

To Shareholders:

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

Convocation Notice of the 65th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 65th 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 on the scheduled day, you may exercise your voting rights in writing. In order to do so, please refer to the following reference documents for the meeting and indicate your approval or disapproval for the items on the agendas using the enclosed Voting Rights Exercise Form, and return it to the Company by 5:30 p.m. on Wednesday, June 26, 2013.

1. **Date and Time** 10:00 a.m., Thursday, June 27, 2013
2. **Venue** Head Office of Toyo Suisan Kaisha, Ltd.
8th floor, Conference room
13-40, Konan 2-chome, Minato-ku, Tokyo
3. **Meeting Agenda Report:**
 1. Business Report, Consolidated Financial Statements and Audit Report on Consolidated Financial Statements for the 65th Fiscal Term (from April 1, 2012 to March 31, 2013) by the Accounting Auditors and the Board of Corporate Auditors
 2. Non-Consolidated Financial Statements for the 65th Fiscal Term (from April 1, 2012 to March 31, 2013)

Agenda and reference materials

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| Agenda item 1 | Appropriation of Retained Earnings |
| Agenda item 2 | Election of Seventeen (17) Directors |
| Agenda item 3 | Election of One (1) Substitute Corporate Auditor |
| Agenda item 4 | Provision of Bonuses to Directors |

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

Whenever amendments occur to the Reference Documents for the 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 materials for General Meeting of Shareholders

Agenda and reference materials

Agenda item 1 Appropriation of Retained Earnings

The Company proposes to appropriate retained earnings as follows.

Matters related to year-end dividend

The Company proposes to make provisions aimed at enhancing its corporate structure and for its future business development, while maintaining its basic policy of providing stable dividends. Accordingly, the Company proposes to set the year-end dividend for the 65th business period as follows.

Also, since March 2013 marked the 60th anniversary of its founding, the Company proposes to disburse a commemorative dividend of 10 yen in addition to the ordinary dividend of 20 yen, for a total of 30 yen.

(1) Form dividends paid

Cash payment

(2) Matters related to the allocation of dividends to shareholders and total dividend

The Company proposes to disburse 30 yen per common share of the Company. In this case, the total dividend shall be 3,066,088,680 yen. Upon approval of this proposal, dividends for the fiscal year under review including the interim dividend (20 yen per share) would be 50 yen per share.

(3) Effective date on which dividends are disbursed from retained earnings

The Company proposes to disburse the dividend on June 28, 2013.

Agenda item 2 Election of Seventeen (17) Directors

The terms of office of all eighteen (18) Directors expire at the conclusion of this General Meeting of Shareholders. Therefore, it requests the election of seventeen (17) Directors.

The Candidates for Directors are as follows:

Candidate No.	Name (Date of birth)	Brief profile, position, and responsibility at the Company (Status of representation at other companies and entities)	Number of the Company's shares owned
1	Tadasu Tsutsumi (January 25, 1945)	April 1968 Joined the Company June 1989 Director June 1993 Managing Director April 1999 Representative Senior Managing Director June 2003 Representative Director and President June 2012 Representative Director and Chairman (incumbent)	38,254 shares
2	Kazuo Obata (October 6, 1948)	April 1972 Joined the Company June 2007 Director June 2009 Managing Director June 2010 Senior Managing Director June 2012 Representative Director and President (incumbent)	11,021 shares
3	Hiroji Yoshino (May 27, 1949)	April 1972 Joined the Company November 2007 General Manager of Kansai Business Department (incumbent) June 2010 Director July 2010 General Manager of Kyushu Business Department (incumbent) June 2011 Managing Director June 2012 Senior Managing Director (incumbent)	8,617 shares
4	Masanari Imamura (July 19, 1957)	April 1981 Joined the Company June 2011 Director June 2012 Executive Manager of Instant Noodles Division (incumbent) June 2012 Managing Director (incumbent)	5,366 shares
5	Hiroyuki Minami (July 17, 1950)	April 1975 Joined the Company April 2002 General Manager of Research and Development Department No. 2 June 2003 Director (incumbent) July 2010 Head of General Research Institute (incumbent)	14,634 shares
6	Kazuo Yamamoto (February 28, 1950)	April 1968 Joined the Company April 2004 General Manager of Materials Department June 2011 Director (incumbent)	3,980 shares
7	Tsutomu Yoshimura (January 6, 1955)	April 1979 Joined the Company June 2009 General Manager of General Affairs Department June 2011 Director (incumbent) January 2013 General Manager of Information System Department (incumbent)	14,783 shares
8	Kenji Sugawara (December 1, 1952)	April 1976 Joined the Company April 2001 General Manager of Seafood Division February 2004 Executive Manager of Seafood Division (incumbent) June 2005 Director (incumbent)	6,128 shares

