

To Those Shareholders with Voting Rights

Masaru Gomi
President and Chief Executive Officer
TOYO Corporation
1-6, Yaesu 1-chome, Chuo-ku, Tokyo

NOTICE OF THE 64th ORDINARY GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 64th Ordinary General Meeting of Shareholders of TOYO Corporation (the “Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the Reference Documents for the General Meeting of Shareholders, and return the enclosed Voting Rights Exercise Form with your selections to reach us no later than 5:30 p.m., Monday, December 19, 2016.

- 1. Date and Time** 10:00 a.m., Tuesday, December 20, 2016
(Reception starts at 9.00 a.m.)
- 2. Place** Room 1-3, BELLESALLE Yaesu 3F
(Yaesu First Financial Building)
3-7, Yaesu 1-chome, Chuo-ku, Tokyo
(Please refer to the “Map of the Place for General Meeting of Shareholders” at the end of this notice.)
- 3. Agenda of the Meeting:**
Matters to be reported:
 1. Business Report and Consolidated Financial Statements for the 64th Fiscal Term (from October 1, 2015 to September 30, 2016) and results of audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-consolidated Financial Statements for the 64th Fiscal Term (from October 1, 2015 to September 30, 2016)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Six Directors
- Proposal No. 3:** Election of One Corporate Auditor
- Proposal No. 4:** Election of One Substitute Corporate Auditor

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- Notes: 1. If you plan to attend the meeting, please hand in your Voting Rights Exercise Form at the front desk when you arrive at the venue. Please bring this “Notice of Ordinary General Meeting of Shareholders” with you to save resources.
2. Subsequent amendments to the Reference Documents for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements and Consolidated Financial Statements will be listed on the Company’s website (<http://www.toyo.co.jp>).

Please be aware that starting this year, the Company will not provide gifts to shareholders attending the Ordinary General Meeting of Shareholders. We appreciate your understanding.

(Attached documents)

Business Report

(From October 1, 2015 to September 30, 2016)

1. Business Overview of the Group

(1) Business Performance

(a) Progress and Results of Operations

The Group has been focusing on the R&D market, while maintaining the business concept based on “Measurement Technology.” Also, the Group has been working to introduce the advance measurement technologies and instruments mainly from Europe and the U.S. and to enhance self-developed systems centered on software, in order to play a part in “development of new technologies and products” which enables domestic industries to achieve new growth. Furthermore, the Group has been working to acquire new users of our products with a focus on expanding its business not only in Asian markets, mainly China, but also in the U.S. market.

As a result of the above, consolidated net sales increased by 3.3% year on year to ¥21,679 million, of which domestic sales were ¥20,477 million and overseas sales mainly to China and South Korea were ¥1,202 million.

Operating income increased by 4.5% year on year to ¥1,316 million, ordinary income decreased by 16.8% year on year to ¥1,395 million, and net income attributable to owners of parent decreased by 12.1% year on year to ¥886 million.

Results by business segment were as follows:

Since “Nano Imaging,” “Software Quality & Productivity” and “Medical Systems” had acquired greater importance, the Group reviewed its managerial classification and changed its reportable segment classification effective from the current fiscal year. “Material Analysis Systems Business” was changed to “Materials / Energy,” “Nano Imaging” and “Medical Systems,” and “Other Measurement Systems Business” was changed to “Software Quality and Productivity” and “Medical Systems.”

The segment information for the previous fiscal year has been prepared based on the new segment classification, and the figures for the previous fiscal year have been restated to enable year-on-year comparisons as described below.

In line with the review of its managerial classification, the Group changed the segment names as follows: “Network Evaluation and Monitoring Tools Business” was changed to “Information & Communications Technologies,” “EMC Measurement Systems Business” was changed to “Electromagnetic Compatibility / Antenna Systems,” “Noise / Vibration Analysis Business” was changed to “Mechatronics / Noise & Vibration,” and “Marine and Ocean Measurement Systems Business” was changed to “Ocean / Defense & Security.”

(Information & Communications Technologies)

In the Information & Communications Technologies business, domestic carriers’ efforts toward virtualization boosted investment, and the demand for testing services for portable terminals and IoT equipment grew steadily. The in-house developed packet capture products named “SYNESIS”, marketed in January 2016, contributed to the growth of operating income since orders from companies in the financial industry, enterprise companies and carriers increased favorably. As a result, net sales decreased by 1.7% year on year to ¥5,440 million, while operating income increased by 103.4% year on year to ¥308 million.

