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Tosoh Corporation

Notice of the 114th Ordinary General Meeting of Shareholders

Security Code: 4042
June 5, 2013

Dear Shareholders,

You are cordially invited to attend the 114th 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, only the Internet vote 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., Wednesday, June 26, 2013.

[Voting via the Internet]

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., Wednesday, June 26, 2013.

Please refer to the “Guide for Exercising Voting Rights Electronically via the Internet” on page 7 when voting via the Internet.

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:

Thursday, June 27, 2013, 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 114th Fiscal Year (from April 1, 2012 to March 31, 2013), as well as the audit reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the 114th Fiscal Year (from April 1, 2012 to March 31, 2013)

Matters to be resolved:

- Proposal 1:** Election of Thirteen (13) Directors
Proposal 2: Election of One (1) Corporate Auditor
Proposal 3: Election of Two (2) Substitute Corporate Auditors

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.co.jp>).
- * A notice of the resolutions made at the General Meeting of Shareholders will no longer be sent to you, but it will be posted to the website above after the Meeting.

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Information

Proposal 1: Election of Thirteen (13) Directors

The terms of office of all twelve (12) Directors will expire at the conclusion of this meeting. In order to strengthen the Company's management base, we propose the addition of one (1) more Director and, accordingly, the election of a total of thirteen (13) 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)	209,657
2	Shinhachiro Emori (February 2, 1953)	Apr. 1975 Joined the Company Jun. 2007 Associate Director Jun. 2010 Director Jun. 2011 Managing Director (Current Position) (Also currently General Manager of Corporate Strategy and President of the Engineering Group)	61,951
3	Yasuyuki Koie (July 19, 1953)	Apr. 1981 Joined the Company Jun. 2005 Associate Director Jun. 2008 Director Jun. 2011 Managing Director (Current Position) (Also currently President of the Specialty Group, Senior General Manager of the Advanced Materials Division, and Team Leader of the CM Project)	25,228
4	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)	58,512
5	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)	11,627
6	Eiji Inoue (January 28, 1956)	Apr. 1980 Joined the Company Jun. 2007 Associate Director Jun. 2010 Director (Current Position) (Also currently Senior General Manager of Nanyo Complex)	36,513
7	Naohiro Chuuma (June 30, 1953)	Apr. 1977 Joined the Company Jun. 2008 Associate Director Jun. 2011 Director (Current Position) (Also currently Senior General Manager of Yokkaichi Complex)	33,144

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
8	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)	18,512
9	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)	49,587
10	* Katsushi Tashiro (September 2, 1956)	Apr. 1981 Joined the Company Jun. 2006 General Manager of Ethylene & Energy Production of Yokkaichi Complex Jun. 2009 Associate Director (Current Position) (Also currently Director and Managing Executive Officer of Nippon Polyurethane Industry Co., Ltd.)	21,452
11	* Yasuo Yamamoto (July 28, 1956)	Apr. 1980 Joined the Company Jun. 2009 General Manager of the Osaka Branch Jun. 2010 Associate Director (Current Position) (Also currently Senior General Manager of the Chlor- Alkali Division)	39,470
12	* Koji Kawamoto (July 28, 1957)	Apr. 1980 Joined the Company Jun. 2009 Manager of Corporate Control & Accounting Jun. 2010 Associate Director (Current Position) (Also currently Manager of Corporate Control & Accounting and IT Strategy)	25,617
13	* Masayuki Yamada (January 7, 1959)	Apr. 1985 Joined the Company Jun. 2007 President of Tosoh Bioscience, Inc. Jun. 2011 Associate Director (Current Position) (Also currently Senior General Manager of the Bioscience Division)	3,793

Notes:

1. No candidates have a special interest in the Company.
2. All candidates have expressed the intent to continue the "Policy on the Large-Scale Purchase of the Company's Stock Certificates, Etc." that was approved at the 107th Ordinary General Meeting of Shareholders on June 29, 2006.
3. Candidates marked with an asterisk (*) are new candidates for Directors.

Proposal 2: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Katsumi Ishikawa will expire at the conclusion of this meeting. Accordingly, we propose the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has consented to this proposition.

The candidate for Corporate Auditor 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
Katsumi Ishikawa (February 23, 1949)	Apr. 1971 Joined the Company	48,442
	Jun. 2000 Associate Director	
	Jun. 2004 Director	
	Jun. 2009 Full-Time Corporate Auditor (Current Position)	

Note: The candidate for Corporate Auditor has no special interests in the Company.

Proposal 3: Election of Two (2) Substitute Corporate Auditors

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

The candidates for Substitute Corporate Auditor are as indicated below, and we propose that Setsuo Iwabuchi be elected as a substitute for Auditors Shinji Tanaka and, on the condition that "Proposal 2: Election of one (1) Corporate Auditor" is approved, Katsumi Ishikawa, that Tsutomu Matsuoka be elected as a substitute for Outside Auditors Toshihiko Sasahira and Hiroto Murata.

The Board of Corporate Auditors has consented to this proposition.

The candidates for Substitute Corporate Auditors 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	Setsuo Iwabuchi (March 3, 1943)	Apr. 1968 Joined the Company Jun. 1997 Associate Director Jun. 1998 Director Jun. 2000 Senior Managing Director of Lonseal Corporation Jun. 2001 Chief Executive Officer Jun. 2007 Full-Time Corporate Auditor of the Company Jun. 2011 Resigned from Full-Time Corporate Auditor	10,000
2	Tsutomu Matsuoka (November 13, 1949)	Apr. 1973 Joined Onoda Cement Co. Apr. 2006 Counselor to Taiheiyo Cement Corporation Apr. 2008 Executive Officer Apr. 2011 Adviser to Taiheiyo Cement Corporation and Pacific Insurance Service Incorporated Jun. 2011 Adviser to Taiheiyo Cement Corporation and President of Pacific Insurance Service Incorporated Apr. 2012 President of Pacific Insurance Service Incorporated (Current Position)	5,000

Notes:

1. The candidates for Substitute Corporate Auditors have no special interests in the Company.
2. Candidate Tsutomu Matsuoka is a candidate for Substitute Outside Auditor.
3. The Candidate is being considered for the post of Substitute Outside Auditor because of his extensive experience and achievements in, and broad knowledge and discernment of, corporate management, etc.
4. If the Candidate is elected as a Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company as an Outside Auditor. An outline of that contract is as follows:
If, after entering into the contract, damage is incurred due to the Outside Auditor having been negligent in his duty, he shall be liable for damage within the limit of the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act, as long as he has performed his duties in good faith and there has been no serious negligence in the performance of his work.

Guide for Exercising Voting Rights Electronically via the Internet

When exercising voting rights via the Internet, 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., Wednesday, June 26, 2013. 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.