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(Stock Exchange Code 4045)
March 1, 2017

To Shareholders with Voting Rights:

Mikishi Takamura
President and Representative Director
Toagosei Co., Ltd.
1-14-1 Nishi-Shimbashi, Minato-ku, Tokyo

**NOTICE OF
THE 104TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 104th Ordinary General Meeting of Shareholders of Toagosei Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you may exercise your voting rights by either of the methods below. We request you to review the Reference Document for the General Meeting of Shareholders below and exercise your voting rights no later than 5:00 p.m. (Japan time) on Wednesday, March 29, 2017.

[Exercise of your voting rights in written form]

Please indicate your approval or disapproval of each of our proposals on the enclosed Voting Rights Exercise Form and return it to us by post so that it can reach us by the above exercise deadline.

[Exercise of your voting rights by electronic method (via the Internet)]

Please access our website for exercising voting rights (<http://www.web54.net>). Then enter your approval or disapproval of each of our proposals by the above exercise deadline, by using your "voting right exercise code" and "password" given on the enclosed Voting Rights Exercise Form and by following the on-screen instructions.

- 1. Date and Time:** Thursday, March 30, 2017 at 10:00 a.m. (Japan time)
- 2. Place:** 2F Large conference room at the Head Office of the Company located at 1-14-1 Nishi-Shimbashi, Minato-ku, Tokyo
- 3. Meeting Agenda:**
 - Matters to be reported:**
 1. Business Report, Consolidated Financial Statements for the Company's 104th Fiscal Year (January 1, 2016 - December 31, 2016) and results of audits of the Consolidated Financial Statements by the Accounting Auditors and the Audit and Supervisory Committee
 2. Non-consolidated Financial Statements for the Company's 104th Fiscal Year (January 1, 2016 - December 31, 2016)
 - Proposals to be resolved:**
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Nine (9) Directors (excluding Directors who act as Audit and Supervisory Committee Members)

4. Decisions upon Convocation

- (1) When you exercise your voting rights by a proxy, you must delegate your voting rights to another shareholder of the Company, who has voting rights. The delegation of your voting rights is limited to only one proxy.
- (2) If you exercise your voting rights more than once by an electronic method, the last exercise of your voting rights shall be treated as the valid vote.
- (3) If you exercise your voting rights both in written form and by an electronic method, your vote that we receive later shall be treated as the valid vote. In such case, if we receive your votes on the same day, your voting right exercised by an electronic method shall be treated as valid.

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
- Among the documents that we should provide together with this Notice, Notes to the Consolidated and Non-consolidated Financial Statements are posted on the Company's website in accordance with applicable laws and regulations and the Articles of Incorporation of the Company. Therefore, we do not include such information in the attachments. Thus, the Consolidated Financial Statements and Non-consolidated Financial Statements audited by the Company's Accounting Auditors and the Audit and Supervisory Committee consist of the attached documents of this Notice and Notes to the Consolidated and Non-consolidated Financial Statements posted on the Company's website.
- Should the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements be revised, the revised versions will be posted on the Company's website.
The Company's website: <http://www.toagosei.co.jp/>

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

Regarding the appropriation of surplus of the Company, we hereby propose as follows:

■ Year-end Dividend

The Company's basic dividend policy is to strive to distribute stable profits to our shareholders with its standard of stable dividends of ¥20 per share, considering the business performance for the current fiscal year, future business developments and the progress of its business performance, etc. in a comprehensive perspective. As for internal reserves, the Company will use them as funds for research and development and capital investments to prepare for fiercer competition expected in the future while being fully aware that it is important to establish and maintain its sound financial position.