(Materials / Energy)

In the Materials / Energy business, sales of evaluation system for products used in the automobile industry including next-generation batteries and fuel cells were nearly at the same level as that of the previous fiscal year. Projects for governments and other public offices including material analysis systems were inactive in general partly because they are in a transitional period. Consequently, net sales decreased by 3.7% year on year to ¥2,815 million, while operating income decreased by 39.5% year on year to ¥98 million.

(Nano Imaging)

In the Nano Imaging business, a fierce price competition has been continuing because the difference in performance among domestic manufacturers is narrowing. As a result, net sales increased by 1.5% year on year to ¥1,293 million, whereas operating loss amounted to ¥79 million, in comparison with operating loss of ¥131 million in the previous fiscal year.

(Electromagnetic Compatibility / Antenna Systems)

In the Electromagnetic Compatibility / Antenna Systems business, sales for EMC-related large-scale projects for automotive companies in Japan and China, our main customer, expanded steadily. As a result, net sales increased by 21.7% year on year to ¥3,482 million, while operating income increased by 265.1% year on year to ¥366 million.

(Mechatronics / Noise & Vibration)

In the Mechatronics / Noise & Vibration business, some automotive companies restrained investment due to depreciation of the yen. As a result, sales of measurement systems diminished, whereas sales of sensors remained favorable. Consequently, net sales increased by 3.4% year on year to ¥4,836 million, while operating income increased by 15.5% year on year to ¥1,370 million.

(Ocean / Defense & Security)

In the Ocean / Defense & Security business, sales grew slightly due to increased sales of ocean measurement systems, key products of the Group. As a result, net sales increased by 1.1% year on year to ¥1,281 million, while operating income increased by 33.5% year on year to ¥183 million.

(Software Quality & Productivity)

In the Software Quality & Productivity business, sales of existing products and software consulting services marketed in October 2015 remained robust. In the meantime, expense increased because new manufactures entered into the enterprise market with their application security products. Consequently, net sales decreased by 4.2% year on year to ¥850 million, while operating income decreased by 36.5% year on year to ¥124 million.

(Medical Systems)

In the Medical Systems business, sales of OEM products for medical equipment manufacturers, our key products, increased drastically, and sales of liquid crystal display evaluation systems remained favorable in China. On the other hand, exports to Korea declined sharply in the end of the period because of a downturn in the Korean economy. As a result, net sales increased by 7.1% year on year to ¥1,678 million, while operating income increased by 56.9% year on year to ¥195 million.

Business segment	Sales	Orders received
	Thousands of yen	Thousands of yen
Information & Communications Technologies	5,440,895	5,116,033
Materials / Energy	2,815,626	2,834,195
Nano Imaging	1,293,198	1,377,938
Electromagnetic Compatibility / Antenna Systems	3,482,712	2,965,739
Mechatronics / Noise & Vibration	4,836,528	4,877,611
Ocean / Defense & Security	1,281,430	1,291,320
Software Quality & Productivity	850,430	883,083
Medical Systems	1,678,938	1,608,161

(Note) The above amounts do not include consumption taxes.

Consolidated Balance Sheets

(As of September 30, 2016)

(Thousands of yen)

Account Title	Amount	Account Title	Amount
(Assets)		(Liabilities)	
Current assets	13,250,291	Current liabilities	3,801,839
Cash and deposits	2,320,165	Notes and accounts payable - trade	1,472,572
Notes and accounts receivable - trade	4,256,386	Income taxes payable	543,503
Securities	5,084,178	Provision for bonuses	591,415
Merchandise and finished goods	772,993	Provision for directors' bonuses	49,000
Deferred tax assets	346,397	Other	1,145,347
Other	470,569	Non-current liabilities	668,063
Allowance for doubtful accounts	(400)	Net defined benefit liability	580,550
Non-current assets	20,103,487	Deferred tax liabilities	25,355
Property, plant and equipment	8,415,197	Other	62,156
Buildings and structures	2,200,083	Total liabilities	4,469,902
Vehicles	9,181	(Net assets)	
Tools, furniture and fixtures	603,547	Shareholders' equity	28,569,063
Land	5,602,385	Capital stock	4,158,000
Intangible assets	1,182,317	Capital surplus	4,603,500
Goodwill	154,192	Retained earnings	23,606,039
Software	435,948	Treasury stock	(3,798,476)
Software in progress	576,089	Accumulated other comprehensive income	226,196
Other	16,087	Valuation difference on available-for-sale securities	408,658
Investments and other assets	10,505,971	Deferred gains or losses on hedges	(21,334)
Investment securities	7,426,303	Foreign currency translation adjustments	(142,743)
Net defined benefit asset	400,825	Remeasurements of defined benefit plans	(18,383)
Long-term time deposits	1,900,000	Subscription rights to shares	88,616
Other	804,641	Total net assets	28,883,875
Allowance for doubtful accounts	(25,800)		
Total assets	33,353,778	Total liabilities and net assets	33,353,778

Note: Amounts are rounded down to the nearest thousand yen.

