

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)
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Board Director
Senior Executive Officer & CFO
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Notice Concerning Planned Change in Largest Shareholder (among Major Shareholders)

This is to provide notification that a change in the largest shareholder (among major shareholders) of Tomy Company, Ltd. (hereinafter “Tomy”) is expected to occur on May 29, 2015. The details are as described below.

1. Background giving rise to the change

Notice was received today from Marunouchi Capital Co., Ltd. (hereinafter “Marunouchi Capital”), which operates Marunouchi Capital Fund 1 (investment limited partnership), which is the largest shareholder (among major shareholders) of Tomy, that it plans to transfer all of the common shares of Tomy that are held by the said partnership (hereinafter “the Shares”) to SMBC Nikko Securities Inc. Accordingly, a change in the largest shareholder (among major shareholders) is planned to occur as described below. Note that, although after the acquisition of the Shares by SMBC Nikko Securities Inc., the said company will become the largest shareholder (among major shareholders), Tomy has received notice from the said company that it will be temporary since it plans to immediately resell the Shares.

2. Planned date of change

May 29, 2015 (Planned date of the completion of the share transfer procedure)

3. Overview of shareholders subject to planned change

(1) Overview of new largest shareholder (among major shareholders)

- (i) Name: SMBC Nikko Securities Inc.
- (ii) Location: 3-3-1 Marunouchi, Chiyoda-ku, Tokyo
- (iii) Name and title of representative: Tetsuya Kubo, President & CEO
- (iv) Paid-in capital: 10.0 billion yen
- (v) Content of business: Financial instruments exchange business

(2) Overview of shareholder that will no longer be the largest shareholder (among major shareholders)

- (i) Name: Marunouchi Capital Fund 1 (investment limited partnership)
- (ii) Location: 9F, Tokyo Ginko Kyokai Building, 1-3-1 Marunouchi, Chiyoda-ku, Tokyo
- (iii) Operating partner: Marunouchi Capital Co., Ltd.
- (iv) Principal content of business: Investment business

4. Number of voting rights (number of shares held) of concerned shareholders and ratio thereof to voting rights held by all shareholders before and after change

(1) SMBC Nikko Securities Inc.

	Number of voting rights (Number of shares held) (Note 1)	Ratio of the left to voting rights held by all shareholders (Note 2)	Shareholder ranking (Note 3)
Before change (As of May 22, 2015)	822 (82,200 shares)	0.10%	—
After change	103,540 (10,354,000 shares)	12.30%	No. 1

(2) Marunouchi Capital Fund 1 (investment limited partnership)

	Number of voting rights (Number of shares held)	Ratio of the left to voting rights held by all shareholders (Note 2)	Shareholder ranking (Note 3)
Before change (As of May 22, 2015)	102,718 (10,271,800 shares)	12.20%	No. 1
After change	0 (0 shares)	0.00%	—

- (Notes)
1. The number of voting rights (number of shares held) is stated as reported by SMBC Nikko Securities Inc.
 2. The ratio is calculated based on a total of 841,830 voting rights held by all shareholders, which was the result when the 12,107,850 shares for which voting rights do not exist were subtracted from the total number of issued shares as of March 31, 2015 of 96,290,850 shares.
 3. The shareholder ranking was presumed by Tomy using the shareholder register as of March 31, 2015.

5. Future outlook

There is no impact of this change on Tomy's consolidated business results for the fiscal year ending March 31, 2016. However, in conjunction with this change, the capital and business alliance with Marunouchi Capital, which was announced in "Notice Concerning Strategic Capital and Business Alliance with Marunouchi Capital" dated May 25, 2009, will be dissolved. For details on the dissolution of the capital and business alliance with Marunouchi Capital, please refer to "Notice Concerning Dissolution of Capital and Business Alliance with Marunouchi Capital" also announced this day.

End of notice