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Tosoh Corporation

Notice of the 117th Ordinary General Meeting of Shareholders

Security Code: 4042
June 7, 2016

Dear Shareholders,

You are cordially invited to attend the 117th 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., Tuesday, June 28, 2016.

[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., Tuesday, June 28, 2016.

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,

Toshinori Yamamoto
President
Tosoh Corporation
4560 Kaisei-cho, Shunan City,
Yamaguchi Prefecture

Details

1. Date and Time:

Wednesday, June 29, 2016, 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 117th Fiscal Year (from April 1, 2015 to March 31, 2016), 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 117th Fiscal Year (from April 1, 2015 to March 31, 2016)

Matters to be resolved:

Proposal 1: Election of Eight (8) Directors

Proposal 2: 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. For the purpose of saving resources, please be sure to bring this notice with you.
- * 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: Election of Eight (8) Directors

The terms of office of all eleven (11) Directors will expire at the conclusion of this meeting. Accordingly, we propose the election of eight (8) Directors, including one (1) new candidate for Director. 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	(Reappointment) Toshinori Yamamoto (June 21, 1955)	<p>Apr. 1979 Joined Tosoh Jun. 2007 Associate Director Jun. 2009 Director Jun. 2011 Managing Director Jun. 2015 Representative Managing Director Mar. 2016 President (Current Position)</p> <p>[Reasons for nomination] Toshinori Yamamoto has a wealth of experience in such areas as accounting, purchasing and logistics, overseas operations, and in corporate planning. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p>	72,140
2	(Reappointment) Sukehiro Itoh (June 19, 1955)	<p>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 Tosoh Jun. 2012 Managing Director Mar. 2016 Representative Managing Director (Current Position) (Also currently President of Chlor-alkali Group and Petrochemical Group)</p> <p>[Reasons for nomination] Sukehiro Itoh has a wealth of experience in areas such as finance and corporate management, and is currently striving for better corporate performance as President of the Company's Chlor-alkali and Petrochemical Groups. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p>	22,286
3	(Reappointment) Masaki Uchikura (August 6, 1954)	<p>Apr. 1982 Joined Tosoh Jun. 2010 Associate Director Jun. 2011 Director Jun. 2015 Managing Director (Current Position) (Also currently President of Specialty Group, Senior General Manager of Advanced Materials Division, and TZM Project Team Leader)</p> <p>[Reasons for nomination] Masaki Uchikura has a wealth of experience in such areas as legal and patents and in business planning, and is currently striving to achieve better corporate performance as the Company's Specialty Group President. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p>	27,560

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
4	(Reappointment) Keiichiro Nishizawa (February 28, 1956)	Apr. 1981 Joined Tosoh Jun. 2009 Associate Director Jun. 2011 Director Jun. 2015 Managing Director (Current Position) (Also currently General Manager of Research and Development Planning and President of Engineering Group) [Significant concurrent positions outside the Company] Director of Organo Corporation [Reasons for nomination] Keiichiro Nishizawa has a wealth of experience in the area of research and development, and is currently striving to achieve better corporate performance as the Company's Engineering Group President. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.	56,052
5	(Reappointment) Katsushi Tashiro (September 2, 1956)	Apr. 1981 Joined Tosoh Jun. 2009 Associate Director Jun. 2013 Director Jun. 2015 Managing Director (Current Position) (Also currently Senior General Manager of Nanyo Complex) [Reasons for nomination] Katsushi Tashiro has a wealth of experience in the area of manufacturing, and has been engaged in streamlining of production activities and as a key person in charge of safety promotion activities. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.	28,580
6	(Reappointment) Koji Kawamoto (July 28, 1957)	Apr. 1980 Joined Tosoh Jun. 2010 Associate Director Jun. 2013 Director (Current Position) (Also currently Manager of Corporate Control & Accounting and General Manager of Purchasing & Logistics) [Significant concurrent positions outside the Company] External Director of Lonseal Corporation [Reasons for nomination] Koji Kawamoto has a wealth of experience in such areas as finance and accounting, as well as in information systems. Given this track record, he is believed capable of contributing to the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.	34,862
7	(Reappointment) 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) Jun. 2015 External Director of Tosoh (Current Position) [Significant concurrent positions outside the Company] Director and Senior Adviser of IBJ Leasing Company, Limited [Reasons for nomination] Tsutomu Abe has a wealth of experience in such areas as finance and in corporate management. Given this track record, he is believed capable of providing precious advice for further development of the Company, hence his nomination for External Director.	2,824

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	(New Appointment) Kenji Ogawa (August 9, 1951)	<p>Apr. 1976 Joined Onoda Cement Co., Ltd.</p> <p>Apr. 2004 General Manager of Research & Development Department, Central Research Laboratory, Taiheiyo Cement Corporation</p> <p>Jun. 2010 Executive Officer</p> <p>Apr. 2012 Managing Executive Officer</p> <p>Jun. 2012 Director, Managing Executive Officer</p> <p>Apr. 2015 Director, Senior Executive Officer</p> <p>Apr. 2016 Director (Current Position)</p> <p>[Reasons for nomination] Kenji Ogawa has a wealth of experience in such areas as research and development and in corporate management. Given this track record, he is believed capable of providing valuable advice for further development of the Company, hence his nomination for External Director.</p>	0