Consolidated Statements of Income

(From October 1, 2015 to September 30, 2016)

(Thousands of yen)

Account Title	Amount	
Net sales		21,679,760
Cost of sales		12,496,047
Gross profit		9,183,712
Selling, general and administrative expenses		7,867,418
Operating income		1,316,294
Non-operating income		
Interest income	40,193	
Dividend income	61,717	
Foreign exchange gain	87,521	
Other	28,191	217,623
Non-operating expenses		
Interest expenses	4,697	
Loss on sales of securities	6,000	
Share of loss of entities accounted for using equity method	119,770	
Commission for purchase of treasury stock	4,508	
Other	3,411	138,388
Ordinary income		1,395,529
Extraordinary income		
Gain on sales of non-current assets	90,139	
Gain on sales of investment securities	6,626	96,766
Extraordinary losses		
Loss on disposal of non-current assets	1,095	1,095
Income before income taxes		1,491,199
Income taxes - current	769,630	
Income taxes - deferred	(164,669)	604,960
Net income		886,239
Net income attributable to owners of parent		886,239

Note: Amounts are rounded down to the nearest thousand yen.

Consolidated Statements of Changes in Net Assets

(From October 1, 2015 to September 30, 2016)

(Thousands of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	4,158,000	4,603,500	24,628,519	(3,770,046)	29,619,973
Changes of items during the period					
Dividends of surplus			(762,564)		(762,564)
Net income attributable to owners of parent			886,239		886,239
Purchase of treasury stock				(1,174,589)	(1,174,589)
Disposal of treasury stock			(6,089)	6,094	5
Retirement of treasury shares			(1,140,064)	1,140,064	—
Net changes of items other than shareholders' equity					
Total changes of items during the period	—	—	(1,022,480)	(28,429)	(1,050,909)
Balance at the end of current period	4,158,000	4,603,500	23,606,039	(3,798,476)	28,569,063

	Accumulated other comprehensive income					Subscription rights to shares	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustments	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of current period	516,244	(13,356)	30,201	1,836	534,926	72,439	30,227,339
Changes of items during the period							
Dividends of surplus							(762,564)
Net income attributable to owners of parent							886,239
Purchase of treasury stock							(1,174,589)
Disposal of treasury stock							5
Retirement of treasury shares							—
Net changes of items other than shareholders' equity	(107,586)	(7,978)	(172,945)	(20,220)	(308,730)	16,176	(292,553)
Total changes of items during the period	(107,586)	(7,978)	(172,945)	(20,220)	(308,730)	16,176	(1,343,463)
Balance at the end of current period	408,658	(21,334)	(142,743)	(18,383)	226,196	88,616	28,883,875

Note: Amounts are rounded down to the nearest thousand yen.

Non-consolidated Balance Sheets

(As of September 30, 2016)

(Thousands of yen)

