

January 10, 2012

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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**Notice Concerning Extension of Maturity Date and Exercise Period of TOMY Company, Ltd. Zero Coupon  
Bonds with Stock Acquisition Rights due March 23,2012**

This is to provide notification that TOMY Company, Ltd. (hereinafter “TOMY”) has made the following resolution at a meeting of the Board of Directors held on January 10, 2012 concerning TOMY Zero Coupon Bonds with Stock Acquisition Rights (*tenkanshasaigata shinncabu yoyakuken-tsuki shasai*) due March 23,2012 issued on March 23, 2007 (hereinafter “the Bonds”): (i) to agree with the sole bondholder of the Bonds TPG Richmond II, L.P., a fund managed by major U.S. private investment firm TPG (head office: San Francisco, U.S.), to extend the maturity date of the Bonds to February 15 (Monday), 2016 and extend the exercise period of Stock Acquisition Rights to February 12 (Friday), 2016 (hereinafter “the Amendment ”), and (ii) to hold a Bondholder Meeting for the purpose of effecting the Amendment. Details are as follows.

1. Reason for effecting the Amendment

In the lead up to the arrival of the maturity date of the Bonds on March 23, 2012, TOMY has considered the recent market environment, its Medium-Term Plan, its financial situation and other matters, and it has been conducting multi-faceted examination to formulate a response plan to these issues. Upon considering the points outlined below, TOMY has concluded the extension of the maturity date and the exercise period of Stock Acquisition Rights of the Bonds to be the best decision in terms of business and financial strategy and, accordingly, reached this agreement with TPG Richmond II, L.P. In compliance with the terms and conditions of the Bond, the agreement between TPG Richmond II, L.P., and provisions of the Companies Act and other applicable laws and regulations, the Amendment is subject to both approval by resolution at a Bondholder Meeting and approval by the court with jurisdiction for that resolution. By obtaining the aforesaid approvals, TOMY plans to effect the Amendment on February 15, 2012 or on the next business day following the approval by the court with jurisdiction for the Bondholder Meeting resolution approving the Amendment, whichever is later.

- a. Apart from extending the maturity date and the exercise period of Stock Acquisition Rights of the Bonds, no amendment such as changing the conversion price shall be made to any other conditions of the Bonds. Accordingly, should the Stock Acquisition Rights of the Bonds be exercised, there would be no change in the stock dilution ratio and the impact on existing shareholders would be extremely limited.

- b. In April 2011, TOMY acquired U.S. toy and infant products manufacturer RC2 Corporation (now called as TOMY International Group) and made the Group as consolidated subsidiaries. Although, as a result, TOMY is now transforming into a truly global corporation, the interest-bearing debt has also increased on a consolidated basis. By effecting the Amendment, TOMY will be able to maintain and strengthen its financial position without the need for new financing.
- c. TOMY has a friendly relationship with TPG, the manager of the sole bondholder of the Bonds, TPG Richmond II, L.P., as a strategic equity and business partner who serves to raise value in TOMY's businesses (boost corporate value), and TOMY expects future cooperation from TPG as a continuing strategic partner for TOMY's global strategies as well.

## 2. Details of the Amendment

	Before Amendment	After Amendment
(1) Maturity Date	March 23, 2012 (Hong Kong time)	February 15, 2016 (Hong Kong time)
(2) Exercise Period	March 23, 2008 to March 22, 2012 (until the close of bank business hours (Tokyo time))	March 23, 2008 to February 12, 2016 (until the close of bank business hours (Tokyo time))
(3) Other conditions	No change (For reference, see the "[Reference] Overview of the Bonds" below.)	

## 3. Schedule

Date of Bondholder Meeting: January 25, 2012 (Wednesday) (Planned)

The resolution of the Bondholder Meeting will take effect only after the approval by the court with jurisdiction.

## 4. Outlook

Effecting the Amendment will have no impact on TOMY's consolidated earnings.

### [Reference] Overview of the Bonds

- (1) Name of issue: TOMY Company, Ltd. Zero Coupon Bonds with Stock Acquisition Rights due March 23, 2012
- (2) Issue date: March 23, 2007 (Hong Kong time)
- (3) Total amount of bonds: ¥7,000 million
- (4) Balance outstanding: ¥7,000 million
- (5) Interest rate (coupon): No interest attached.
- (6) Current issue price per share of TOMY's common stock issuable by bond conversion (conversion price): ¥616
- (7) Market on which the Bonds are traded: Unlisted