Regarding a year-end dividend for the 104th fiscal year, we propose as follows:

- (1) Type of dividend assets:
Cash
- (2) Matters concerning the allotment of dividend assets and the amount thereof:
We propose paying a dividend of ¥13 per share of the Company's common stock. The total amount of the dividends will be ¥1,711,359,767.
We paid an interim dividend of ¥13 per share in the current fiscal year. Consequently, an annual dividend per share amounts to ¥26 per share.
- (3) Date when dividends of surplus become effective:
March 31, 2017

Proposal 2: Election of Nine (9) Directors (excluding Directors who act as Audit and Supervisory Committee Members)

The terms of office for all of the eight (8) incumbent Directors will expire at the conclusion of the meeting. Accordingly, the Company proposes the election of nine (9) Directors (excluding Directors who act as Audit and Supervisory Committee Members).

The candidates are as follows:

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
1	Mikishi Takamura (March 28, 1956) [Reappointment]	<p>April 1980 Joined the Company</p> <p>April 2002 General Manager, Finance Group, Administrative Department</p> <p>April 2005 General Manager, Human Resources & General Affairs Group, Administrative Department</p> <p>April 2006 General Manager, Human Resources & General Affairs Group and General Manager, Investor Relations & Public Relations Section, Administrative Department</p> <p>April 2008 Deputy Plant Manager, Nagoya Plant</p> <p>March 2010 Director, General Manager, Administrative Department</p> <p>April 2012 Director, General Manager, Administrative Division</p> <p>March 2013 Director, General Manager, Corporate Strategy Department</p> <p>March 2015 Vice President and Representative Director and General Manager, Corporate Strategy Division</p> <p>November 2015 President and Representative Director (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Mikishi Takamura as a candidate for Director because he has mainly been involved in the management of the corporate strategy division and the administrative division of the Company and is expected to enhance the decision-making function of the Board of Directors by overseeing the management of the Group based on his extensive experience and business track records.</p>	63,874
2	Nobuhiro Ishikawa (January 8, 1955) [Reappointment]	<p>April 1977 Joined the Company</p> <p>April 2001 General Manager, Productive Technology Group, Manufacturing Department, Nagoya Plant</p> <p>April 2002 General Manager, Manufacturing Department II, Nagoya Plant</p> <p>April 2005 General Manager, Acrylic Products Group, Acrylic Products Department</p> <p>April 2007 General Manager, UV-curable Resins Group, Functional Materials Department</p> <p>March 2008 Executive Officer, General Manager, Acrylic Products Department</p> <p>March 2010 Executive Officer, Plant Manager, Nagoya Plant</p> <p>March 2014 Director, General Manager, Technology & Production Administrative Division</p> <p>January 2016 Vice President and Representative Director and General Manager, Corporate Strategy Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Nobuhiro Ishikawa as a candidate for Director because he has mainly been involved in the management of the productive technology division and the operating division of the Company and is expected to enhance the decision-making function of the Board of Directors by overseeing the management of the Group based on his extensive experience and business track records.</p>	31,972

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
3	Soichi Nomura (March 1, 1956) [Reappointment]	<p>April 1981 Joined the Company</p> <p>April 2003 General Manager, Engineering Group, Technology Administrative Department</p> <p>July 2003 Director, General Manager, Process Technology Center, TOA Engineering Co., Ltd.</p> <p>April 2007 General Manager, Technology Administrative Department of the Company</p> <p>March 2008 Director, General Manager, Technology Administrative Department</p> <p>March 2013 Director, General Manager, Research & Development Administrative Division and General Manager, General Center of Research & Development</p> <p>January 2016 Director, General Manager, Technology & Production Administrative Division and General Manager, Research & Development Administrative Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Soichi Nomura as a candidate for Director because he has mainly been involved in the management of the productive technology division and the research & development division of the Company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	49,757
4	Akira Komine (June 2, 1954) [Reappointment]	<p>April 1977 Joined the Company</p> <p>April 2004 President, Toagosei America Inc.</p> <p>April 2007 Executive Officer, Branch Manager, Osaka Branch of the Company</p> <p>April 2010 Executive Officer, General Manager, Tokyo Sales Department</p> <p>March 2012 Executive Officer of the Company and President and Representative Director, MT AquaPolymer, Inc.</p> <p>March 2015 Director, General Manager, Supply Chain Management Division of the Company (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Akira Komine as a candidate for Director because he has mainly been involved in the management of the sales division of the Company and the management of the Group companies and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	25,128
5	Katsuyuki Ito (August 27, 1957) [Reappointment]	<p>April 1981 Joined the Company</p> <p>April 2007 General Manager, Business Support Department, Aron Kasei Co., Ltd.</p> <p>June 2007 General Manager, Corporate Strategy Department, Aron Kasei Co., Ltd.</p> <p>June 2008 Resigned from the Company Director, Aron Kasei Co., Ltd.</p> <p>March 2015 Director, General Manager, Administrative Division of the Company</p> <p>January 2017 Director, General Manager, Group Management Division and General Manager, Human Resource Development Department, Group Management Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Katsuyuki Ito as a candidate for Director because he has mainly been involved in the management of the Group company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	27,212