Account Title	Amount	Account Title	Amount
(Assets)		(Liabilities)	
Current assets	12,810,087	Current liabilities	3,683,307
Cash and deposits	1,950,037	Notes payable - trade	217,759
Notes receivable - trade	271,919	Accounts payable - trade	1,259,172
Accounts receivable - trade	3,914,628	Accounts payable - other	548,044
Securities	5,084,178	Income taxes payable	498,737
Merchandise	740,539	Advances received	264,456
Advance payments - trade	318,696	Provision for bonuses	590,000
Deferred tax assets	346,397	Provision for directors' bonuses	49,000
Other	184,089	Other	256,137
Allowance for doubtful accounts	(400)	Non-current liabilities	669,411
Non-current assets	20,894,169	Provision for retirement benefits	579,561
Property, plant and equipment	8,403,179	Deferred tax liabilities	33,469
Buildings	2,187,121	Other	56,380
Structures	12,962	Total liabilities	4,352,718
Vehicles	9,181	(Net assets)	
Tools, furniture and fixtures	591,528	Shareholders' equity	28,875,598
Land	5,602,385	Capital stock	4,158,000
Intangible assets	1,027,556	Capital surplus	4,603,500
Software	435,379	Legal capital surplus	4,603,500
Software in progress	576,089	Retained earnings	23,912,574
Other	16,087	Legal retained earnings	581,208
Investments and other assets	11,463,434	Other retained earnings	23,331,366
Investment securities	7,101,387	General reserve	22,000,000
Shares of subsidiaries and associates	452,169	Retained earnings brought forward	1,331,366
Investments in capital of subsidiaries and associates	807,593	Treasury stock	(3,798,476)
Long-term loans receivable	81,400	Valuation and translation adjustments	387,323
Insurance funds for directors	496,408	Valuation difference on available-for-sale securities	408,658
Prepaid pension cost	426,334	Deferred gains or losses on hedges	(21,334)
Long-term time deposits	1,900,000	Subscription rights to shares	88,616
Other	223,941	Total net assets	29,351,538
Allowance for doubtful accounts	(25,800)	Total liabilities and net assets	33,704,257
Total assets	33,704,257		

Note: Amounts are rounded down to the nearest thousand yen.

Non-consolidated Statements of Income

(From October 1, 2015 to September 30, 2016)

(Thousands of yen)

Account Title	Amount	
Net sales		21,402,334
Cost of sales		12,316,725
Gross profit		9,085,609
Selling, general and administrative expenses		7,604,788
Operating income		1,480,820
Non-operating income		
Interest income	11,773	
Interest on securities	28,157	
Dividend income	61,717	
Foreign exchange gain	114,375	
Other	27,395	243,419
Non-operating expenses		
Interest expenses	4,703	
Loss on sales of securities	6,000	
Commission for purchase of treasury stock	4,508	
Other	671	15,883
Ordinary income		1,708,356
Extraordinary income		
Gain on sales of non-current assets	90,139	
Gain on sales of investment securities	6,626	96,766
Extraordinary losses		
Loss on disposal of non-current assets	1,095	1,095
Income before income taxes		1,804,027
Income taxes - current	722,000	
Income taxes - deferred	(93,577)	628,422
Net income		1,175,604

Note: Amounts are rounded down to the nearest thousand yen.

Non-consolidated Statement of Changes in Net Assets

(From October 1, 2015 to September 30, 2016)

(Thousands of yen)

	Shareholders' equity							Total shareholders' equity
	Capital stock	Capital surplus		Retained earnings			Treasury stock	
		Legal capital surplus	Legal retained earnings	Other retained earnings		Total retained earnings		
				General reserve	Retained earnings brought forward			
Balance at the beginning of current period	4,158,000	4,603,500	581,208	22,000,000	2,064,481	24,645,689	(3,770,046)	29,637,143
Changes of items during the period								
Dividends of surplus					(762,564)	(762,564)		(762,564)
Net income					1,175,604	1,175,604		1,175,604
Purchase of treasury stock							(1,174,589)	(1,174,589)
Disposal of treasury stock					(6,089)	(6,089)	6,094	5
Retirement of treasury shares					(1,140,064)	(1,140,064)	1,140,064	—
Net changes of items other than shareholders' equity								
Total changes of items during the period	—	—	—	—	(733,114)	(733,114)	(28,429)	(761,544)
Balance at the end of current period	4,158,000	4,603,500	581,208	22,000,000	1,331,366	23,912,574	(3,798,476)	28,875,598

	Valuation and translation adjustments			Subscription rights to shares	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Total valuation and translation adjustments		
Balance at the beginning of current period	516,244	(13,356)	502,888	72,439	30,212,471
Changes of items during the period					
Dividends of surplus					(762,564)
Net income					1,175,604
Purchase of treasury stock					(1,174,589)
Disposal of treasury stock					5
Retirement of treasury shares					—
Net changes of items other than shareholders' equity	(107,586)	(7,978)	(115,564)	16,176	(99,388)
Total changes of items during the period	(107,586)	(7,978)	(115,564)	16,176	(860,932)
Balance at the end of current period	408,658	(21,334)	387,323	88,616	29,351,538

Note: Amounts are rounded down to the nearest thousand yen.

Reference Documents for the General Meeting of Shareholders

Proposal No. 1: Appropriation of Surplus

The Company regards the return of profits to shareholders as an important management priority, and intends to positively distribute dividends with due regard for the business environment, while setting a minimum dividend payout ratio to approximately 60% of net income attributable to owners of parent based on maintaining a sound financial structure.

