

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, 2017

**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 143RD 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 143rd 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 Thursday, June 22, 2017, Japan time.

- 1. Date and Time:** Friday, June 23, 2017 at 10:00 a.m. Japan time
- 2. Venue:** Banquet Hall “Shofuku” on the 3rd floor of Hotel Castle Plaza  
2-2 Matsunouchi, Akashi-shi, Hyogo, Japan

<b>Change of Venue</b>	Please note that the venue for the meeting this year has been changed from the previous year. Please refer to the guide map for the Annual General Meeting of Shareholders (Japanese version only) attached to this notice.
------------------------	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

**3. Meeting Agenda:**

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the Company’s 143rd Fiscal Year (April 1, 2016 - March 31, 2017)
  2. Results of audits of the Consolidated Financial Statements for the Company’s 143rd Fiscal Year (April 1, 2016 - March 31, 2017) by the Accounting Auditor and the Board of Corporate Auditors

**Proposals to be resolved:**

- Proposal 1:** Election of 8 Directors  
**Proposal 2:** Election of 1 Corporate Auditor  
**Proposal 3:** Election of 2 Substitute Corporate Auditors  
**Proposal 4:** Revision of Amount of Compensation to Directors

**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, 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 8 Directors

The current terms of office of all 7 Directors are to expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, adding 1 Outside Director to strengthen corporate governance and thus including 2 Outside Directors, the election of 8 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>	21,600
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>	30,000

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>	11,500
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>	12,300
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>	11,000

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>	11,200
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 Outside 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 2 years at the conclusion of this Annual General Meeting of Shareholders.</p>	0
8 *	Ken Ichihashi (September 6, 1950)	<p>April 1975       Joined Hitachi Metals, Ltd.</p> <p>June 1998       General Manager, Technology Department, Yasugi Works</p> <p>May 2003        General Manager, Yasugi Works</p> <p>April 2005       Operating Officer and President, Specialty Steel Company</p> <p>April 2007       Managing Operating Officer and President, Specialty Steel Company</p> <p>April 2009       Director, Vice President, Hitachi Metals Admet, Ltd. (currently Hitachi Metals Trading, Ltd.)</p> <p>June 2009       President, Chief Executive Officer</p> <p>June 2014       Retired from President, Chief Executive Officer</p> <p>[Reasons for nomination as a candidate for Outside Director] Mr. Ken Ichihashi has a wealth of experience in craftsmanship at a manufacturing company and experience as President of a sales company. As the Company has judged that he can play an important role in the supervision of management and decision-making in critical matters, etc., his election as Outside Director is proposed.</p>	0

(Notes)

1. A new candidate for Director is marked with \*.
2. There are no special interests between each candidate and the Company.
3. Mr. Masaki Aoyama is a candidate for Outside Director and the Company has reported him to the Tokyo Stock Exchange as an Independent Director.
4. Mr. Ken Ichihashi is a candidate for Outside Director, and if he is elected as proposed, the Company plans to report him to the Tokyo Stock Exchange as an Independent Director. Although Hitachi Metals Admet, Ltd. (currently the Hitachi Metals Trading, Ltd.), where he previously served, holds the Company as a transaction partner, as three years have passed since he retired from his position as President, Chief Executive Officer of Hitachi Metals Admet Ltd. on June 21, 2014, the Company has judged that his past career will not influence his independence as an Outside Director.
5. 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. Further, if Mr. Ken Ichihashi, a candidate for Outside Director, is elected as an Outside Director, the Company plans to enter into an identical liability limitation agreement with him.

[Criteria for judgment of independence]

The Company has established the Standards for Selecting Independent Outside Directors and Corporate Auditors to ensure independence of Outside Directors and Outside Corporate Auditors.

