

This document has been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

June 29, 2015

Ikuo Akutsu  
President and Representative Director  
TOKYO OHKA KOGYO CO., LTD.

**RESULTS OF EXERCISE OF VOTING RIGHTS AT  
THE 85<sup>th</sup> ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We are pleased to announce the results of exercise of voting rights at the 85<sup>th</sup> Ordinary General Meeting of Shareholders of TOKYO OHKA KOGYO CO., LTD. (“the Company”) held on June 25, 2015 as below. All proposals were approved and resolved as originally proposed.

1. Date of the General Meeting of Shareholders

June 25, 2015

2. Details of the proposals for resolution

**Proposal No. 1: Appropriation of Surplus**

Matters related to the year-end dividend  
¥30 per common share of the Company

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

To elect Messrs. Ikuo Akutsu, Kobun Iwasaki, Hiroji Komano, Harutoshi Sato, Kunio Mizuki, Hiroshi Kurimoto and Nobuo Tokutake, and Ms. Noriko Sekiguchi as Directors.

**Proposal No. 3: Election of One Corporate Auditor**

To elect Mr. Hiroshi Saito as Corporate Auditor.

**Proposal No. 4: Continuation of Guidelines on Response to Large-Scale Purchase of the Company’s Shares etc. (Takeover Defensive Measures)**

To continue Guidelines on Response to Large-Scale Purchase of the Company’s Shares etc. (Takeover Defensive Measures).

3. Number of voting rights that were exercised as the manifestation of the intention of approval, disapproval or abstention for the items for resolution; requirements for adoption thereof; and resolution results thereof

Proposal for Resolution	Approved	Disapproved	Abstained	Requirements for Adoption	Resolution Result	
					Approval Rate	Approved or Disapproved
Proposal No. 1	369,852	13,228	52	(Note 1)	96.22%	Approved
<b>Proposal No. 2</b>				(Note 2)		
Ikuo Akutsu	375,167	7,915	52		97.61%	Approved
Kobun Iwasaki	374,708	8,374	52		97.49%	Approved
Hiroji Komano	374,736	8,346	52		97.49%	Approved
Harutoshi Sato	374,742	8,340	52		97.50%	Approved
Kunio Mizuki	374,742	8,340	52		97.50%	Approved
Hiroshi Kurimoto	375,994	7,088	52		97.82%	Approved
Nobuo Tokutake	378,795	4,287	52		98.55%	Approved
Noriko Sekiguchi	380,250	2,832	52		98.93%	Approved
Proposal No. 3	299,099	83,980	52	(Note 2)	77.82%	Approved
Proposal No. 4	245,528	137,554	52	(Note 1)	63.88%	Approved

- (Notes) 1. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting.  
2. The requirement for adoption is a majority of the affirmative voting rights of the shareholders present at the meeting where the shareholders holding one third or more of the voting rights of shareholders who are entitled to exercise their voting rights are present.

4. Reason why a portion of the number of voting rights of the shareholders present at the meeting was not included in the calculation of the number of voting rights  
By regarding the number of voting rights exercised by the date immediately before the date of the meeting and the number of voting rights of some of the shareholders present at the meeting whose intention of approval or disapproval of each item was confirmed as the total number of voting rights, the requirement for adoption of each item was satisfied and resolutions have been legally adopted pursuant to the Companies Act. Therefore, the number of voting rights whose intention of approval, disapproval or abstention was not confirmed has not been included in the calculation.