Notes:

- Each candidate has no special interests in the Company.
- Tsutomu Abe and Kenji Ogawa are candidates for External Directors.
- Tsutomu Abe is currently serving as an External 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.
- 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, ten 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.
- Kenji Ogawa is Director of Taiheiyo Cement Corporation with which the Company has a business relationship involving sale of products and purchase of raw materials, etc. However, the scale of such transactions is insignificant.
- The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Tsutomu Abe as an independent officer confirmed by said exchange. However, if the candidate is reappointed as External 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 Kenji Ogawa as independent officer confirmed by said exchange.
- The Company has set out its own Criteria for the Independence of External Directors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Both Tsutomu Abe and Kenji Ogawa do not fall into any of the restrictions under such criteria, and thus have been selected as candidates for independent External Directors. The aforementioned Criteria for the Independence of External Directors of the Company are stated below for reference.
- The Company has entered into a limitation of liability contract with Tsutomu Abe, who is currently serving as an External 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 Kenji Ogawa is appointed as Director, it is planned that he will enter into the same contract with the Company as an External 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.

(Reference) Criteria for the Independence of External Directors

The Company appoints an independent External Director only if he/she does not fall into any of the restrictions under these criteria.

- A person who served as executive director, corporate officer, executive officer or otherwise as employees of the Company or its subsidiaries in the past ten years
- Executive director, corporate officer or executive officer of a supplier whose principal business partner is the Company (supplying products or services to the Company with the scale of such supply representing more than 2% of the supplier's total consolidated net sales in the immediate previous fiscal year)
- Executive director, corporate officer or executive officer of a principal customer of the Company (the Company supplies products or services to the customer with the scale of such supply representing more than 2% of the Company's total consolidated net sales in the immediate previous fiscal year)
- A person who receives cash or financial benefit equivalent to an amount in excess of 10 million yen per annum from the Company as consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- A person who fell into any restriction from (2) to (4) above in the past three years
- A relative within the second degree of kinship of a person who falls into any restriction from (1) to (5) above

Proposal 2: 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 Yasuhiko Tanaka be elected as a substitute for Audit & Supervisory Board Members Katsumi Ishikawa and Eiji Inoue. We also propose that Kenta Nagao be elected as a substitute for External 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	Yasuhiko Tanaka (April 13, 1947)	<p>Apr. 1970 Joined Tosoh</p> <p>Jun. 2003 Associate Director</p> <p>Jun. 2005 Retired as Associate Director</p> <p>Jun. 2005 Managing Director of Organo Corporation</p> <p>Jun. 2010 Retired as Managing Director of Organo Corporation</p> <p>Jun. 2010 Standing Audit & Supervisory Board Member of Taiyo Vinyl Corporation</p> <p>Jun. 2013 Retired as Standing Audit & Supervisory Board Member</p> <p>[Reasons for nomination] Yasuhiko Tanaka has experience of serving as Associate Director of the Company, as well as Director or the Audit & Supervisory Board Member of Tosoh Group companies. Given this track record, he is believed capable of appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Substitute Audit & Supervisory Board Member.</p>	2,000
2	Kenta Nagao (December 25, 1958)	<p>Oct. 1986 Joined Chuo Audit Corporation</p> <p>Aug. 1990 Registered as Certified Public Accountant</p> <p>Dec. 1995 Retired from Chuo Audit Corporation</p> <p>Jul. 1997 Registered as Certified Public Tax Accountant</p> <p>Aug. 2011 Managing Partner of Growing Tax Corporation (Current Position)</p> <p>[Significant concurrent positions outside the Company] External Auditor of OBIC Co., Ltd. Auditor of Kawaken Fine Chemicals Co., Ltd. External Auditor of Land Business Co., Ltd. Auditor of WiZ Co., Ltd. External Auditor of Enoteca Co., Ltd. External Auditor of Stripe International Inc.</p> <p>[Reasons for nomination] Kenta Nagao has expertise and a wealth of experience as a certified public accountant as well as a certified public tax accountant. As such, he is believed capable of appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Substitute External Audit & Supervisory Board Member.</p>	0

Notes:

- The candidates for Substitute Audit & Supervisory Board Member and Substitute External Audit & Supervisory Board Member have no special interests in the Company.
- Kenta Nagao is a candidate for Substitute External Audit & Supervisory Board Member.
- If Kenta Nagao is elected as Audit & Supervisory Board Member, the Company is scheduled to designate him as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with the exchange.
- The Company has set out the Criteria for the Independence of External Directors and a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenta Nagao does not fall into any of the restrictions under such criteria, and thus has been selected as candidate for independent External Audit & Supervisory Board Member. Criteria for the Independence of External Directors of the Company are stated on page 5.
- If Yasuhiko Tanaka is elected as Audit & Supervisory Board Member, it is planned that he will enter into a limitation of liability contract with the Company. In addition, if Kenta Nagao is elected as Audit & Supervisory Board Member, it is planned that he will enter into the same contract with the Company. 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.

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., Tuesday, June 28, 2016. 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.