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Securities Code: 2875  
June 5, 2015

To Shareholders:

Masanari Imamura  
Representative Director and President  
**Toyo Suisan Kaisha, Ltd.**  
13-40, Konan 2-chome, Minato-ku, Tokyo

## Convocation Notice of the 67th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 67th ordinary general meeting of shareholders of Toyo Suisan Kaisha, Ltd. (the "Company"). The meeting will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights in writing. In order to do so, please refer to the following Reference Documents for General Meeting of Shareholders and indicate your approval or disapproval for the items on the agenda using the enclosed Voting Form, and return it so that it will be received by 5:30 p.m. on Thursday, June 25, 2015.**

1. **Date and Time** 10:00 a.m., Friday, June 26, 2015  
(The reception desk will open at 9:00 a.m.)
2. **Venue** New Pier TAKESHIBA North Tower  
1st Floor, New Pier Hall  
11-1, Kaigan 1-chome, Minato-ku, Tokyo  
(Please note that the venue above is changed from that of the last Meeting.)
3. **Meeting Agenda**
  - Matters to be reported:**
    1. Business Report and Consolidated Financial Statements for the 67th Fiscal Term (from April 1, 2014 to March 31, 2015), and Audit Reports on Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
    2. Non-Consolidated Financial Statements for the 67th Fiscal Term (from April 1, 2014 to March 31, 2015)
  - Matters to be resolved:**
    - Agenda item 1** Appropriation of Surplus
    - Agenda item 2** Partial Amendments to the Articles of Incorporation
    - Agenda item 3** Election of Fifteen (15) Directors
    - Agenda item 4** Election of Three (3) Corporate Auditors
    - Agenda item 5** Election of One (1) Substitute Corporate Auditor
    - Agenda item 6** Provision of Bonuses to Directors

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For those attending, please present the enclosed Voting Form at the reception desk on arrival at the meeting.

Whenever amendments occur to the Reference Documents for General Meeting of Shareholders, the Business Report, the Non-Consolidated Financial Statements and the Consolidated Financial Statements, they will be published on the Company's Web site (<http://www.maruchan.co.jp/>).

## Reference Documents for General Meeting of Shareholders

### Agenda and reference information

#### Agenda item 1 Appropriation of Surplus

The Company proposes to appropriate surplus as follows.

##### Matters related to year-end dividend

Based on its basic policy to make reserves aimed at enhancing its corporate structure and for its future business development, while maintaining stable dividend payments, the Company proposes to set the year-end dividends for the 67th fiscal term as follows.

(1) Type of dividend property

Cash payment

(2) Matters related to the allocation of dividend property to shareholders and total amount thereof

The Company proposes to distribute a dividend of 25 yen per common share of the Company.

In this case, the total dividends shall be 2,554,485,225 yen.

Consequently, the annual dividend for the fiscal year under review including the interim dividend (25 yen per share) would be 50 yen per share.

(3) Effective date of the dividends of surplus

June 29, 2015

## Agenda item 2 Partial Amendments to the Articles of Incorporation

### 1. Reasons for the proposal

- (1) In view of the penetration of the Internet in society, the Company proposes to add a new provision so that the disclosure of reference documents for general meeting of shareholders, etc. via the Internet in accordance with the applicable Ordinance of the Ministry of Justice may be deemed to have been provided to shareholders. The numbering of the current Article 15 and each subsequent Article will be changed accordingly.
- (2) The Act for Partial Amendment of the Companies Act (Act No. 90 of 2014) came into effect on May 1, 2015, extending those with whom the Company may enter into agreements for limitation of liability to include Directors who are not executive directors, etc. and Corporate Auditors who are not Outside Corporate Auditors. To allow such Directors and Corporate Auditors to play their expected roles sufficiently, the Company proposes to amend Articles 26 and 35 of the current Articles of Incorporation.

All the Corporate Auditors have consented to the amendment to Article 26 of the current Articles of Incorporation.

### 2. Details of amendments

The details of the proposed amendments to the Articles of Incorporation are as follows.