1. A candidate is not and has never been involved in business execution of the Company and its Group companies.
2. A candidate is neither a major shareholder of the Company with 10% or more of the total voting rights, nor its important executive (Director, Executive, and Executive Officer).
3. A candidate is not an important executive of the Company's major trading partner (amount of consideration paid or received during transactions with the Company exceeding 2% of consolidated net sales in the most recent business year).
4. A Candidate is not an important executive of the Company's main financial institution (from which the Company is borrowing the amount exceeding 2% of its consolidated net assets in the past three years).
5. A candidate is neither an individual nor an important executive of a corporation that has received a large sum of compensation or contribution (an annual sum of ¥10 million or more, or a sum exceeding 2% of consolidated assets annually in the most recent business year) from the Company in forms other than executive compensation.
6. A candidate is not a relative (within the third degree of kinship) of an executive of the Company or its Group companies.

**Proposal 2:** Election of 1 Corporate Auditor

The current term of office of Corporate Auditor Mr. Hiroaki Masuda is to expire at the conclusion of this Annual General Meeting of Shareholders. Accordingly, the election of 1 Corporate Auditor is proposed.

The Board of Corporate Auditors has previously given its consent to this proposal.

The candidate for Corporate Auditor is as follows.

Name (Date of birth)	Career summary, positions and significant concurrent positions	Number of shares of the Company held
Takayuki Fujimoto (June 17, 1957)	April 1981      Joined the Company October 2007    General Manager of Quality Assurance Department November 2010   General Manager of Procurement Division October 2013    Deputy General Manager of Quality Assurance Division August 2014     General Manager of Quality Assurance Division June 2015       Executive Officer, General Manager of Quality Assurance Division and General Manager of Export Management Division (current position)	3,200
	[Reasons for nomination as candidate for Corporate Auditor] Mr. Takayuki Fujimoto has been engaged in duties related to quality assurance for the Company for many years, and the Company has judged that he can appropriately perform the duties of Corporate Auditor by making most of his experience and insight acquired through his work for the Company.	

(Notes)

1. Mr. Takayuki Fujimoto is a new candidate for Corporate Auditor.
2. There are no special interests between the candidate and the Company.
3. If Mr. Takayuki Fujimoto is elected as a Corporate Auditor, the Company plans to enter into agreement with him to limit his liability as Corporate Auditor to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.

**Proposal 3: 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. Keisuke Hara 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 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 *	Keisuke Hara (March 11, 1955)	April 1981      Joined the Company April 2005      General Manager of Electricity and Software, Design Administrative Department October 2008    Chief Engineer of Overseas Quality Assurance Support Department April 2009      General Manager of Audit Office April 2016      Member of Audit Office (current position) [Reasons for nomination as candidate for Substitute Corporate Auditor] Mr. Keisuke Hara has experience as General Manager of the Audit Office for seven years, and continues to participate in audit-related operations. The Company has judged that he can appropriately perform the duties of Corporate Auditor based on his wealth of knowledge and experience in this area.	2,200
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 Outside 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 Outside Corporate Auditor.
4. If Messrs. Keisuke Hara and Mitsuhiro Okamoto assume the positions as Corporate Auditors, the Company plans to enter into agreements with them to limit their liabilities as Corporate Auditors to the minimum liability amount prescribed in Article 425, Paragraph 1 of the Companies Act.



**Proposal 4:** Revision of Amount of Compensation to Directors

The maximum total amount of compensation to Directors of the Company was approved by a resolution of the 134th Annual General Meeting of Shareholders held on June 23, 2008 to be within ¥150 million annually, and has not been changed to the present. However, taking into consideration various factors, such as the increase in the number of Outside Directors and payment of performance-linked bonuses to strengthen corporate governance, a revision of the maximum amount of compensation to Directors to be within ¥200 million annually (of which, ¥20 million annually for Outside Directors) is proposed.

If Proposal 1 (Election of 8 Directors) is approved as originally proposed, the number of Directors will increase to 8 (including 2 Outside Directors).

Additionally, compensation amount for such Directors will not include, as before, their employee-portion salaries and bonuses.