

To Shareholders with Voting Rights:

Yoshizumi Nezu
President and Representative Director
TOBU RAILWAY CO., LTD.
Registered Office: 1-2 Oshiage 1-chome,
Sumida-ku, Tokyo
Head Office: 18-12 Oshiage 2-chome,
Sumida-ku, Tokyo

**NOTICE OF
THE 196TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

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

You are cordially invited to attend the 196th Annual General Meeting of Shareholders of TOBU RAILWAY CO., LTD. (the "Company"). The Meeting will be held for the purposes as described below.

If you are unable to attend the Meeting in person, you may exercise your voting rights either by mail or via the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting rights by 6:15 p.m. on Tuesday, June 28, 2016 (Japan time).

- 1. Date and Time:** Wednesday, June 29, 2016 at 10:00 a.m. (Japan time)
(The reception desk will open at 8:45 a.m.)
- 2. Place:** Nishiki on the 4th floor of TOBU HOTEL LEVANT TOKYO located at 2-2, Kinshi 1-chome, Sumida-ku, Tokyo, Japan
- 3. Purposes:**
Items to be reported:
 1. The Business Report, Consolidated Financial Statements for the Company's 196th Fiscal Year (from April 1, 2015 to March 31, 2016) and results of audits by the Independent Auditor and the Audit & Supervisory Board of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 196th Fiscal Year (from April 1, 2015 to March 31, 2016)
Items to be resolved:
 - Proposal 1:** Appropriation of Surplus
 - Proposal 2:** Election of Fifteen (15) Directors
 - Proposal 3:** Election of Five (5) Audit & Supervisory Board Members
- 4. Predetermined Terms of the Convening:**
 - (1) If you exercise your voting rights both by mail and via the Internet, the vote exercised via the Internet will be counted as valid.
 - (2) If you exercise your voting rights multiple times via the Internet, the last vote exercised will be counted as valid.

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.

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Appropriation of Surplus

The Company proposes the appropriation of surplus as follows:

Matters regarding year-end dividend

In order to strengthen the management base over the long-term, the Company pays an ordinary dividend with the basic policy of continuing stable dividend payments by comprehensively taking into consideration its business performance and management environment.

With an eye to future performance and business development, the Company would like to pay a year-end dividend for the fiscal year under review as follows:

(1) Type of dividend property

Cash

(2) Distribution of dividend property to shareholders and total amount

¥3 per share of common stock of the Company

Total amount: ¥3,211,502,865

(Accordingly, the annual dividend, including the interim dividend of ¥3 per share, amounts to ¥6 per share.)

(3) Effective date of distribution

June 30, 2016

Proposal 2: Election of Fifteen (15) Directors

All of the fifteen (15) Directors will complete their respective terms of office at the conclusion of this General Meeting of Shareholders. Accordingly, the election of fifteen (15) Directors is proposed.

The candidates are as follows:

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--------------------------------------|---|--|
| 1 | Yoshizumi Nezu (October 26, 1951) | <p>April 1974 Joined the Company</p> <p>April 1988 General Manager with special assignment of Group Administration Office</p> <p>May 1990 General Manager of Group Administration Office</p> <p>June 1990 Director, General Manager of Group Administration Office</p> <p>April 1991 Managing Director</p> <p>June 1993 Representative Director (to present)</p> <p>June 1993 Senior Managing Director</p> <p>June 1995 Vice President</p> <p>June 1999 President (to present)</p> <p>[Significant concurrent positions]</p> <p>Outside Director, TOKYU CORPORATION</p> <p>Outside Director, Matsuya Co., Ltd.</p> <p>Outside Director, Japan Post Bank Co., Ltd.</p> <p>External Audit & Supervisory Board Member, FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>Outside Corporate Auditor, Marubeni Corporation</p> <p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Yoshizumi Nezu has served in important positions of group administration division, etc. and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. From 1999, he has directed management of the Group with strong leadership as President, realizing improved corporate value by enhancing our management foundation. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 1,992,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|--|
| 2 | Kenichi Tsunoda (February 21, 1946) | <p>April 1968 Joined the Company</p> <p>April 1996 General Manager with special assignment of General Planning Office</p> <p>October 1996 General Manager of General Planning Office</p> <p>April 1999 General Manager of Human Resources Department</p> <p>June 1999 Director, General Manager of Human Resources Department</p> <p>June 2001 Managing Director, General Manager of Human Resources Department</p> <p>January 2002 Managing Director, Head of Railway Business Division</p> <p>April 2006 Managing Director</p> <p>June 2007 Representative Director (to present)</p> <p>June 2007 Senior Managing Director</p> <p>June 2014 Vice President (to present)</p> <p>[Responsibilities in the Company] Overall company affairs</p> <p>[Reason for nomination as a candidate for Director] Mr. Kenichi Tsunoda has served in important positions in the railway business division, human resources and organization division, and corporate planning division, etc., and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating his leadership in oversight of general business from a perspective of optimizing the Group overall, with the aim of improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 51,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|----------------------------------|---|--|
| 3 | Osamu Makino (April 26, 1955) | <p>April 1979 Joined the Company</p> <p>April 2003 General Manager of Railway Vehicles and Transport Department, Railway Business Division</p> <p>April 2004 General Manager of Transport Department and General Manager of Railway Vehicles Department, Railway Business Division</p> <p>October 2006 General Manager of Transport Department, Railway Business Division</p> <p>April 2007 General Manager of Transport Department and General Manager of Train Crew Training Center, Railway Business Division</p> <p>July 2008 General Manager of Planning and Administration Department, Railway Business Division</p> <p>June 2009 Director, Deputy Head of Railway Business Division and General Manager of Planning and Administration Department</p> <p>June 2010 Director, Head of Railway Business Division and General Manager of Planning and Administration Department</p> <p>July 2010 Director, Head of Railway Business Division</p> <p>June 2012 Managing Director, Head of Railway Business Division</p> <p>June 2014 Representative Director (to present)</p> <p>June 2014 Senior Managing Director, Head of Railway Business Division</p> <p>April 2016 Senior Managing Director (to present)</p> <p>[Responsibilities in the Company] Public Relations Department, Human Resources Department, Railway Business Division</p> <p>[Reason for nomination as a candidate for Director] Mr. Osamu Makino has served in important positions in the railway business division and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating leadership primarily in planning and realization of railway business strategy, public relations strategy and human resources strategy which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 23,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|------------------------------------|--|--|
| 4 | Shinji Inomori (August 3, 1957) | <p>April 1980 Joined the Company</p> <p>June 2004 Managing Director of TOBU CARD BUSINESS CO., LTD.</p> <p>October 2005 General Manager of Corporate Planning Department, Corporate Management Division of the Company</p> <p>May 2006 General Manager of Corporate Planning Department</p> <p>June 2010 Director, General Manager of Corporate Planning Department</p> <p>June 2012 Managing Director, Head of Real Estate Leasing Business Management Division and Head of Railway Area Development Business Division</p> <p>July 2012 Managing Director, Head of Lifestyle Service Creation Division</p> <p>September 2013 Managing Director</p> <p>June 2014 Representative Director (to present)</p> <p>June 2014 Senior Managing Director (to present)</p> <p>[Responsibilities in the Company] Corporate Planning Department, Inbound Travel Business Strategy Committee , TOBU Group Inbound Travel Promotion Department , Hotels Business Strategy Committee, Group Administration Department, Finance and Accounting Department</p> <p>[Significant concurrent position] Outside Director, TOBU STORE CO., LTD.</p> <p>[Reason for nomination as a candidate for Director] Mr. Shinji Inomori has served in important positions in the corporate planning division, finance and accounting division, and real estate business division, etc. and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company and other Group companies. Currently he is demonstrating leadership primarily in planning and realization of management strategy and finance and accounting strategy of the Group, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 18,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|-------------------------------------|--|--|