(Underlined parts are amended.)

| Current Articles of Incorporation                  | Proposed Amendments   |
|--|---|
| Article 1. to Article 14. (Omitted)<br><br>(New)   | Article 1. to Article 14. (Unchanged)<br><br><u>(Disclosure of Reference Documents for General Meeting of Shareholders, etc. via the Internet and Deemed Provision Thereof)</u><br><u>Article 15. Upon convening a general meeting of shareholders, if the Company discloses information relating to the matters that should be stated or indicated in reference documents for general meeting of shareholders, business report, non-consolidated financial statements, and consolidated financial statements by a method utilizing the Internet in accordance with the applicable Ordinance of the Ministry of Justice, the Company may deem that it has provided its shareholders with the information.</u> |
| Article <u>15.</u> to Article <u>25.</u> (Omitted) | Article <u>16.</u> to Article <u>26.</u> (Unchanged)  |

| Current Articles of Incorporation   | Proposed Amendments  |
|---|--|
| <p><u>(Contracts for Limitation of Liability with Outside Directors)</u> <sup>(Note)</sup><br/> Article <u>26</u>. The Company may, <u>in accordance with the stipulation in Article 427, Paragraph 1 of the Companies Act, enter into contracts with Outside Directors to the effect that the liability of the Outside Directors, under Article 423, Paragraph 1 of the Companies Act, shall be limited to the minimum liability amount set by law.</u> <sup>(Note)</sup></p>                            | <p><u>(Agreements for Limitation of Liability with Directors)</u> <sup>(Note)</sup><br/> Article <u>27</u>. The Company may, <u>pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Directors (excluding Directors who are executive directors, etc.) to limit the liability for damages under Article 423, Paragraph 1 of the same Act; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations.</u> <sup>(Note)</sup></p> |
| <p>Article <u>27</u>. to Article <u>34</u>. (Omitted)</p>   | <p>Article <u>28</u>. to Article <u>35</u>. (Unchanged)</p>  |
| <p><u>(Contracts for Limitation of Liability with Outside Corporate Auditors)</u> <sup>(Note)</sup><br/> Article <u>35</u>. The Company may, <u>in accordance with the stipulation in Article 427, Paragraph 1 of the Companies Act, enter into contracts with Outside Corporate Auditors to the effect that the liability of the Outside Corporate Auditors, under Article 423, Paragraph 1 of the Companies Act, shall be limited to the minimum liability amount set by law.</u> <sup>(Note)</sup></p> | <p><u>(Agreements for Limitation of Liability with Corporate Auditors)</u> <sup>(Note)</sup><br/> Article <u>36</u>. The Company may, <u>pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, enter into agreements with Corporate Auditors to limit the liability for damages under Article 423, Paragraph 1 of the same Act; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations.</u> <sup>(Note)</sup></p>                                       |
| <p>Article <u>36</u>. to Article <u>37</u>. (Omitted)</p>   | <p>Article <u>37</u>. to Article <u>38</u>. (Unchanged)</p>  |

(Note) As a result of our review of the English translation, the English wording in some parts of the proposed amendments is different from that in the current Articles of Incorporation, even in cases where the Japanese content has not been changed.

### Agenda item 3 Election of Fifteen (15) Directors

The terms of office of all fourteen (14) Directors expire at the conclusion of this Ordinary General Meeting of Shareholders. Therefore, the Company requests the election of fifteen (15) Directors.

The candidates for Directors are as follows:

| Candidate No. | Name<br>(Date of birth)                    | Career summary, and position and responsibility at the Company<br>(Significant concurrent positions outside the Company)  | Number of the Company's shares owned |
|---------------|--|---|--------------------------------------|
| 1             | Tadasu Tsutsumi<br>(January 25, 1945)      | April 1968 Joined the Company<br>June 1989 Director<br>June 1993 Managing Director<br>April 1999 Representative Senior Managing Director<br>June 2003 Representative Director and President<br>June 2012 Representative Director and Chairman (incumbent)   | 39,065 shares                        |
| 2             | Masanari Imamura<br>(July 19, 1957)        | April 1981 Joined the Company<br>June 2011 Director<br>June 2012 Managing Director<br>June 2013 Senior Managing Director<br>June 2014 Representative Director and President (incumbent)   | 8,797 shares                         |
| 3             | Kazuo Yamamoto<br>(February 28, 1950)      | April 1968 Joined the Company<br>June 2011 Director<br>June 2013 Managing Director (incumbent)<br>June 2014 Director of Hachinohe Toyo Co., Ltd. (incumbent)  | 5,634 shares                         |
| 4             | Hiroyuki Minami<br>(July 17, 1950)         | April 1975 Joined the Company<br>June 2003 Director<br>June 2013 Managing Director (incumbent)  | 16,120 shares                        |
| 5             | Noritaka Sumimoto<br>(February 7, 1966)    | April 1988 Joined the Company<br>June 2011 Director<br>April 2012 Director of Maruchan de Mexico, S.A. de C.V. (incumbent)<br>June 2014 Managing Director of the Company (incumbent)<br>June 2014 Representative Director and President of Maruchan, Inc. (incumbent)<br>June 2014 Representative Director and President of Maruchan Virginia, Inc. (incumbent) | 10,922 shares                        |
| 6             | Hitoshi Oki<br>(September 3, 1959)         | April 1983 Joined the Company<br>March 2009 Manager of Osaka Office of Kansai Business Department<br>February 2011 Manager of Tokyo Office<br>June 2012 Director (incumbent)  | 3,000 shares                         |
| 7             | Katsuhiko Ishiguro<br>(September 10, 1959) | April 1982 Joined the Company<br>February 2011 Manager of Osaka Office of Kansai Business Department<br>June 2013 General Manager of Kansai Business Department<br>June 2014 Director (incumbent)   | 5,077 shares                         |