Based on this policy, the Company proposes that the year-end dividend be 20 yen per share.

As to appropriation of other surplus in the current fiscal year, the Company will make a transfer from general reserve to retained earnings brought forward in order to enable a flexible execution of our capital policy in response to upcoming changes in the management environment.

Year-End Dividend

- (1) Type of dividend property
Cash
- (2) Appropriation of dividend property to shareholders and total amount
Payment of 20 yen per common share (Note)
Total amount of dividend: 494,207,240 yen
- (3) Effective date of distribution of surplus
December 21, 2016

(Note) Dividends for the fiscal year ended September 30, 2016

If this proposal is approved, combined with the interim dividend of 16 yen already disbursed, the total amount of the annual dividends for the fiscal year ended September 30, 2016 will be 36 yen per share.

Appropriation of Other Surplus

- (1) Item and amount of surplus to be increased
Retained earnings brought forward: 5,000,000,000 yen
- (2) Item and amount of surplus to be decreased
General reserve: 5,000,000,000 yen

Proposal No. 2: Election of Six Directors

Mr. Masaru Gomi, Shuuzo Totoki, Noriyuki Kato, Hideyuki Okazawa, Mitsuru Onodera and Nobuyoshi Akiyama will complete their term of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of six (6) Directors.

The candidates for Directors are as follows:

Candidate No.	Name (Date of Birth)	Career summary and positions and areas of responsibility in the Company [Significant concurrent positions]	Number of shares of the Company held
1	Masaru Gomi (October 4, 1955)	<p>April 1979 Joined the Company</p> <p>April 1998 General Manager, Communication Network System Department, Electronics Division of the Company</p> <p>October 2004 General Manager, Communication Network System Sales Department and Professional Service Department of the Company</p> <p>December 2004 Director of the Company</p> <p>November 2009 Senior Managing Director of the Company</p> <p>December 2009 Representative Senior Managing Director of the Company</p> <p>December 2010 President and CEO of the Company (current position)</p>	15,000 shares
2	Shuuzo Totoki (June 14, 1959)	<p>April 1982 Joined the Company</p> <p>January 2005 Manager, Corporate Planning Division of the Company</p> <p>April 2008 Executive Officer of the Company</p> <p>April 2009 General Manager, Accounting Division of the Company</p> <p>December 2010 Director of the Company</p> <p>April 2011 General Manager, Human Resources Division of the Company</p> <p>December 2013 Director, Executive VP, CFO of the Company (current position)</p> <p>(Responsibilities in the Company) Accounting Division, Human Resources Division, General Affairs Division, Operation Division and Risk Management</p>	10,000 shares
3	Noriyuki Kato (March 24, 1960)	<p>April 1983 Joined the Company</p> <p>January 2005 General Manager, Second Sales Department of the Company</p> <p>October 2006 Chief, Nagoya Sales Office of the Company</p> <p>April 2008 Executive Officer of the Company</p> <p>December 2010 Director, Senior VP of the Company (current position)</p> <p>(Responsibilities in the Company) Mechatronics Measurement Solutions, Sensor Solutions, Ocean Measurement Technology Division</p>	10,000 shares

Candidate No.	Name (Date of Birth)	Career summary and positions and areas of responsibility in the Company [Significant concurrent positions]	Number of shares of the Company held
4	Hideyuki Okazawa (May 5, 1956)	<p>April 1979 Joined the Company</p> <p>October 2001 General Manager, Engineering Division and Research and Development Division of the Company</p> <p>April 2008 Executive Officer of the Company</p> <p>December 2010 Director, Senior VP, CTO of the Company (current position)</p> <p>(Responsibilities in the Company) Engineering Division, Research and Development Division, Overseas Communications Division and Information Systems Division</p>	20,000 shares
5	Mitsuru Onodera (May 18, 1962)	<p>September 1991 Joined the Company</p> <p>January 2005 General Manager, the Second Sales Department, Information and Communications System Division of the Company</p> <p>January 2010 Executive Officer of the Company</p> <p>December 2014 Director, Senior VP (current position)</p> <p>(Responsibilities in the Company) Information, Communication and Computing Technologies and Software Solution</p>	12,000 shares
6	Nobuyoshi Akiyama (December 13, 1949)	<p>April 1996 Manager, Transport Switching System Laboratory, NTT Communication Switching Laboratories, Nippon Telegraph and Telephone Corporation</p> <p>June 2004 Director of NTT Advanced Technology Corporation</p> <p>June 2009 President and Representative Director of NTT-AT SYSTEMS Corporation</p> <p>June 2012 President and Representative Director of NTT-AT Techno Communications Corporation</p> <p>June 2014 Senior Corporate Advisor of NTT-AT Techno Communications Corporation</p> <p>December 2014 Director of the Company (current position)</p>	0 shares