| 5 | Hiroaki Miwa (November 23, 1958) | <p>April 1981 Joined the Company</p> <p>October 2005 General Manager with special assignment of Planning and Administration Department, Railway Business Division</p> <p>April 2006 General Manager of Human Resources Department</p> <p>June 2011 Director, General Manager of Human Resources Department</p> <p>June 2015 Managing Director, Head of Lifestyle Service Creation Division and General Manager of Human Resources Department</p> <p>July 2015 Managing Director, Head of Lifestyle Service Creation Division</p> <p>April 2016 Managing Director (to present)</p> <p>[Responsibilities in the Company] General Affairs and Legal Department, Research Office, Lifestyle Service Creation Division</p> <p>[Significant concurrent position] President, General Incorporated Foundation Tobu Museum</p> <p>[Reason for nomination as a candidate for Director] Mr. Hiroaki Miwa has served in important positions in the human resources and organization division and the real estate business division, etc. and he is well familiar with general operations of the Group. He also performs his duties by making use of his rich management experience and broad insight as a Director of the Company. Currently he is demonstrating leadership primarily in the planning and realization of real estate business strategy and corporate legal strategy, which are aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 16,000 shares |
| 6 | Akihiro Ojira (June 8, 1958) | <p>April 1982 Joined the Company</p> <p>October 2006 General Manager of Condominium Business Department, Real Estate Subdivision Business Division</p> <p>April 2010 General Manager with special assignment of Railway Area Development Business Division</p> <p>June 2012 Director, General Manager with special assignment of Railway Area Development Business Division</p> <p>July 2012 Director, General Manager of Living Environment Development Department, Lifestyle Service Creation Division</p> <p>June 2015 Director, Deputy Head of Lifestyle Service Creation Division and General Manager of Living Environment Development Department</p> <p>October 2015 Director, Deputy Head of Lifestyle Service Creation Division and General Manager of Building Leasing Business Department</p> <p>April 2016 Director, Head of Lifestyle Service Creation Division and General Manager of Building Leasing Business Department (to present)</p> <p>[Responsibilities in the Company] Lifestyle Service Creation Division</p> <p>[Reason for nomination as a candidate for Director] Mr. Akihiro Ojira has served in important positions in the real estate business division, etc. He is also making use of his rich management experience and broad insight as a Director of the Company to demonstrate leadership in planning and realization of real estate business strategy aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 19,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|-------------------------------------|--|--|
| 7 | Yasuyoshi Okuma (April 1, 1955) | <p>April 1978 Joined the Company August 2005 General Manager of System Development Department June 2014 Director, General Manager of System Development Department (to present)</p> <p>[Reason for nomination as a candidate for Director] Mr. Yasuyoshi Okuma has served in important positions in the information system division, etc. He is also making use of his rich management experience and broad insight as a Director of the Company to demonstrate leadership in planning and realization of management efficiency improvement strategy using information systems, with the aim of improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 20,000 shares |
| 8 | Yutaka Tsuzuki (January 4, 1961) | <p>April 1984 Joined the Company July 2008 General Manager of Transport Department and General Manager of Train Crew Training Center, Railway Business Division July 2013 President and Representative Director of Tobu Engineering Co., Ltd. June 2015 Director, Deputy Head of Railway Business Division and General Manager of Transport Department and General Manager of Train Crew Training Center April 2016 Director, Head of Railway Business Division (to present)</p> <p>[Responsibilities in the Company] Railway Business Division</p> <p>[Reason for nomination as a candidate for Director] Mr. Yutaka Tsuzuki has served in important positions in the railway business division, etc. He is also making use of his management experience and broad insight as a Director of the Company and Group companies to demonstrate leadership in planning and realization of railway business strategy aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | 17,000 shares |
| 9 | Yoshimi Yokota (August 1, 1961) | <p>April 1984 Joined the Company June 2012 General Manager of Corporate Planning Department April 2015 General Manager of Corporate Planning Department and General Manager of Ikebukuro Development Project June 2015 Director, General Manager of Corporate Planning Department and General Manager of Ikebukuro Development Project January 2016 Director, General Manager of Corporate Planning Department (to present)</p> <p>[Reason for nomination as a candidate for Director] Mr. Yoshimi Yokota has served in important positions in the corporate planning division, etc. He is also making use of his management experience and broad insight as a Director of the Company to demonstrate leadership in planning of management strategy aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate her as a candidate for Director again.</p> | 11,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|--|
