

Note: This document has been translated from a part of 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.

(Securities Code 6210)  
June 8, 2016

**To Shareholders with Voting Rights:**

Kazunori Sogame  
President and Director  
Toyo Machinery & Metal Co., Ltd.  
523-1 Aza Nishinoyama, Fukusato,  
Futami-cho, Akashi-shi, Hyogo, JAPAN

**NOTICE OF  
THE 142ND ANNUAL GENERAL MEETING OF SHAREHOLDERS**

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

You are cordially invited to attend the 142nd Annual General Meeting of Shareholders of Toyo Machinery & Metal Co., Ltd. (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Should you exercise your voting rights in writing, please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form, and return it so that it can be received by us by 4:30 p.m. on Wednesday, June 22, 2016, Japan time.

**1. Date and Time:** Thursday, June 23, 2016 at 10:00 a.m. Japan time

**2. Place:** Lecture room, 4th floor of Akashi Industrial Exchange Center  
1-4-7 Yurinokidori, Okubo-cho, Akashi-shi, Hyogo, Japan

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company's 142nd Fiscal Year (April 1, 2015 - March 31, 2016)
  2. Results of audits of the Consolidated Financial Statements for the Company's 142nd Fiscal Year (April 1, 2015 - March 31, 2016) by the Accounting Auditor and the Board of Corporate Auditors

**Proposals to be resolved:**

- Proposal 1:** Election of 7 Directors  
**Proposal 2:** Election of 2 Substitute Corporate Auditors  
**Proposal 3:** Election of Accounting Auditor

**4. Other Matters related to this Notice of the Meeting**

Of the documents required to be provided with this notice, the "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements" have been posted on the Company's website (<http://www.toyo-mm.co.jp/fia/data.html>) in accordance with laws and regulations and the Company's Articles of Incorporation from this fiscal year, and are therefore not included in the documents attached to this notice.

The audits by Corporate Auditors and the Accounting Auditor include items contained in the "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements," aside from the documents attached to this notice.

- \* If you are attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception. To conserve resources, please bring this notice with you. The meeting will be held in light attire (“Cool Biz”).
- \* Please note that any amendments to the matters to be disclosed in the Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements and Reference Documents for the Annual General Meeting of Shareholders will be posted on the Company’s website (<http://www.toyo-mm.co.jp/fia/data.html>).

## Reference Documents for the General Meeting of Shareholders

### Proposals and References

#### Proposal 1: Election of 7 Directors

The current terms of office of all 7 Directors are to expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 7 Directors is proposed.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	Kazunori Sogame (March 27, 1960)	<p>April 1982      Joined the Company</p> <p>April 2005      General Manager of Kita-kanto Branch</p> <p>April 2008      General Manager of East Asia Department</p> <p>April 2009      General Manager of Overseas Sales Division and General Manager of East Asia Department</p> <p>January 2010    Executive Officer, General Manager of Sales Division and General Manager of East Asia Department</p> <p>June 2011      Director, General Manager of Sales Division and General Manager of Business Strategy Division</p> <p>May 2012      Director, General Manager of Sales Division and General Manager of Business Strategy Division and General Manager of Sales Planning Department</p> <p>April 2014      Director, General Manager of Sales Division and General Manager of Business Strategy Division</p> <p>May 2014      Director, General Manager of Sales Division</p> <p>June 2014      President and Representative Director (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Kazunori Sogame has led overall management of the Group as Representative Director, and has appropriately conducted supervision of management and decision-making of important matters based on a wealth of experience and ample knowledge. As the Company has judged that he will continue to be the optimal person toward realizing improvement in corporate value as Representative Director, his election as Director is proposed.</p>	18,800
2	Mitsuru Sano (August 4, 1959)	<p>April 1982      Joined the Company</p> <p>October 2004    General Manager of Manufacturing Department</p> <p>October 2008    General Manager of Manufacturing &amp; Procurement Division and General Manager of Manufacturing Department</p> <p>April 2009      Executive Officer, General Manager of Manufacturing &amp; Procurement Division and General Manager of Manufacturing Department</p> <p>March 2010     Executive Officer, General Manager of Production Administrative Division</p> <p>June 2011      Director, General Manager of Production Administrative Division</p> <p>June 2014      Managing Director, General Manager of Production Administrative Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Mitsuru Sano has been involved in factory operations for many years, and has worked to establish the production system. Additionally, he has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that will contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	27,900