Candidate No.	Name (Date of birth)	Brief profile, position, and responsibility at the Company (Status of representation at other companies and entities)	Number of the Company's shares owned
9	Masaharu Oikawa (November 30, 1954)	April 1977 Joined the Company February 2001 General Manager of Accounting Department October 2009 General Manager of Internal Control Department (incumbent) June 2010 Director (incumbent)	11,700 shares
10	Tadashi Fujiya (September 21, 1953)	April 1976 Joined the Company June 2010 General Manager of Production Department June 2011 Director (incumbent)	15,587 shares
11	Hisao Ichishima (June 19, 1951)	April 1970 Joined the Company April 2010 Executive Manager of Cold-Storage Division June 2011 Director (incumbent)	4,800 shares
12	Osamu Iizuka (October 9, 1951)	April 1974 Joined the Company April 2007 Manager of Tokyo Office April 2011 General Manager of Hokkaido Business Department (incumbent) June 2011 Director (incumbent)	3,369 shares
13	Noritaka Sumimoto (February 7, 1966)	April 1988 Joined the Company July 2010 Director, Maruchan, Inc. (incumbent) June 2011 Director, Maruchan Virginia, Inc. (incumbent) June 2011 Director of the Company (incumbent)	9,900 shares
14	Hitoshi Oki (September 3, 1959)	April 1983 Joined the Company March 2009 Manager of Osaka Office of Kansai Business Department February 2011 Manager of Tokyo Office (incumbent) June 2012 Director (incumbent)	2,000 shares
15	Tsutomu Toyoda (January 11, 1957)	April 1979 Joined the Company June 2007 Director, Kofu Toyo Co., Ltd. June 2008 Managing Director June 2009 Representative Director and President (incumbent) June 2012 Director of the Company (incumbent)	12,430 shares
16*	Rieko Makiya (April 27, 1961)	April 1985 Joined the Company April 2006 Manager of General Research Institute April 2011 Deputy Head of General Research Institute (incumbent)	4,139 shares
17*	Tomoko Hamada (January 11, 1949)	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, Department of Anthropology August 1997 Professor of Anthropology (incumbent) August 2002 Chairperson, Department of Anthropology	— shares

Notes:

1. There are no special interests between any of the candidates for Director and the Company.
2. The number of shares of the Company each candidate holds includes the shares held under the name of officer stock ownership.
3. The candidates marked with asterisk are new candidates.
4. The registered name of the new candidate, Rieko Makiya is Rieko Isobe.
5. Tomoko Hamada is a candidate for Outside Director.

6. Reasons for appointment of the candidate for Outside Director are as follows:
Ms. Hamada is a professor at the College of William and Mary. She has extensive insight into the environment surrounding corporate management and is in a position independent of the Company's executive management team. The Company requests election of her as Outside Director in the expectation that she will be able to apply her professional knowledge and experience to the supervision of the Company's management.

Agenda item 3 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 stipulation in Article 329, Paragraph 2 of the Companies Act.

This proposal has already been approved by the Board of Corporate Auditors.

The candidate for Substitute Corporate Auditor is as follows.

Name (Date of birth)	Brief profile (Status of representation at other companies and entities)	Number of the Company's shares owned
Tsutomu Ushijima (July 16, 1950)	April 1976 Registered as lawyer (Daiichi Tokyo Bar Association)	— shares
	July 2003 Outside Corporate Auditor, Kobunsha Co., Ltd. (incumbent)	
	May 2005 Ushijima, Teramae and Wada Law Firm (incumbent)	
	June 2007 Outside Director, Sumitomo Metal Mining Co., Ltd. (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. There are no special interests between the Company and Kobunsha Co., Ltd., where Mr. Ushijima serves as Outside Corporate Auditor, or the Company and Sumitomo Metal Mining Co., Ltd., where he serves as Outside Director.
4. The Company proposes Mr. Ushijima as a candidate for Substitute Outside Corporate Auditor for the following reasons.
 - (1) Reasons for appointment of the candidate for Substitute Outside Corporate Auditor
Mr. Ushijima has accumulated legal expertise over many years as a lawyer. The Company requests election of him as Substitute Outside Corporate Auditor in 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 executing his duties as Outside Corporate Auditor
Mr. Ushijima is conversant with corporate legal affairs as lawyer and has adequate insights for controlling corporate management; hence, the Company judges he is capable of executing his duties as Outside Corporate Auditor.

Agenda item 4 Provision of Bonuses to Directors

To reward the services rendered by Directors during the current consolidated fiscal year, the Company proposes bonuses totaling 109,360,000 yen to twenty (20) Directors, who are at the office of Directors during the current consolidated fiscal year, in consideration of the Company's profit for the current period, the amount of bonuses previously paid to Directors, and various other factors.

The amount of bonus payable to each Director shall be left to the discretion of the Board of Directors.