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Securities Code: 2875
June 8, 2016

To Shareholders:

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

Convocation Notice of the 68th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 68th 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 or via the Internet etc. Please refer to the following Reference Documents for General Meeting of Shareholders and exercise your voting rights by 5:30 p.m. on Tuesday, June 28, 2016 in the manner described hereafter.

1. **Date and Time** 10:00 a.m., Wednesday, June 29, 2016
(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

3. Meeting Agenda

- Matters to be reported:**
1. Business Report and Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2015 to March 31, 2016), and Audit Reports on Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
 2. Non-Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2015 to March 31, 2016)

Matters to be resolved:

- | | |
|----------------------|--|
| Agenda item 1 | Appropriation of Surplus |
| Agenda item 2 | Election of Seventeen (17) Directors |
| Agenda item 3 | Election of One (1) Corporate Auditor |
| Agenda item 4 | Election of One (1) Substitute Corporate Auditor |
| Agenda item 5 | Provision of Directors' Bonuses |

4. Matters Related to the Exercise of Voting Rights

- (1) Exercise of voting rights in writing
Please indicate whether you approve or disapprove of each Agenda item on the Voting Form enclosed herewith and return it to us by 5:30 p.m., June 28 (Tuesday), 2016.
- (2) Exercise of voting rights via the Internet etc.
If you prefer to exercise your voting rights via the Internet etc., please access the voting website (<http://www.web54.net>), which is designated by the Company, and exercise your voting rights by 5:30 p.m., June 28 (Tuesday), 2016.
- (3) If you have exercised your voting rights more than once, the last exercise which arrives at the Company shall be deemed to be valid. If the results of exercise via the Internet etc. and in writing happen to arrive on the same day, the one exercised via the Internet etc. shall be deemed to be valid.

<To institutional investors>

You may use the Electronic Voting Platform operated by ICJ, Inc. as a method of exercising voting rights by an electronic or magnetic means if you apply for the use of such platform in advance.

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

The “Notes to Consolidated Financial Statements” and the “Notes to Non-Consolidated Financial Statements,” among documents to be provided with this Notice of the Ordinary General Meeting of Shareholders, are posted on the Company’s website (<http://www.maruchan.co.jp/>) in accordance with the provisions of laws and regulations and Article 15 of the Articles of Incorporation of the Company, and they are not provided in the attached documents to this Notice of the Ordinary General Meeting of Shareholders.

Consequently, the documents attached to this Notice of the Ordinary General Meeting of Shareholders consist of part of the Consolidated Financial Statements and the Non-Consolidated Financial Statements that were audited by the Corporate Auditors and the Accounting Auditor in preparing their audit reports.

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.

Reference Documents for General Meeting of Shareholders

Agenda items 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 68th 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 30 yen per common share of the Company.

In this case, the total dividends shall be 3,065,360,100 yen.

Consequently, the annual dividend for the fiscal year under review including the interim dividend (30 yen per share) would be 60 yen per share.

- (3) Effective date of the dividends of surplus

June 30, 2016

Agenda item 2 Election of Seventeen (17) Directors

The terms of office of all fifteen (15) Directors expire at the conclusion of this Ordinary General Meeting of Shareholders, and the Company plans to increase the number of Directors by two (2) to enhance the management system. Therefore, the Company requests the election of seventeen (17) Directors.

Policy for Appointment of Directors

Candidates for directors are chosen primarily by the representative directors and decided by the Board of Directors, after comprehensive consideration of their work experience, knowledge and aptitude. Inside directors are appointed broadly from the various business departments, including sales, manufacturing and administration. Outside directors are appointed from persons who are familiar with corporate management and have deep knowledge and insight.

The candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Tadasu Tsutsumi (January 25, 1945) <u>Reappointment</u>	<p>April 1968 Joined the Company</p> <p>June 1989 Director of the Company</p> <p>June 1993 Managing Director of the Company</p> <p>April 1999 Representative Senior Managing Director of the Company</p> <p>June 2003 Representative Director and President of the Company</p> <p>June 2012 Representative Director and Chairman of the Company (incumbent)</p>	39,346 shares
2	Masanari Imamura (July 19, 1957) <u>Reappointment</u>	<p>April 1981 Joined the Company</p> <p>June 2011 Director of the Company</p> <p>June 2012 Managing Director of the Company</p> <p>June 2013 Senior Managing Director of the Company</p> <p>June 2014 Representative Director and President of the Company (incumbent)</p>	11,274 shares
3	Kazuo Yamamoto (February 28, 1950) <u>Reappointment</u>	<p>April 1968 Joined the Company</p> <p>June 2011 Director of the Company</p> <p>June 2013 Managing Director of the Company</p> <p>June 2014 Director of Hachinohe Toyo Co., Ltd. (incumbent)</p> <p>June 2015 Senior Managing Director of the Company (incumbent)</p> <p>June 2015 Director of Shimaya Co., Ltd. (incumbent)</p> <p>February 2016 Executive Manager of Production Business Division of the Company (incumbent)</p>	6,711 shares
4	Noritaka Sumimoto (February 7, 1966) <u>Reappointment</u>	<p>April 1988 Joined the Company</p> <p>June 2011 Director of the Company</p> <p>June 2014 Managing Director of the Company (incumbent)</p> <p>June 2014 Director and President of Maruchan, Inc. (incumbent)</p> <p>June 2014 Director and President of Maruchan Virginia, Inc. (incumbent)</p> <p>June 2015 Director and Chairman of Maruchan de Mexico, S.A. de C.V. (incumbent)</p>	11,735 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Hitoshi Oki (September 3, 1959) <u>Reappointment</u>	April 1983 Joined the Company March 2009 General Manager of Osaka Branch of Kansai Business Department of the Company February 2011 General Manager of Tokyo Branch of the Company June 2012 Director of the Company June 2015 Managing Director of the Company (incumbent) June 2015 Director of Kofu Toyo Co., Ltd. (incumbent)	3,023 shares
6	Katsuhiko Ishiguro (September 10, 1959) <u>Reappointment</u>	April 1982 Joined the Company February 2011 General Manager of Osaka Branch of Kansai Business Department of the Company June 2013 Executive Manager of Kansai Business Department of the Company June 2014 Director of the Company June 2015 Managing Director of the Company (incumbent) May 2016 Executive Manager of Chukyo Business Department of the Company (incumbent)	5,161 shares
7	Kiyoshi Takahashi (July 6, 1955) <u>Reappointment</u>	April 1978 Joined the Company June 2013 Executive Manager of Frozen and Refrigerated Foods Division of the Company April 2014 Executive Manager of Hokkaido Business Department of the Company (incumbent) June 2014 Director of the Company (incumbent)	6,651 shares
8	Tsutomu Toyoda (January 11, 1957) <u>Reappointment</u>	April 1979 Joined the Company June 2007 Director of Kofu Toyo Co., Ltd. June 2008 Managing Director of Kofu Toyo Co., Ltd. June 2009 Representative Director and President of Kofu Toyo Co., Ltd. (incumbent) June 2012 Director of the Company (incumbent)	13,486 shares
9	Rieko Makiya (April 27, 1961) <u>Reappointment</u>	April 1985 Joined the Company June 2013 Director of the Company (incumbent) June 2013 Executive Manager of General Research Institute of the Company (incumbent) June 2013 Director of Shimaya Co., Ltd. (incumbent)	4,538 shares
10	Tadashi Sumi (December 21, 1962) <u>Reappointment</u>	April 1987 Joined the Company March 2010 General Manager of Publicity & Advertising Division of the Company (incumbent) June 2014 Director of the Company (incumbent)	2,069 shares
11	Hiroshige Tsubaki (September 18, 1959) <u>Reappointment</u>	April 1982 Joined the Company July 2013 General Manager of Accounting Department of the Company May 2014 General Manager of Corporate Planning Department of the Company (incumbent) June 2015 Director of the Company (incumbent) June 2015 General Manager of Internal Control Department of the Company (incumbent)	4,000 shares

Candidate No.	Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions outside the Company)	Number of the Company's shares owned
12*	Kikuo Togawa (August 18, 1960) <u>New appointment</u>	October 1983 Joined the Company February 2011 General Manager of Fukuoka Branch of Kyushu Business Department of the Company June 2013 Executive Manager of Kyushu Business Department of the Company March 2016 Executive Manager of Frozen and Refrigerated Foods Business Division of the Company (incumbent)	3,082 shares
13*	Satoru Kusunoki (August 26, 1959) <u>New appointment</u>	June 1985 Joined the Company February 2010 General Manager of Tohoku Branch of the Company April 2015 Executive Manager of Frozen and Refrigerated Foods Division of the Company March 2016 Executive Manager of Processed Foods Business Division of the Company (incumbent)	5,434 shares
14*	Masahisa Mochizuki (February 22, 1961) <u>New appointment</u>	April 1986 Joined the Company April 2012 General Manager of Production Control Department of the Company June 2014 General Manager of Kobe Plant of Kansai Business Department of the Company April 2015 Executive Manager of Kansai Business Department of the Company	8,774 shares
15	Tomoko Hamada (January 11, 1949) <u>Reappointment</u> <u>Independent Officer</u>	August 1985 Director of Asian Studies, Rose-Hulman Institute of Technology August 1988 Assistant Professor of Anthropology, College of William and Mary August 1993 Chairperson of Department of Anthropology, College of William and Mary August 1997 Professor of Anthropology, College of William and Mary (incumbent) August 2002 Chairperson of Department of Anthropology, College of William and Mary June 2013 Director of the Company (incumbent)	— shares
16	Hisashi Fujita (December 20, 1955) <u>Reappointment</u>	April 1979 Joined Itoman Corporation (currently NIPPON STEEL & SUMIKIN BUSSAN CORPORATION) August 1991 President and C.E.O. of Higashimaru International Corporation (incumbent) June 2015 Director of the Company (incumbent)	— shares
17	Susumu Ogawa (November 28, 1964) <u>Reappointment</u> <u>Independent Officer</u>	April 1989 Assistant of School of Business Administration, Kobe University April 1992 Lecturer of School of Business Administration, Kobe University August 1994 Assistant Professor of School of Business Administration, Kobe University April 1999 Assistant Professor of Graduate School of Business Administration, Kobe University April 2003 Professor of Graduate School of Business Administration, Kobe University (incumbent) June 2015 Director of the Company (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, etc. 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) Ms. Hamada, Mr. Fujita and Mr. Ogawa are currently serving as Outside Directors of the Company. At the conclusion of this Ordinary General Meeting of Shareholders, their terms of office will be three (3) years, one (1) year and one (1) year, respectively.
 - (7) The Company has registered Ms. Hamada and Mr. Ogawa as 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 has entered 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; provided, however, that the maximum liability amount under the said agreements shall be an amount provided for by laws and regulations. If Ms. Hamada, Mr. Fujita, and Mr. Ogawa are re-elected, the Company will enter into the same agreements with them.