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Kiyoshi Kunimatsu (February 15, 1960)	<p>April 1983      Joined the Company  April 2009      General Manager of PLASTAR Design Department  August 2009    General Manager of Procurement Department  March 2010     General Manager of Manufacturing &amp; Procurement Division  June 2010      Executive Officer, General Manager of Manufacturing &amp; Procurement Division  June 2011      Director, General Manager of Manufacturing &amp; Procurement Division and General Manager of Global Procurement Office  May 2014      Director, General Manager of Manufacturing &amp; Procurement Division (current position)</p> <p>[Reasons for nomination as a candidate for Director]  Mr. Kiyoshi Kunimatsu has worked to improve productivity and reduce costs as the leader of the manufacturing &amp; procurement division. He has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that will contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	9,300
4	Kazumi Sunamoto (September 9, 1957)	<p>April 1981      Joined Hitachi, Ltd.  April 2003      General Manager of General Affairs Department, Hanshin Electric, Co., Ltd. (currently Hitachi Automotive Systems Hanshin, Ltd.)  April 2011      General Manager of General Affairs Department of the Company  June 2011      Executive Officer, General Manager of General Affairs Department  June 2013      Director, General Manager of Administrative Division and General Manager of General Affairs Department  April 2016      Director, General Manager of Administrative Division (current position)</p> <p>[Reasons for nomination as a candidate for Director]  Mr. Kazumi Sunamoto has led the administrative division and worked to strengthen corporate governance. He has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that will contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	9,300
5	Katsumi Mori (June 20, 1960)	<p>April 1983      Joined the Company  October 2008    General Manager of PLASTAR Sales Engineering Department  August 2009    General Manager of Development Technology Department and General Manager of PLASTAR Design Department  June 2010      Executive Officer, General Manager of Development Technology Division  April 2013      Executive Officer, General Manager of Development Technology Division and General Manager of PLASTAR Design Department I and General Manager of Technology Management Department  February 2014   Executive Officer, General Manager of Technology Division  June 2014      Director, General Manager of Technology Division  April 2015      Director, General Manager of PLASTAR Technology Division (current position)</p> <p>[Reasons for nomination as a candidate for Director]  Mr. Katsumi Mori has worked in product and technology development operations and technological support for customers as the leader of the technology division for many years. He has been engaged in supervision of management and determination of important matters based on a wealth of experience and advanced insight. As the Company has judged that he is a person that will contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	10,500

No.	Name (Date of birth)	Career summary, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
6	Yoshiaki Tabata (October 30, 1961)	<p>April 1985      Joined the Company</p> <p>April 2002      General Manager of China Department of Overseas Sales Division</p> <p>October 2003    General Manager of Asia Department of Overseas Sales Division</p> <p>June 2011       Executive Officer, Deputy General Manager of Sales Division and General Manager of South Asia Sales Department and General Manager of Europe &amp; U.S. Sales Department</p> <p>January 2013    Executive Officer, Deputy General Manager of Sales Division</p> <p>June 2014       Director, General Manager of Overseas Sales Division</p> <p>January 2015    Director, General Manager of Sales Administrative Division and General Manager of Overseas Sales Division (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Yoshiaki Tabata has contributed to sales expansion as the leader of the sales division for many years. He has been engaged in supervision of management and determination of important matters based on a wealth of overseas experience and advanced insight. As the Company has judged that he is a person that will contribute to improving corporate value by drawing on these experiences and insight, his re-election as Director is proposed.</p>	10,800
7	Masaki Aoyama (September 29, 1953)	<p>April 1976        Joined The Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>October 1999     General Manager, Otsu Branch</p> <p>July 2001        General Manager of Loan Department, The Chuo Mitsui Trust and Banking Company, Limited (currently Sumitomo Mitsui Trust Bank, Limited)</p> <p>April 2004        Head of Finance Group, Sanyo Chemical Industries, Ltd.</p> <p>September 2005 General Manager of Casualty Insurance Department of Osaka Branch, Sanshin Shinko Co., Ltd.</p> <p>June 2007        Director and General Manager of Osaka Branch</p> <p>October 2012    Director and Executive Officer, Sansen Trust Insurance Service Co., Ltd.</p> <p>June 2015        Director of the Company (current position)</p> <p>[Reasons for nomination as a candidate for Director] Mr. Masaki Aoyama has actively made statements and recommendations in the Board of Directors drawing on his wealth of knowledge and experience, etc., fostered through his career at financial institutions, etc. As the Company has judged that it is optimal for him to continue to supervise management, his re-election as Outside Director is proposed. He will have been an Outside Director for 1 year at the conclusion of this Annual General Meeting of Shareholders.</p>	0

(Notes)

1. There are no special interests between each candidate and the Company.
2. Mr. Masaki Aoyama is a candidate for Outside Director and the Company has reported him to the Tokyo Stock Exchange as Independent Director/Auditor.
3. The Company has entered into an agreement with Mr. Masaki Aoyama, a candidate for Outside Director, to limit his liabilities for damages under Article 423, Paragraph 1 of the Companies Act to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act. If the reelection of Mr. Masaki Aoyama is approved, the Company plans to continue the aforementioned liability limitation agreement with him.