| Candidate No. | Name<br>(Date of birth)                   | Career summary, and position and responsibility at the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---------------|---|--|--------------------------------------|
| 8             | Tsutomu Toyoda<br>(January 11, 1957)      | April 1979 Joined the Company<br>June 2007 Director of Kofu Toyo Co., Ltd.<br>June 2008 Managing Director<br>June 2009 Representative Director and President (incumbent)<br>June 2012 Director of the Company (incumbent)  | 13,200 shares                        |
| 9             | Rieko Makiya<br>(April 27, 1961)          | April 1985 Joined the Company<br>April 2011 Deputy Head of General Research Institute<br>June 2013 Director (incumbent)<br>June 2013 Head of General Research Institute (incumbent)  | 4,281 shares                         |
| 10            | Kiyoshi Takahashi<br>(July 6, 1955)       | April 1978 Joined the Company<br>June 2013 Executive Manager of Frozen and Refrigerated Foods Division<br>April 2014 General Manager of Hokkaido Business Department (incumbent)<br>June 2014 Director (incumbent)   | 6,393 shares                         |
| 11            | Tadashi Sumi<br>(December 21, 1962)       | April 1987 Joined the Company<br>March 2010 General Manager of Publicity & Advertising Division (incumbent)<br>June 2014 Director (incumbent)  | 1,928 shares                         |
| 12*           | Hiroshige Tsubaki<br>(September 18, 1959) | April 1982 Joined the Company<br>July 2013 General Manager of Accounting Department<br>May 2014 General Manager of Corporate Planning Department (incumbent)<br>June 2014 Corporate Auditor of Fukushima Foods Co., Ltd. (incumbent)<br>June 2014 Corporate Auditor of Hachinohe Toyo Co., Ltd. (incumbent)  | 3,992 shares                         |
| 13            | Tomoko Hamada<br>(January 11, 1949)       | August 1985 Director of Asian Studies, Rose-Hulman Institute of Technology<br>August 1988 Assistant Professor of Anthropology, College of William and Mary<br>August 1993 Chairperson of Department of Anthropology<br>August 1997 Professor of Anthropology (incumbent)<br>August 2002 Chairperson of Department of Anthropology<br>June 2013 Director of the Company (incumbent) | — shares                             |
| 14*           | Hisashi Fujita<br>(December 20, 1955)     | April 1979 Joined Itoman Corporation (currently NIPPON STEEL & SUMIKIN BUSSAN CORPORATION)<br>August 1991 President and C.E.O. of Higashimaru International Corporation (incumbent)  | — shares                             |
| 15*           | Susumu Ogawa<br>(November 28, 1964)       | April 1989 Assistant of School of Business Administration, Kobe University<br>April 1992 Lecturer<br>August 1994 Assistant Professor<br>April 1999 Assistant Professor of Graduate School of Business Administration, Kobe University<br>April 2003 Professor (incumbent)  | — shares                             |

Notes:

1. There are no special interests between any of the candidates for Director and the Company.
2. The number of the Company's shares owned by each candidate includes the shares held under the names of the officer stock ownership association and the employee stock ownership association.
3. The candidates marked with asterisk are new candidates.
4. The registered name of the candidate for Director, Rieko Makiya, is Rieko Isobe.
5. Tomoko Hamada, Hisashi Fujita and Susumu Ogawa are candidates for Outside Director.
6. Listed below are special notes on Outside Director candidates:
  - (1) Ms. Hamada is a professor at the College of William and Mary. She has extensive insight into the environments surrounding corporate management and is in a position independent from the Company's executive management team. The Company proposes that she be elected with the expectation that she will be able to apply her professional knowledge and experience to the Company's management and fulfill her supervising role. Although she has never been involved in corporate management other than acting as an outside director, the Company judges that she will adequately perform her duties as Outside Director based on the above reasons.
  - (2) There is no special relation between the Company and the College of William and Mary, where Ms. Hamada holds a significant concurrent position.
  - (3) Mr. Fujita has ample experience and broad insight as a corporate manager, therefore the Company proposes that he be elected. Mr. Fujita is the President and C.E.O. of Higashimaru International Corporation, an associate of the Toyo Suisan Group, but this associate has no influence whatsoever over decision-making associated with the Company's management, and the Company therefore judges that Mr. Fujita will adequately perform his duties as Outside Director.
  - (4) Mr. Ogawa is a Professor of the Graduate School of Business Administration in Kobe University. He has extensive insight into the environments surrounding corporate management and is in a position independent from the Company's executive management team. The Company proposes that he be elected with the expectation that he will be able to apply his professional knowledge and experience to the Company's management and fulfill his supervising role. Although he has never been involved in corporate management other than acting as an outside director, the Company judges that he will adequately perform his duties as Outside Director based on the above reasons.
  - (5) There is no special relation between the Company and the Graduate School of Kobe University, where Mr. Ogawa holds a significant concurrent position.
  - (6) At the conclusion of this Ordinary General Meeting of Shareholders, Ms. Hamada's term of office will be two (2) years.
  - (7) The Company has registered Ms. Hamada as Independent Officer under the regulations of Tokyo Stock Exchange, Inc. In the event that Mr. Ogawa's election is approved, the Company intends to register him as an Independent Officer under the regulations of Tokyo Stock Exchange, Inc.
  - (8) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into agreements with each of Ms. Hamada, Mr. Fujita, and Mr. Ogawa to limit their liability for damages under Article 423, Paragraph 1 of the same Act if they are re-elected or elected; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations.

## Agenda item 4 Election of Three (3) Corporate Auditors

The terms of office of Corporate Auditors Toru Yamashita and Akira Takara expire and Moriyuki Minami resigns from his position at the conclusion of this Ordinary General Meeting of Shareholders. The Company therefore requests the election of three (3) Corporate Auditors.

The Board of Corporate Auditors has consented to the submission of this proposal.

The candidates for Corporate Auditors are as follows:

| Candidate No. | Name<br>(Date of birth)                 | Career summary and position at the Company<br>(Significant concurrent positions outside the Company)   | Number of the Company's shares owned |
|---------------|---|--|--------------------------------------|
| 1             | Toru Yamashita<br>(June 26, 1949)       | <p>April 1973 Joined the Company</p> <p>March 1995 General Manager of Accounting Department</p> <p>June 2003 Director</p> <p>June 2006 General Manager of Kyushu Business Department</p> <p>April 2007 General Manager of General Affairs Department</p> <p>June 2011 Full-time Corporate Auditor (incumbent)</p> <p>June 2012 Outside Corporate Auditor of Yutaka Foods Corporation (incumbent)</p>   | 17,000 shares                        |
| 2*            | Masaharu Oikawa<br>(November 30, 1954)  | <p>April 1977 Joined the Company</p> <p>February 2001 General Manager of Accounting Department</p> <p>October 2009 General Manager of Internal Control Department (incumbent)</p> <p>June 2010 Director (incumbent)</p>  | 11,700 shares                        |
| 3*            | Yoshito Nakamura<br>(December 14, 1947) | <p>June 1972 Joined Asahi Audit Corporation (currently KPMG AZSA LLC)</p> <p>March 1976 Registered as Certified Public Accountant</p> <p>May 2002 Representative Partner of Asahi &amp; Co. (currently KPMG AZSA LLC)</p> <p>April 2004 Representative Director of KPMG AZSA Sustainability Co., Ltd.</p> <p>April 2006 Professor of Faculty of Business Administration, Toyo University</p> <p>April 2010 Professor of Course of Business, Accounting and Finance, Graduate School of Toyo University</p> | — shares                             |

