

May 25, 2015

To all related parties:

Name of the Company:	TOMY Company, Ltd.
Name of the Representative:	Kantaro Tomiyama President & CEO
(Code No. 7867; The First Section of the Tokyo Stock Exchange)	
Further Inquiries:	Kazuhiro Kojima Board Director Senior Executive Officer & CFO Head of Corporate Administrations (TEL: 03-5654-1548)

Notice Concerning Dissolution of Capital and Business Alliance with Marunouchi Capital

This is to provide notification that at a meeting of the Board of Directors held on May 25, 2015, TOMY Company, Ltd. (hereinafter “Tomy”) resolved to dissolve its capital and business alliance with Marunouchi Capital Co., Ltd., an investment fund management company (hereinafter “Marunouchi Capital”; headquarters: Chiyoda-ku, Tokyo), as described below.

1. Reason for dissolving the capital and business alliance

As described in its press release “Notice Concerning Strategic Capital and Business Alliance with Marunouchi Capital,” dated May 25, 2009, Tomy has been conducting a capital and business alliance (hereinafter “the Alliance”) with Marunouchi Capital to improve corporate governance through the dispatching of corporate officers from an investment fund that possessed knowhow concerning consolidated management, and to request capital infusion on a friendly and stable basis from the said fund. During the period of the Alliance, Tomy has achieved certain results from its business alliances with Marunouchi Capital; it acquired the U.S. toymaker RC2 Corporation (currently TOMY International) to gain a global platform, strengthened its consolidated management and promoted cost reductions and business efficiency. Against this backdrop, we are now at the present situation where Marunouchi Capital has indicated its wish to dissolve the Alliance and sell shares of Tomy that it holds, and Tomy has achieved certain results from the Alliance. Consequently, both companies agreed on May 25, 2015 to dissolve the Alliance.

2. Details of dissolution of the capital and business alliance, etc.

(1) Details of dissolution of the capital and business alliance

Tomy has received confirmation of the intention of Marunouchi Capital Fund 1 (investment limited partnership), which is a fund operated by Marunouchi Capital and a holder of shares of Tomy, to transfer all of the common shares of Tomy it holds (10,271,800 common shares) to SMBC Nikko Securities Inc. in line with the dissolution of the Alliance. This acquisition of shares of Tomy by SMBC Nikko Securities Inc. is a temporary measure, and Tomy has received notice from the said company that it plans to immediately resell the shares. For details, please refer to “Notice Concerning Planned Change in Largest Shareholder (among Major Shareholders)” also announced this day.

Moreover, in conjunction with the dissolution of the Alliance, two Outside Directors of Tomy dispatched from Marunouchi Capital plan to resign from their positions.

(2) Shares or equity of Marunouchi Capital and funds operated by Marunouchi Capital held by Tomy

None

- (3) Shares of Tomy held by Marunouchi Capital or funds operated by Marunouchi Capital and ratio thereof to the total number of issued shares of Tomy

Common shares 10,271,800 shares (Ratio to the total number of issued shares: 10.67%)

(Number of shares held by Marunouchi Capital Fund 1, a fund operated by Marunouchi Capital)

3. Overview of Marunouchi Capital

(1) Name	Marunouchi Capital Co., Ltd.	
(2) Location	9F, Tokyo Ginko Kyokai Building, 1-3-1 Marunouchi, Chiyoda-ku, Tokyo	
(3) Name and title of representative	Ryusaburo Harasawa, Chairman Takeshi Senda, President & CEO Yoshihisa Yamagishi, Executive Vice President & CFO	
(4) Content of business	Investment business	
(5) Paid-in capital	0.5 billion yen	
(6) Shareholder composition	Mitsubishi Corporation	50%
	Mitsubishi UFJ Securities Holdings Co., Ltd.	50%
(7) Established	April 1, 2008	
(8) Relation between Tomy and the company (As of March 31, 2015)	Capital relationship	Marunouchi Capital Fund 1 (investment limited partnership), of which Marunouchi Capital is an operating partner, is the largest shareholder of Tomy holding 10,271,800 common shares of Tomy (ratio to the total number of issued shares: 10.67%).
	Personnel relationship	Two Outside Directors of Tomy have been dispatched from Marunouchi Capital.
	Business relationship	None.
	Status as related party	Marunouchi Capital Fund 1 (investment limited partnership), of which Marunouchi Capital is an operating partner, is a major shareholder of Tomy, and falls under the definition of a related party.

4. Schedule

(1) Board of Directors' resolution date	May 25, 2015
(2) Agreement on dissolution of capital and business alliance	May 25, 2015

5. Future outlook

There is no impact of the dissolution of the Alliance on Tomy's consolidated business results for the fiscal year ending March 31, 2016.

End of notice

[Reference] Consolidated earnings forecasts for the fiscal year ending March 31, 2016 (announced on May 12, 2015) and actual results for the fiscal year ended March 31, 2015

(Millions of yen)

	Net sales	Operating income	Ordinary income	Profit attributable to owners of parent (Net income)
Forecasts for the fiscal year ending March 31, 2016	170,000	4,000	3,300	1,300
Actual results for the fiscal year ended March 31, 2015	149,938	2,466	2,014	(1,817)