- Notes: 1. No conflict of interest exists between the Company and the above candidates for Directors.
2. Mr. Nobuyoshi Akiyama is a candidate for Outside Director.
3. Mr. Nobuyoshi Akiyama is a candidate for independent Director pursuant to the rules of Tokyo Stock Exchange.
4. The Company proposes the election of Mr. Nobuyoshi Akiyama as Outside Director, as the Company expects him to give advice to overall management of the Company through his extensive experience and profound insight cultivated during his tenure at management positions.
5. Mr. Nobuyoshi Akiyama will have held the position of Outside Director for two (2) years at the closing of this General Meeting of Shareholders.
6. If this proposal is approved, the number of the Company's Directors will be eight (8) (of which two (2) are Outside Directors).

Proposal No. 3: Election of One Corporate Auditor

Mr. Yutaka Izuha will complete his term of office at the closing of this General Meeting of Shareholders. Consequently, the Company proposes the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has already approved this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of Birth)	Career summary and positions in the Company [Significant concurrent positions]	Number of shares of the Company held
Kazuhiko Nozaki (January 17, 1955)	November 2002 Senior Manager, Internal Auditing Division of MITSUI & CO., LTD	0 shares
	November 2004 General Manager, Management Department, Planning & Administrative Division, Lifestyle Business Unit of MITSUI & CO., LTD	
	June 2009 Representative Director of SUMISHO & MITSUIBUSSAN KENZAI Co., Ltd.	
	June 2013 Audit & Supervisory Board Member of World Hi- Vision Channel, Inc.	
	June 2015 Outside Director of COCO'S JAPAN CO., LTD. (current position)	
	[Significant concurrent positions] Outside Director of COCO'S JAPAN CO., LTD.	

Notes: 1. No conflict of interest exists between the Company and the above candidate for Corporate Auditor.

2. Mr. Kazuhiko Nozaki is a candidate for Outside Corporate Auditor.

3. Mr. Kazuhiko Nozaki is a candidate for independent Corporate Auditor pursuant to the rules of Tokyo Stock Exchange.

4. The Company proposes the election of Mr. Kazuhiko Nozaki as Outside Corporate Auditor, as the Company believes that his extensive experience and profound insight cultivated through his management positions will strengthen the Company's auditing.

5. If this proposal is approved, the number of the Company's Corporate Auditors will be three (3) (all of which are Outside Corporate Auditors).

Proposal No. 4: Election of One Substitute Corporate Auditor

To prepare for a contingency in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company proposes the election of one (1) Substitute Corporate Auditor.

The Board of Corporate Auditors has already approved this proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of Birth)	Career summary [Significant concurrent positions]	Number of shares of the Company held
Shigeo Yamazaki (October 13, 1951)	October 2002 Deputy Head, Corporate Auditor's Office of Japan Airlines Co., Ltd. April 2006 Branch Manager, Asahikawa Branch of Japan Airlines Corporation (currently Japan Airlines Co., Ltd.) July 2008 General Manager for Corporate Auditors of Japan Airlines International Co., Ltd. (currently Japan Airlines Co., Ltd.) September 2010 Joined the Company Head, Corporate Auditor's Office of the Company	0 shares

Note: No conflict of interest exists between the Company and the above candidate for Substitute Corporate Auditor.

Voting Rights Exercise Form

TOYO Corporation

The undersigned shareholder of TOYO Corporation hereby appoints _____
as the nominee of the undersigned to attend and act for the undersigned at the meeting of shareholders of the Corporation to be held on December 20th, 2016 in Tokyo and at any adjournment of that meeting in the same manner and with the same power, including with respect to voting, as if the undersigned were present in person.

(Optional) The undersigned has instructed his/her nominee to exercise his/her voting rights as follows:

Resolution 1)	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree
Resolution 2)	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree
Resolution 3)	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree
Resolution 4)	<input type="checkbox"/> Agree	<input type="checkbox"/> Disagree

Dated: _____

Signature of shareholder: _____

Name of shareholder in print: _____

Number of shares: _____

Disclaimer

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