The Company has entered into a limitation of liability contract with Candidate Hiroto Murata, who is currently serving as an Outside Director of the Company. If the Candidate is elected as Director, it is planned that he will continue said contract with the Company. In addition, if Candidate Tsutomu Abe is reappointed as Director, it is planned that he will enter into the same contract with the Company as an Outside Director. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.
- Candidates marked with an asterisk (*) are new candidates for Directors.

Proposal 3: Election of One (1) Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Shinji Tanaka will expire at the conclusion of this meeting. Accordingly, we propose the election of one (1) Audit & Supervisory Board Member.

The Audit & Supervisory Board has consented to this proposal.

The candidate for Audit & Supervisory Board Member is as follows:

Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company	Number of the Company's shares held
*Eiji Inoue (January 28, 1956)	Apr. 1980 Joined the Company Jun. 2007 Associate Director Jun. 2010 Director Jun. 2013 Managing Director (Current Position) (Also currently Senior General Manager of Nanyo Complex)	45,151

Notes:

1. Candidate Eiji Inoue has no special interests in the Company.
2. If the Candidate is elected as Audit & Supervisory Board Member, it is planned that he will enter into a limitation of liability contract with the Company as Audit & Supervisory Board Member along with the incumbent Audit & Supervisory Board Member Katsumi Ishikawa, provided that "Proposal 1: Partial Amendments to the Articles of Incorporation" is approved. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.
3. The candidate marked with an asterisk (*) is a new candidate for Audit & Supervisory Board Member.

Proposal 4: Election of Two (2) Substitute Audit & Supervisory Board Members

The validity of the assignment of Substitute Audit & Supervisory Board Members ends at the start of this meeting. Therefore, we propose the election of two (2) Substitute Audit & Supervisory Board Members in advance in case the number of Audit & Supervisory Board Members is less than that provided for in laws and regulations and in the Company’s Articles of Incorporation.

The candidates for Substitute Audit & Supervisory Board Members are listed below, and we propose that Shinji Tanaka be elected as a substitute for Audit & Supervisory Board Members Katsumi Ishikawa and Eiji Inoue (provided that “Proposal 3: Election of One (1) Audit & Supervisory Board Member” is approved). We also propose that Kenta Nagao be elected as a substitute for Outside Audit & Supervisory Board Members Tetsuya Teramoto and Tsuneyasu Ozaki.

The Audit & Supervisory Board has consented to this proposal.

The candidates for Substitute Audit & Supervisory Board Members are as follows:

No.	Name (Date of birth)	Career summary, position in the Company and significant concurrent positions outside the Company	Number of the Company’s shares held
1	*Shinji Tanaka (October 11, 1946)	Apr. 1970 Joined the Company Jun. 2002 Associate Director Jun. 2006 Director Jun. 2009 Retired from Director Jun. 2009 Senior Managing Director of Tosoh Logistics Corporation Jun. 2011 Retired from Senior Managing Director Jun. 2011 Full-Time Audit & Supervisory Board Member of the Company (Current Position)	29,707
2	*Kenta Nagao (December 25, 1958)	Oct. 1986 Joined Chuo Kaikei Jimusho Audit Corporation Aug. 1990 Registered as Certified Public Accountant Dec. 1995 Retired from Chuo Audit Corporation Jul. 1997 Registered as Certified Public Tax Accountant Aug. 2011 Managing Partner of GROWING Tax Corporation (Current Position) [Significant concurrent positions outside the Company] Outside Auditor of OBIC Co., Ltd. Auditor of Kawaken Fine Chemicals Co., Ltd. Outside Auditor of LAND BUSINESS CO., LTD. Auditor of WiZ Co., Ltd. Outside Auditor of ENOTECA CO., LTD. Outside Auditor of CROSS COMPANY INC.	0

Notes:

1. The candidates for Substitute Audit & Supervisory Board Members have no special interests in the Company.
2. Candidate Kenta Nagao is a candidate for Substitute Outside Audit & Supervisory Board Member.
3. Candidate Kenta Nagao is being considered for the post of Substitute Outside Audit & Supervisory Board Member because of his specialist knowledge and extensive experience as Certified Public Accountant and Certified Public Tax Accountant.
4. If Candidate Shinji Tanaka is elected as Audit & Supervisory Board Member, it is planned that he will enter into a limitation of liability contract with the Company as Audit & Supervisory Board Member provided that “Proposal 1: Partial Amendments to the Articles of Incorporation” is approved. In addition, if Candidate Kenta Nagao is elected as Audit & Supervisory Board Member, it is planned that he will enter into the same contract with the Company as Outside Audit & Supervisory Board Member. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.
5. Candidates marked with an asterisk (*) are new candidates for Substitute Audit & Supervisory Board Members.

Guide for Exercising Voting Rights Electronically via the Internet, etc.

When exercising voting rights via the Internet, etc., please be aware of the following before casting your vote.

1. The Company website for exercising voting rights

You may exercise your voting rights via the Internet only by accessing the website for exercising voting rights designated by the Company. We do not have a website that is accessible by mobile phone.

Voting website URL: <http://www.web54.net>

2. Exercising your voting rights

(a) When voting via the Internet, input the “voting right exercise code” and “password” supplied on the enclosed Voting Rights Exercise Form and follow the on-screen instructions to enter your vote for each proposal.

(b) The deadline for voting is 5:00 p.m., Thursday, June 25, 2015. Early voting is appreciated.

(c) In the event votes are submitted by both post and Internet, only the Internet vote shall be deemed valid.

(d) If you exercise your voting rights multiple times via the Internet, only the last vote shall be deemed valid.

(e) You are responsible for paying any fees, such as connection fees to Internet providers and communication fees to telecommunications providers in order to use the website for exercising your voting rights.

3. Use of the password and voting right exercise code

(a) The password is a very important means to verify the identity of persons exercising their voting right as the shareholders in question. Please be sure to keep the password, as well as your registered seal and security code, in a safe place.

(b) If you repeatedly enter the wrong password, the Internet-based voting system will be locked after a designated number of incorrect entries, rendering further operation unavailable. To have your password reissued, follow the instructions shown on the screen.

(c) The voting right exercise code supplied on the enclosed Voting Rights Exercise Form is valid only for this General Meeting of Shareholders.

4. System requirements

The following system environment is required in order to exercise your voting rights via the Internet.

(a) Monitor resolution: 800 × 600 (SVGA) or higher.

(b) Required applications:

i) Web browser: Microsoft® Internet Explorer (Ver. 5.01 SP2 or later)

ii) PDF file browser:

Adobe® Acrobat® Reader® (Ver. 4.0 or later) or Adobe® Reader® (Ver. 6.0 or later)

* Internet Explorer is a registered trademark, and product name of Microsoft Corporation in the United States and other countries. Adobe® Acrobat® Reader® and Adobe® Reader® are registered trademarks, and product names of Adobe Systems Incorporated in the United States and other countries.

* The software is available free of charge on the website of each company.

5. Computer-related technical inquiries, etc.

(a) If you have any technical inquiries regarding the operation of a personal computer, etc., for voting on this site, contact the following:

Dedicated Phone Line of Stock Transfer Agency “Web Support”, Sumitomo Mitsui Trust Bank, Limited
[Toll Free within Japan] 0120-652-031

(Business hours: 9:00 a.m. to 9:00 p.m.)

(b) In case of other inquiries, please contact the following:

i) Shareholders who have accounts at trading companies

Please contact your trading company.

ii) Shareholders who do not have accounts at trading companies (special account holders)

Stock Transfer Agency Operation Center, Sumitomo Mitsui Trust Bank, Limited

[Toll Free within Japan] 0120-782-031

(Business hours: 9:00 a.m. to 5:00 p.m., except Saturdays, Sundays and official holidays)

*For institutional investors

Institutional investors may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Inc. for this General Meeting of Shareholders as a means of exercising voting rights electromagnetically.