<Independence Criteria for Outside Officers>

1. The Company judges outside officers to be independent when they are persons who do not fall under any of the criteria set forth below.
 - (i) A party who is a major shareholder of the Company (a shareholder included in the top 10 shareholders by percentage of shares held in the Company at the end of the fiscal year), or a person who executes business of the party
 - (ii) A party who is a major business partner of the Company and whose annual transaction amounts with the Company in the most recent fiscal year exceeded 2% of the consolidated net sales of the Company or the party, or a person who executes business of the party
 - (iii) A party who is a lender to the Group, or a person who executes business of the party
 - (iv) A person who belongs to a lead managing underwriter of the Company
 - (v) A director, corporate auditor or executive officer of the Group
 - (vi) A person who belongs to an auditing firm that conducts statutory audits of the Company
 - (vii) A person who executes business of an organization that received donations or grants from the Group in the most recent fiscal year
 - (viii) A lawyer, certified public accountant, tax accountant or other consultant who receives a large amount of money or other property from the Group other than officer's remuneration
 - (ix) A person who fell under any of items (i) to (viii) above at any time in the last three years
 - (x) A relative within the second degree of kinship of a person falling under any of items (i) to (viii) above

2. The Company judges that a person who has been an outside officer of the Company for an extended period of time is not independent.

Agenda item 3 Election of One (1) Corporate Auditor

Corporate Auditor Toru Yamashita resigns from his position at the conclusion of this Ordinary General Meeting of Shareholders. The Company therefore requests the election of one (1) Corporate Auditor.

The Board of Corporate Auditors has given its prior consent to the submission of this proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of birth)	Career summary, and position and responsibility at the Company (Significant concurrent positions)	Number of the Company's shares owned
Hiroyuki Minami (July 17, 1950)	April 1975 Joined the Company	16,691 shares
	June 2003 Director of the Company	
	June 2013 Managing Director of the Company (incumbent)	
	June 2015 Director of Shuetsu Co., Ltd. (incumbent)	
	June 2015 Managing Director of Fresh Diner Corporation (incumbent)	

Notes:

1. There are no special interests between the candidate for Corporate Auditor and the Company.
2. The number of the Company's shares owned by the candidate for Corporate Auditor includes the shares held under the name of officer stock ownership association.
3. Hiroyuki Minami is a new candidate for Corporate Auditor.
4. Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company will enter into an agreement with Mr. Minami to limit the liability for damages under Article 423, Paragraph 1 of the Act in the event he is elected; provided, however, that the maximum liability amount under the said agreement shall be an amount provided for by laws and regulations.

Agenda item 4 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 (Date of birth)	Career summary (Significant concurrent positions)		Number of the Company's shares owned
Tutomu Ushijima (July 16, 1950)	April	1976 Registered as a lawyer (Daiichi Tokyo Bar Association)	— shares
	June	1982 Registered as a tax accountant (Tokyo Certified Public Tax Accountants' Association)	
	July	2003 Outside Corporate Auditor of Kobunsha Co., Ltd. (incumbent)	
	May	2005 Ushijima, Teramae and Wada Law Firm (incumbent)	
	June	2007 Outside Director of Sumitomo Metal Mining Co., Ltd. (incumbent)	
	April	2015 Inspector of Kenseikai Medical Corporation (incumbent)	

Notes:

1. There are no special interests between the candidate for Substitute Corporate Auditor and the Company.
2. Tutomu 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 professional expertise over many years as a lawyer and a tax accountant. 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 a tax accountant, 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; provided, however, that the maximum liability amount under the said agreement shall be an amount provided for by laws and regulations.

Agenda item 5 Provision of Directors' Bonuses

To reward the services rendered by Directors during the current fiscal term, the Company proposes to provide bonuses totaling 79,220,000 yen to fourteen (14) 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.