| 10 | Koichi Sekiguchi (December 22, 1955) | <p>April 1978 Joined the Ministry of Transport</p> <p>August 2010 Senior Deputy Director-General of Railway Bureau of Ministry of Land, Infrastructure, Transport and Tourism</p> <p>August 2011 Deputy Director-General of the Japan Meteorological Agency</p> <p>September 2014 Joined the Company</p> <p> Adviser of Corporate Planning Department</p> <p>June 2015 Director, Deputy Head of Railway Business Division (to present)</p> <p>[Responsibilities in the Company]</p> <p>Railway Business Division</p> | 4,000 shares |
| | | <p>[Reason for nomination as a candidate for Director]</p> <p>Mr. Koichi Sekiguchi reflects his rich experience and broad insight in transport policy on management of the Company. He also performs his duties by making use of his management experience as a Director of the Company. Currently he is demonstrating leadership primarily in the planning and realization of railway business strategy aimed at improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | |
| 11 | Yutaka Iwase (June 29, 1957) | <p>April 1982 Joined the Company</p> <p>May 2006 General Manager of Station Business Department, Real Estate Leasing Sales Division</p> <p>April 2010 General Manager of Shopping Center Business Department, Real Estate Leasing Business Management Division</p> <p>January 2012 President and Representative Director of TOBU TOWN SOLAMACHI CO., LTD.</p> <p>June 2013 Director of the Company</p> <p>July 2013 Director, General Manager of Shopping Center Business Department, Lifestyle Service Creation Division</p> <p>June 2015 Director (to present)</p> <p>[Significant concurrent positions]</p> <p>Representative Director and President, TOBU DEPARTMENT STORE CO.,LTD. Representative Director and Assistant to CEO, TOBU UTSUNOMIYA DEPARTMENTSTORE CO.,LTD.</p> | 17,000 shares |
| | | <p>[Reason for nomination as a candidate for Outside Director]</p> <p>Mr. Yutaka Iwase has served in important positions in the real estate and leasing business division, etc. Currently, he is also making use of his rich management experience and broad insight as a Director of the Company and of Group companies to demonstrate leadership in the realization of the Group's management strategy as Representative Director and President of TOBU DEPARTMENT STORE CO.,LTD., with the aim of improving our corporate value. We have determined him to be the proper person for pursuing further improvement of corporate value in the future. Therefore, we nominate him as a candidate for Director again.</p> | |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|--|
| 12 | Noriko Yagasaki (April 22, 1963) | <p>April 1987 Joined Sumitomo Bank</p> <p>October 1989 Presiding Chief Researcher, Consulting Division of The Japan Research Institute, Limited</p> <p>October 2008 Director of the Japan Tourism Agency, Ministry of Land, Infrastructure, Transport and Tourism</p> <p>July 2011 Research Associate Professor of Faculty of Urban Environmental Sciences at Tokyo Metropolitan University</p> <p>April 2014 Associate Professor of Department of International Tourism Studies, Faculty of Regional Development Studies at Toyo University (to present)</p> <p>June 2015 Director of the Company (to present)</p> <p>[Significant concurrent positions] Associate Professor, Department of International Tourism Studies, Faculty of Regional Development Studies, Toyo University Outside Director, Japan Freight Railway Company</p> <p>[Reason for nomination as a candidate for Director] Ms. Noriko Yagasaki has reflected her extensive knowledge as an academic in transport policy and tourism policy, as well as her experience as an outside director of other corporations on management of the Company. She has played a supervisory role of business execution from an objective point of view, being independent from management of the Company. We have deemed her to be appropriate person for pursuing improved corporate value in the future. Therefore, we nominate her as a candidate for Outside Director again. Although she has not engaged in corporate management in a role other than as an outside officer, based on the reasons described above, we have deemed that she is capable of properly executing her duties as an Outside Director. In addition, the Company has determined that she is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 17.)</p> | 0 shares |
| 13 | Toshiaki Onodera (September 6, 1959) | <p>April 1982 Joined the Company</p> <p>October 2010 General Manager of General Affairs Department and General Manager of Research Office</p> <p>July 2013 General Manager of Transport Department, Railway Business Division and General Manager of Train Crew Training Center</p> <p>June 2015 General Manager of General Affairs and Legal Department and General Manager of Research Office (to present)</p> <p>[Reason for nomination as a candidate for Director] Mr. Toshiaki Onodera has served in important positions in the general affairs division and the railway business division, etc. He performs his duties by making use of his rich business experience and broad insight. Currently he is demonstrating leadership mainly in planning and realization of corporate legal strategy aimed at improving our corporate value. We have determined that utilizing his experience and insight for management as a Director will contribute to further improvement of corporate value of the Group, and therefore we have nominated him as a candidate for Director.</p> | 20,000 shares |

