

[Translation]

February 10, 2011

To whom it may concern:

Company Name: Toagosei Co., Ltd.
(URL: <http://toagosei.co.jp/>)
Representative: Futoshi Hashimoto,
Representative Director and President
(Share code: 4045, the First Section of the Tokyo Stock Exchange)
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**Notice of Decision Regarding Acquisition of Treasury Shares
(Acquisition of treasury shares in accordance with Articles of Incorporation pursuant to the
provision of Article 165, Paragraph 2 of the Companies Act)**

The Company announced that at the Board of Directors' meeting held on February 10, 2011 the Board of Directors of the Company passed a resolution on the acquisition of treasury shares by the Company pursuant to the provision of Article 156 of the Companies Act which is applied by replacement in accordance with the provision of Article 165, Paragraph 3 of the said Act.

1. Grounds for conducting acquisition of treasury shares

As described in the "Notice Regarding Conversion of Aronkasei Co., Ltd. into a Wholly-owned Subsidiary of Toagosei Co., Ltd. through the Share Exchange" disclosed today, the Company, by resolution at the meeting of the Board of Directors held today, decided to make Aronkasei Co., Ltd. a wholly-owned subsidiary through a share exchange to be effective as of July 1, 2011, and executed a Share Exchange Agreement with Aronkasei Co., Ltd. today. The purpose of the acquisition of treasury shares is to acquire shares of the Company to be allocated to eligible shareholders of Aronkasei Co., Ltd. in carrying out the contemplated share exchange and to enable flexible capital policies corresponding to changes in the business environment.

2. Details concerning matters for acquisition

- (1) Class of shares to be acquired: common shares of the Company
- (2) Total number of shares to be acquired: up to a maximum of 12,000,000 shares (4.76% of the total number of shares issued (excluding treasury shares))
- (3) Total purchase price of shares to be acquired: up to a maximum of 5 billion yen
- (4) Period of acquisition: February 14, 2011 through December 22, 2011

[For reference]

Treasury shares held by the Company as of January 31, 2011
Total number of shares issued (excluding treasury shares): 252,263,205 shares
Number of shares of treasury shares: 11,729,393 shares

End