

(English Translation of the Japanese Press Release)

December 3, 2014

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
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Notice Concerning Decision of Matters Relating to Purchase of Treasury Shares
(Purchase of Treasury Shares in accordance with Provisions of the Articles of Incorporation
pursuant to Article 165, Paragraph 2 of the Companies Act)

This is to provide notification that at the meeting of the Board of Directors held on December 3, 2014, TOMY Company, Ltd. (hereinafter “Tomy”) resolved on matters regarding the purchase of treasury shares in accordance with Article 156 of the Companies Act, as applied pursuant to Article 165, Paragraph 3 of the same act, as described below.

1. Reason for the purchase of treasury shares

The business environment of Tomy is changing dramatically with the advance of digitalization and globalization. Tomy has positioned these changes as a “Fourth Generation” and is implementing various measures to promote a revolution of mind, product revolution, and structural revolution of business. Meanwhile, in terms of financial measures, Tomy has mainly been considering executing a purchase of treasury shares targeting common shares as a measure to increase corporate value and shareholder value. At this time, Tomy received contact from its shareholder TPG Richmond I, L.P. expressing an intention to sell its holdings of Tomy’s shares. Tomy gave full consideration to a purchase of treasury shares, also giving consideration to maintenance of financial soundness. As a result, Tomy has judged that a certain level of purchase of treasury shares, extending beyond the shares held by TPG Richmond I, L.P., will improve indicators of capital efficiency, such as return on equity (ROE), increase indicators of shareholder profits, such as earnings per share (EPS), and execute capital policy flexibly in accordance with the management environment, thereby leading to improved corporate value and shareholder value.

Moreover, Tomy has completed discussions with TPG (headquarters: San Francisco, U.S.), the operator of Tomy’s shareholder TPG Richmond I, L.P., as a result of which it has agreed to dissolve its capital and business alliance with TPG as of December 3, 2014, since it has achieved certain results from the alliance. For further information regarding this point, please refer to the “Notice Concerning Dissolution of Capital and Business Alliance with TPG,” which was also announced today.

2. Details of matters regarding the purchase

(1) Type of shares to be purchased	Common shares
(2) Total number of shares that can be purchased	Up to 9,700,000 shares (Ratio to the total number of issued shares [excluding treasury shares]: 10.3%)
(3) Total amount of the purchase price of the shares	Up to 6,700,000,000 yen
(4) Purchase period	December 5, 2014 to December 11, 2014
(5) Method of purchase	Through the off-auction own share repurchase trading system (ToSTNeT-3) of the Tokyo Stock Exchange (Planned)

(Note) As noted in “Notice Concerning Dissolution of Capital and Business Alliance with TPG,” which was also announced today, since Tomy has achieved certain results with regard to its capital and business alliance with TPG in conjunction with the dissolution of the alliance, Tomy has received contact from TPG Richmond I, L.P., a fund operated by TPG, expressing its intention to sell all of its holdings of Tomy’s shares.

End of notice

[Reference] Holding status of treasury shares as of September 30, 2014

Total number of issued shares	96,290,850 shares
Number of treasury shares	2,145,166 shares
Total number of issued shares (excluding treasury shares)	94,145,684 shares