| No. | Name (Date of birth) | Career summary, positions, responsibilities and significant concurrent positions | Number of shares of the Company held |
|-----|---|--|--------------------------------------|
| 14 | Hiroya Otsuka (October 31, 1961) | <p>April 1984 Joined the Company</p> <p>March 2011 President of Tobu Physical Distribution Service Co.,Ltd.</p> <p>March 2013 Senior Managing Director of TOBU TRANSPORTATION CO., LTD.</p> <p>June 2013 President of Zao Ropeway Co.,Ltd.</p> <p>June 2015 General Manager of Group Administration Department of the Company (to present)</p> <p>[Significant concurrent positions] Outside Audit & Supervisory Board Member, TOBU STORE CO., LTD.</p> <p>[Reason for nomination as a candidate for Director] Mr. Hiroya Otsuka has served in important positions in the group administration division, etc. He is utilizing his extensive business experience and broad insight to demonstrate leadership in planning and realizing the Group's business strategy aimed at improving our corporate value. We have determined that utilizing his experience and insight for management as a Director will contribute to further improvement of corporate value of the Group, and therefore we have nominated him as a candidate for Director.</p> | 9,000 shares |
| 15 | Hirofumi Nomoto (September 27, 1947) | <p>April 1971 Joined TOKYU CORPORATION</p> <p>June 2007 Director of TOKYU CORPORATION</p> <p>January 2008 Managing Director of TOKYU CORPORATION</p> <p>June 2008 Senior Managing Director of TOKYU CORPORATION</p> <p>April 2011 President & Representative Director of TOKYU CORPORATION</p> <p>June 2015 President & Representative Director and Executive Officer of TOKYU CORPORATION (to present)</p> <p>[Significant concurrent positions] President & Representative Director and Executive Officer, TOKYU CORPORATION Director, TOKYU RECREATION CO., LTD. Director, Tokyu Fudosan Holdings Corporation Outside Director, TOEI COMPANY, LTD.</p> <p>[Reason for nomination as a candidate for Outside Director] Mr. Hirofumi Nomoto possesses extensive experience and broad insight as a corporate manager in the same transportation industry as the Company. We have determined that he will reflect his experience and insight on management of the Company, and play a supervisory role of business execution from an objective point of view, being independent from the management of the Company. We believe that this will contribute to further improving the corporate value of the Group. Therefore, we have nominated him as a candidate for Outside Director. In addition, the Company has determined that he is adequately independent by the "Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members," which objectively determine independence. (The "Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members" of the Company are as described on page 17.)</p> | 10,000 shares |