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
6	Shinichi Sugiura (August 4, 1955) [Reappointment]	<p>April 1978 Joined the Company</p> <p>April 2005 General Manager, UV-curable Resins Group, Functional Materials Department</p> <p>April 2007 General Manager, Chlorine & Alkali Products Group, Commodity Chemicals Department</p> <p>March 2008 Executive Officer, General Manager, Commodity Chemicals Department</p> <p>March 2013 Director, General Manager, Supply Chain Management Division</p> <p>March 2015 Director of the Company and President and Representative Director, Aron Kasei Co., Ltd. (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Shinichi Sugiura as a candidate for Director because he has mainly been involved in the management of the operating division of the Company and the management of the Group companies and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	33,294
7	Etsuo Sakai (March 6, 1952) [Reappointment] [Outside]	<p>April 1979 Research Associate, School of Engineering, Tokyo Institute of Technology</p> <p>April 1982 Researcher, General Research Institute, DENKI KAGAKU KOGYO KABUSHIKI KAISHA</p> <p>April 1994 Associate Professor, School of Engineering, Tokyo Institute of Technology</p> <p>April 1999 Associate Professor, Graduate School of Engineering, Tokyo Institute of Technology</p> <p>January 2008 Professor, Graduate School of Engineering, Tokyo Institute of Technology</p> <p>April 2014 Guest Professor, China Building Materials Academy</p> <p>March 2016 Director of the Company (to present)</p> <p>April 2016 Professor, Graduate School of Materials and Chemical Technology, Tokyo Institute of Technology (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director] The Company selected Mr. Etsuo Sakai as a candidate for Outside Director because it judged that he has expert knowledge and experience, etc. that he has acquired as a professor of the Graduate School of Materials and Chemical Technology and he can further enhance the management system of the Company by reflecting such expert knowledge and experience on the management of the Company.</p>	726
8	Yoshitaka Suzuki (September 14, 1958) [New appointment]	<p>April 1982 Joined the Company</p> <p>April 2012 Deputy Plant Manager, Nagoya Plant</p> <p>April 2014 General Manager, General Affairs and Legal Department, Administrative Division; General Manager, Human Resources Department, Administrative Division; and General Manager, Investor Relations & Public Relations Section, Administrative Division</p> <p>September 2014 General Manager, General Affairs and Legal Department, Administrative Division and General Manager, Human Resources Department, Administrative Division</p> <p>January 2017 General Manager, Administrative Division (to present)</p> <p>[Reason for selecting him/her as a candidate for Director] The Company selected Mr. Yoshitaka Suzuki as a candidate for Director because he has mainly been involved in the management of the administrative division of the Company and is expected to fully perform his duty of business execution and enhance the decision-making function of the Board of Directors by reflecting his extensive experience and business track records on the management of the Company.</p>	17,120