**Proposal 2:** Election of 2 Substitute Corporate Auditors

To prepare for cases where the number of Corporate Auditors falls below statutory requirements, the election of 2 Substitute Corporate Auditors is proposed. Of the candidates for Substitute Corporate Auditors, Mr. Hiroshi Kamei is proposed to be nominated as a candidate for Corporate Auditor who will substitute for Corporate Auditors other than Outside Corporate Auditors, and Mr. Mitsuhiro Okamoto is proposed to be nominated as a candidate for Outside Corporate Auditor who will substitute for Outside Corporate Auditors. The Board of Corporate Auditors has previously given its consent to this proposal.

The candidates for Corporate Auditor are as follows.

No.	Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
1 *	Hiroshi Kamei (February 2, 1958)	April 1980      Joined the Company April 2005      General Manager of Intellectual Property Department (current position) [Reasons for nomination as candidate for Substitute Corporate Auditor] Mr. Hiroshi Kamei has been engaged in intellectual property operations of the Company for many years. The Company has judged that he can appropriately perform audit operations by drawing on his wealth of legal knowledge and experience, etc., fostered through his operations in the field of intellectual property.	1,000
2	Mitsuhiro Okamoto (October 27, 1967)	October 1993    Joined Asahi & Co. (currently KPMG AZSA LLC) April 1998      Registered as certified public accountant September 2008    Joined Nagisa & co. March 2010      Joined Shingetsu Limited Liability Company (current position) [Reasons for nomination as candidate for Substitute Corporate Auditor] Mr. Mitsuhiro Okamoto has been nominated as a candidate for Substitute Corporate Auditor to draw on his specialized knowledge and experience, etc., as a certified public accountant in the audit system of the Company. As he has operational experience in the aforementioned areas, the Company has judged that he can appropriately perform the duties of Outside Corporate Auditor.	0

(Notes)

1. \* indicates a new candidate for Substitute Corporate Auditor.
2. There are no special interests between each candidate and the Company.
3. Candidate for Substitute Corporate Auditor Mitsuhiro Okamoto is a candidate for Substitute Outside Corporate Auditor.
4. If Mr. Mitsuhiro Okamoto assumes the position as Corporate Auditor, the Company will report him to the Tokyo Stock Exchange as Independent Director/Auditor.
5. If Messrs. Hiroshi Kamei and Mitsuhiro Okamoto assume the positions as Corporate Auditors, the Company plans to enter into agreements with them to limit their liabilities as Corporate Auditor to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.

**Proposal 3: Election of Accounting Auditor**

Ernst & Young ShinNihon LLC is to retire as the Company's Accounting Auditor at the conclusion of this General Meeting of Shareholders. Accordingly, the election of Grant Thornton Taiyo LLC as a new Accounting Auditor is proposed, based on a resolution by the Board of Corporate Auditors.

The Company's Board of Corporate Auditors selected Grant Thornton Taiyo LLC as the candidate for Accounting Auditor because Grant Thornton Taiyo LLC has been judged to have the professional expertise, independence and appropriateness required for the Company's Accounting Auditor; and that it has a system in operation for ensuring the appropriate and adequate performance of accounting audits of the Company.

The candidate for Accounting Auditor is as follows:

Name	Grant Thornton Taiyo LLC
Office	Main office: Akasaka Oji Bldg., 8-1-22, Akasaka, Minato-ku, Tokyo
Corporate History	September 1971 Taiyo Audit Corporation established January 2006 Merged with ASG Audit Corporation to form Taiyo ASG LLC July 2012 Merged with Eisho Audit Corporation October 2013 Merged with Kasumigaseki Audit Corporation October 2014 Renamed Grant Thornton Taiyo LLC
Overview	Capital ¥300 million Number of Organization Members: Senior partners/Partners 53 persons Specified partners 2 persons Certified public accountants (CPAs) 183 persons Junior CPAs/CPA exam qualifiers 80 persons Other professionals 24 persons Administrative staff 44 persons Total 386 persons Number of auditee companies 501 companies

(As of March 31, 2016)