(Notes)

1. Mr. Hiroaki Miwa is the President of the General Incorporated Foundation Tobu Museum, to which the Company entrusts the business concerning operations of the Tobu Museum.
2. Mr. Hirofumi Nomoto is President & Representative Director and Executive Officer of TOKYU CORPORATION, which has rental fee transactions for railroad cars with the Company. TOKYU CORPORATION engages in the business in the same field as that of the Company.
3. The term of office of Ms. Noriko Yagasaki as Outside Director of the Company will be one year at the conclusion of this General Meeting of Shareholders.
4. The Company has entered into liability limitation agreements with Mr. Yutaka Iwase and Ms. Noriko Yagasaki in accordance with Article 423 Paragraph 1 of the Companies Act to limit their liabilities to the amount stipulated by laws and regulations when they act in good faith without gross negligence. If their reelection is approved, the Company will continue such agreements. Also, if the election of Mr. Hirofumi Nomoto is approved, the Company will enter into such agreement with him to limit his liability.

5. The Company has designated Ms. Noriko Yagasaki as Independent Director as specified by the Tokyo Stock Exchange and notified the same Exchange to that effect. In addition, the Company will designate Mr. Hirofumi Nomoto as Independent Director as specified by the Tokyo Stock Exchange and notified the same Exchange to that effect.
6. Messrs. Toshiaki Onodera, Hiroya Otsuka and Hirofumi Nomoto are new candidates for Director.

Proposal 3: Election of Five (5) Audit & Supervisory Board Members

All of the five (5) Audit & Supervisory Board Members will complete their respective terms of office at the conclusion of this General Meeting of Shareholders. Accordingly, the election of five (5) Audit & Supervisory Board Members is proposed.

The Audit & Supervisory Board has previously given its approval to this proposal.

The candidates are as follows:

| No. | Name (Date of birth) | Career summary, positions and significant concurrent positions | Number of shares of the Company held |
|-----|--|---|--|
| 1 | Naotaka Nakajima (September 26, 1947) | <p>April 1970 Joined the Company April 1998 General Manager of Accounting Department June 2001 Director, General Manager of Accounting Department May 2003 Managing Director, General Manager of Accounting Department October 2006 Managing Director June 2010 Representative Director June 2010 Senior Managing Director June 2013 Audit & Supervisory Board Member of the Company (to present)</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] Mr. Naotaka Nakajima has served in important positions of the finance and accounting division. He possesses considerable expertise in finance and accounting, and is well familiar with general operations of the Group. Furthermore, he has used his extensive management experience and broad insight acquired while serving as Director of the Company to execute his audit duties. Consequently, he plays an appropriate role in securing sound and sustainable growth of the Company and in establishing a quality corporate governance system that earns the trust of society. Therefore, we nominate him as a candidate for Audit & Supervisory Board Member again.</p> | 48,000 shares |
| 2 | Ikuo Toyoda (July 30, 1951) | <p>April 1975 Joined the Company April 2002 General Manager of Group Administration Department April 2008 General Manager of Internal Audit Department July 2010 General Manager of Group Administration Department June 2011 Director, General Manager of Group Administration Department June 2012 Audit & Supervisory Board Member of the Company (to present)</p> <p>[Reason for nomination as a candidate for Audit & Supervisory Board Member] Mr. Ikuo Toyoda has served in important positions in the group administration division and the internal audit division, etc., and is well familiar with general operations of the Group. Furthermore, he has used his extensive management experience and broad insight acquired while serving as Director of the Company to execute his audit duties. Consequently, he plays an appropriate role in securing sound and sustainable growth of the Company and in establishing a quality corporate governance system that earns the trust of society. Therefore, we nominate him as a candidate for Audit & Supervisory Board Member again.</p> | 21,000 shares |