Notes:

- There are no special interests between any of the candidates for Corporate Auditor and the Company.
- The candidates marked with asterisk are new candidates.
- Yoshito Nakamura is a candidate for Outside Corporate Auditor.  
In the event that Mr. Nakamura's election is approved, the Company intends to register him as an Independent Officer under the regulations of Tokyo Stock Exchange, Inc.
- The Company proposes that Mr. Nakamura be elected as Outside Corporate Auditor with the expectation that he will be able to apply his specialist knowledge and experience, etc. as certified public accountant and certified public tax accountant to the Company's management.
- Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Nakamura to limit the liability for damages under Article 423, Paragraph 1 of the same Act in the event he is elected; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations. In addition, subject to approval and adoption of Agenda item 2 "Partial Amendments to the Articles of Incorporation" at this Ordinary General Meeting of Shareholders, the Company will enter into the same agreements to limit liability with each of Mr. Yamashita and Mr. Oikawa in the event they are re-elected or elected.



## Agenda item 5 Election of One (1) Substitute Corporate Auditor

To prepare for the event in which the Company does not have the number of Corporate Auditors required by laws and regulations, the Company requests the election of one (1) Substitute Corporate Auditor pursuant to the provision in Article 329, Paragraph 3 of the Companies Act.

The Board of Corporate Auditors has consented to the submission of this proposal.

The candidate for Substitute Corporate Auditor is as follows:

| Name<br>(Date of birth)             | Career summary<br>(Significant concurrent positions) |      | Number of the<br>Company's<br>shares owned                         |          |
|-------------------------------------|--|------|--|----------|
| Tsutomu Ushijima<br>(July 16, 1950) | April  | 1976 | Registered as lawyer<br>(Daiichi Tokyo Bar Association)            | — shares |
|                                     | July   | 2003 | Outside Corporate Auditor of Kobunsha Co., Ltd.<br>(incumbent)     |          |
|                                     | May  | 2005 | Ushijima, Teramae and Wada Law Firm<br>(incumbent)                 |          |
|                                     | June   | 2007 | Outside Director of Sumitomo Metal Mining Co.,<br>Ltd. (incumbent) |          |
|                                     | April  | 2015 | Inspector of Kenseikai Medical Corporation<br>(incumbent)          |          |

Notes:

1. There are no special interests between the candidate for Substitute Corporate Auditor and the Company.
2. Tsutomu Ushijima is a candidate for Substitute Outside Corporate Auditor.
3. Listed below are special notes on the Substitute Outside Corporate Auditor candidate:
  - (1) Reasons for appointment of the candidate for Substitute Outside Corporate Auditor  
Mr. Ushijima has accumulated legal expertise over many years as an attorney at law. The Company proposes that he be elected as Substitute Outside Corporate Auditor with the expectation that he will be able to apply his professional knowledge to the auditing system of the Company in the event he assumes the position of Corporate Auditor.
  - (2) Reasons for judging the candidate to be capable of appropriately performing his duties as Outside Corporate Auditor  
Mr. Ushijima is conversant with corporate legal affairs as a lawyer and has adequate insights for controlling corporate management; hence, the Company judges that he will adequately perform his duties as Outside Corporate Auditor.
  - (3) There are no special relations between the Company and Ushijima, Teramae and Wada Law Firm, Kobunsha Co., Ltd., Sumitomo Metal Mining Co., Ltd., or Kenseikai Medical Corporation where Mr. Ushijima holds significant concurrent positions.
  - (4) Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Ushijima to limit the liability for damages under Article 423, Paragraph 1 of the Act in the event he assumes the position of Outside Corporate Auditor; provided, however, that the maximum liability amount under the said agreement shall be an amount provided for by laws and regulations.

## Agenda item 6 Provision of Bonuses to Directors

To reward the services rendered by Directors during the current fiscal term, the Company proposes to provide bonuses totaling 23,660,000 yen to fifteen (15) Directors who were at the office of Directors during the current fiscal term, in consideration of the Company's profit for the current fiscal term, the amount of bonuses previously paid to Directors, and various other factors.

It is also proposed that the amount of bonus payable to each Director be left to the discretion of the Board of Directors.