No.	Name (Date of birth)	Summary of Career, Position and Responsibility at the Company (Important Concurrent Positions Held)	Number of shares of the Company held
9	Satoru Nakanishi (August 31, 1953) [New appointment] [Outside]	<p>April 1976 Joined Mitsui Bank</p> <p>April 2004 Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2006 Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>April 2009 Senior Managing Executive Officer, Sumitomo Mitsui Financial Group, Inc. Director and Senior Managing Executive Officer, Sumitomo Mitsui Banking Corporation</p> <p>June 2009 Director, Sumitomo Mitsui Financial Group, Inc.</p> <p>April 2011 Representative Director, Sumitomo Mitsui Financial Group, Inc. Representative Director and Deputy President, Sumitomo Mitsui Banking Corporation</p> <p>April 2013 Director, SMFG Card & Credit, Inc. (to present)</p> <p>June 2013 President and Representative Director, Cedyne Financial Corporation (to present)</p> <p>[Reason for selecting him/her as a candidate for Outside Director] The Company selected Mr. Satoru Nakanishi as a candidate for Outside Director because it is judged that he has broad insight that he has developed through his business background at the financial institutions and extensive experience as an officer and he can further enhance the management system of the Company by reflecting such insight on the management of the Company.</p>	0

(Notes)

1. There are no special interests between each candidate for Director and the Company.
2. The number of shares of the Company held by each candidate includes the candidate's equity interest in the Officer Shareholders' Committee and Employee Shareholders' Committee.
3. Mr. Etsuo Sakai is a candidate for Outside Director. The Company designates him as an independent officer as stipulated under the regulations of Tokyo Stock Exchange and submitted a notification of the designation to the same Exchange.
4. Mr. Etsuo Sakai is currently Outside Director of the Company. His term of office as Outside Director will have been one year at the conclusion of the meeting.
5. Mr. Satoru Nakanishi is a candidate for Outside Director. The Company will designate him as an independent officer as stipulated under the regulations of Tokyo Stock Exchange and submit a notification of the designation to the same Exchange.
6. The Company has provided in its Articles of Incorporation that it may enter into a liability limitation agreement with a Director (excluding executive directors, etc.), under the provisions of Article 427, Paragraph 1 of the Companies Act, to limit his/her liability under Article 423, Paragraph 1 of the Companies Act to the greater of ¥10 million or the amount specified by applicable laws and regulations. The Company has entered into the liability limitation agreement mentioned above with Mr. Etsuo Sakai. If the election of Messrs. Etsuo Sakai and Satoru Nakanishi is approved at the meeting, the Company intends to enter into the liability limitation agreements with them.
7. All of the candidates endorse the continued adoption of the "Policies on Response to Large-Scale Purchase of the Company's Shares (Takeover Defense Measures)" approved at the 103rd Ordinary General Meeting of Shareholders held on March 30, 2016.

(Reference) Independence Criteria for Independent Outside Directors

The Company has adopted the following independence criteria for Outside Directors. Candidates are considered insufficiently independent from the Company if any of the following applies.

1. (1) A person who currently executes business for the Company or a subsidiary of the Company (executive director, corporate officer, executive officer, or other employee in a senior management position) or has done so within the past 10 years
- (2) A party for which the Company is a major client, or if the party is a company, a person who executes business for the company (executive director, corporate officer, executive officer, or other employee in a senior management position)
- (3) A party that is a major client of the Company, or if the party is a company, a person who executes business for the company (executive director, corporate officer, executive officer, or other employee in a senior management position)
- (4) A legal specialist such as a lawyer, or an accounting specialist such as a certified public accountant, or a consultant, etc., who has received a significant amount of money or other assets from the Company, other than executive remuneration (or if the recipient of the assets is a corporation, association, or some other organization, a member of such organization).
- (5) A major shareholder of the Company, or if the shareholder is a company, a person who executes business for the company
- (6) A recipient of a significant amount of donations from the Company (or if the recipient of the financial asset is a corporation, association, or other organization, a member of such organization)
- (7) A spouse or a relative within the second degree of someone to whom any of the above (1) to (6) applies
- (8) A person to whom any of the above (2) to (7) have applied within the past three years
2. A person who has been an Outside Director of the Company for more than eight years.