| No. | Name (Date of birth) | Career summary, positions and significant concurrent positions | Number of shares of the Company held |
|-----|-----------------------------------|--|--|
| 3 | Osamu Shoda (October 11, 1942) | <p>March 1967 Joined Nisshin Flour Milling Inc.</p> <p>June 1976 Director of Nisshin Flour Milling Inc.</p> <p>June 1980 Managing Director of Nisshin Flour Milling Inc.</p> <p>June 1984 Senior Managing Director of Nisshin Flour Milling Inc.</p> <p>June 1986 Director and President of Nisshin Flour Milling Inc.</p> <p>June 1996 Audit & Supervisory Board Member of the Company (to present)</p> <p>July 2001 President of NISSHIN SEIFUN GROUP INC.</p> <p>June 2004 Chairman of NISSHIN SEIFUN GROUP INC.</p> <p>June 2009 Honorary Chairman & Executive Adviser of NISSHIN SEIFUN GROUP INC. (to present)</p> <p>[Significant concurrent position] Honorary Chairman & Executive Adviser, NISSHIN SEIFUN GROUP INC.</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Osamu Shoda has used his extensive experience and broad insight as a corporate manager in audit duties of the Company. By offering his opinions and advice on business execution of Directors from an objective point of view, being independent from the management of the Company, he plays an appropriate role in securing the sound and sustainable growth of the Company and in establishing a quality corporate governance system that earns the trust of society. Therefore, we nominate him as a candidate for Outside Audit & Supervisory Board Member again. In addition, the Company has determined that he is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 17.)</p> | 7,000 shares |

| No. | Name (Date of birth) | Career summary, positions and significant concurrent positions | Number of shares of the Company held |
|-----|--------------------------------------|--|--|
| 4 | Yuzaburo Mogi (February 13, 1935) | <p>April 1958 Joined Noda Shoyu Co. Ltd. (currently KIKKOMAN CORPORATION)</p> <p>March 1979 Director of Noda Shoyu Co. Ltd.</p> <p>March 1982 Managing Director of Noda Shoyu Co. Ltd.</p> <p>March 1989 Senior Managing Director of Noda Shoyu Co. Ltd.</p> <p>March 1994 Director and Deputy President of Noda Shoyu Co. Ltd.</p> <p>February 1995 Representative Director and President of Noda Shoyu Co. Ltd.</p> <p>June 2001 Audit & Supervisory Board Member of the Company (to present)</p> <p>June 2004 Representative Director, Chairman of the Board and Chief Executive Officer of KIKKOMAN CORPORATION</p> <p>June 2011 Honorary CEO and Chairman of the Board of Directors of KIKKOMAN CORPORATION (to present)</p> <p>[Significant concurrent positions]</p> <p>Honorary CEO and Chairman of the Board of Directors, KIKKOMAN CORPORATION</p> <p>Outside Director, Calbee, Inc.</p> <p>Outside Audit & Supervisory Board Member, FUJI MEDIA HOLDINGS, INC.</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member]</p> <p>Mr. Yuzaburo Mogi has used his extensive experience and broad insight as a corporate manager in audit duties of the Company. By offering his opinions and advice on business execution of Directors from an objective point of view, being independent from the management of the Company, he plays an appropriate role in securing the sound and sustainable growth of the Company and in establishing a quality corporate governance system that earns the trust of society. Therefore, we nominate him as a candidate for Outside Audit & Supervisory Board Member again. In addition, the Company has determined that he is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 17.)</p> | 7,000 shares |

| No. | Name (Date of birth) | Career summary, positions and significant concurrent positions | Number of shares of the Company held |
|-----|--|--|--|
| 5 | Takashi Kobayashi (January 6, 1934) | <p>May 1968 Director of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>March 1971 Managing Director of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>May 1974 Senior Managing Director of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>March 1989 Deputy President of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>April 1991 President of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>July 1998 Chairman of the Board of FUKOKU MUTUAL LIFE INSURANCE COMPANY</p> <p>June 2002 Audit & Supervisory Board Member of the Company (to present)</p> <p>July 2003 Senior Advisor of FUKOKU MUTUAL LIFE INSURANCE COMPANY (to present)</p> <p>[Significant concurrent positions] Senior Advisor, FUKOKU MUTUAL LIFE INSURANCE COMPANY Outside Auditor, Matsuya Co., Ltd.</p> <p>[Reason for nomination as a candidate for Outside Audit & Supervisory Board Member] Mr. Takashi Kobayashi has used his extensive experience and broad insight as a corporate manager in audit duties of the Company. By offering his opinions and advice on business execution of Directors from an objective point of view, being independent from the management of the Company, he plays an appropriate role in securing the sound and sustainable growth of the Company and in establishing a quality corporate governance system that earns the trust of society. Therefore, we nominate him as a candidate for Outside Audit & Supervisory Board Member again. In addition, the Company has determined that he is adequately independent by the “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members,” which objectively determine independence. (The “Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members” of the Company are as described on page 17.)</p> | 0 shares |

(Notes)

1. There is no special interest between each of the candidates and the Company.
2. The term of office of Mr. Osamu Shoda as Outside Audit & Supervisory Board Member of the Company will be 20 years at the conclusion of this General Meeting of Shareholders.
3. The term of office of Mr. Yuzaburo Mogi as Outside Audit & Supervisory Board Member of the Company will be 15 years at the conclusion of this General Meeting of Shareholders.
4. Mr. Yuzaburo Mogi is scheduled to assume the office of Executive Director (External) of Oriental Land Co., Ltd. on June 29, 2016.
5. The term of office of Mr. Takashi Kobayashi as Outside Audit & Supervisory Board Member of the Company will be 14 years at the conclusion of this General Meeting of Shareholders.
6. The Company has entered into liability limitation agreements with each Audit & Supervisory Board Member in accordance with Article 423, Paragraph 1 of the Companies Act to limit their liabilities to the amount stipulated by laws and regulations when they act in good faith without gross negligence. If their reelection is approved, the Company will continue such agreements.
7. The Company has designated Messrs. Osamu Shoda, Yuzaburo Mogi and Takashi Kobayashi as Independent Auditors as specified by the Tokyo Stock Exchange and notified the same Exchange to that effect.

(Reference)

Criteria for Independence of Outside Directors and Outside Audit & Supervisory Board Members

The Company deems Outside Directors and Outside Audit & Supervisory Board Members to be independent when they do not fall under any of the following items.

- (1) A principal shareholder who holds 10% or more of the total number of voting rights of the Company at the end of the fiscal year, or its executive person
- (2) Of the lenders to the Company, a financial institution or other principal creditor that the Company depends upon for funding to the extent that it is not replaceable at the end of the fiscal year, or its executive person
- (3) Of the business partners of the Company, a party which receives the payment of 2% or more of the consolidated operating revenue for the fiscal year from the Company at the end of such fiscal year, or its executive person
- (4) Of the business partners of the Company, a party which pays to the Company at the end of the fiscal year of the party 2% or more of the consolidated operating revenue for such fiscal year, or its executive person
- (5) A person who receives from the Company donations or subsidies of an annual amount exceeding ¥10 million during the fiscal year, or its executive person
- (6) An attorney, certified public accountant, tax accountant, consultant or the like who receives from the Company compensation other than the compensation as Director or Audit & Supervisory Board Member of an annual amount exceeding ¥10 million during the fiscal year
- (7) A person who belongs to an organization such as a corporation (law firm, audit firm, tax accountant firm, consulting firm, etc.) or a union that receives from the Company money or other financial benefits whose amount exceeds 2% of consolidated operating revenue for the fiscal year of such organization
- (8) A person who served as an executive person of the Company or its subsidiaries during the past 10 years.
- (9) The “fiscal year” mentioned in Item 1 to 7 falls under a year within the past three years.
- (10) When a person who falls under any of Item 1 to 8 serves in an important position, his/her spouse or relatives within the second degree of kinship