

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 Issuance of Stock Options (Subscription Rights to Shares) to  
Directors, etc. of Overseas Subsidiaries**

This is to provide notification that TOMY Company, Ltd. (hereinafter the “Company”) resolved at a meeting of the Board of Directors, held on May 14, 2013, to submit a proposal at the 62nd Ordinary General Meeting of Shareholders, to be held on June 26, 2013, seeking approval of shareholders, pursuant to the provisions of Articles 236, 238 and 239 of the Companies Act, for the entrustment to Tomy’s Board of Directors of the authority to decide subscription requirements for subscription rights to shares as stock options.

1. Reason for the Necessity to Solicit Subscribers for an Issue of Stock Options with Particularly Advantageous Conditions

The Company shall issue stock options, without contribution, to Directors and employees including Executive Officers of the Company’s foreign subsidiaries to further promote the motivation to contribute to the improvement of consolidated earnings and a management that gives serious consideration to shareholders.

2. Content and Maximum Number of Subscription Rights to Shares whose Subscription Requirements are Determinable Based on the Matters approved at this General Meeting of Shareholders

i. Maximum Number of Subscription Rights to Shares whose Subscription Requirements are Determinable Under this Entrustment

The maximum number of subscription rights to shares to be issued under the conditions described in item iii. below shall be 5,750 units.

The maximum number of shares to be delivered upon exercise of subscription rights to shares shall be 575,000 common shares of the Company, and if the Number of Granted Shares (defined below) is adjusted in accordance with item iii. (1) below, the maximum number of shares shall be the Number of Granted Shares after adjustment multiplied by the aforementioned maximum number of subscription rights to shares.

ii. Monetary Payment in Exchange for Subscription Rights to Shares

No monetary payment is required concerning the subscription rights to shares whose subscription requirements are determinable under this entrustment.

iii. Content of Subscription Rights to Shares whose Subscription Requirements are Determinable under this Entrustment

(1) Class and Number of Shares to be Issued upon Exercise of Subscription Rights to Shares

The class of shares to be issued upon exercise of subscription rights to shares shall be common stock of the Company, and the number of shares to be issued upon exercise of each subscription right to shares (hereinafter referred to as the “Number of Granted Shares”) shall be 100 shares.

However, the Number of Granted Shares shall be adjusted by the following formula if the Company conducts a share split (including allotment of common shares of the Company without contribution; the same shall apply to any reference to a share split hereinafter) or share consolidation of its common stock after the date for the allotment of subscription rights to shares (hereinafter referred to as the “Allotment Date”).

$$\begin{array}{l} \text{Number of Granted Shares} \\ \text{after adjustment} \end{array} = \begin{array}{l} \text{Number of Granted Shares} \\ \text{before adjustment} \end{array} \times \text{Share split/consolidation ratio}$$

In addition to the above, if any adjustment of the Number of Granted Shares is appropriate after the Allotment Date, the Company may adjust the Number of Granted Shares within a reasonable extent.

Any fraction less than one share resulting from the above adjustment shall be disregarded.

For details, please refer to the press release available at the following URL:

[http://www.takaratomy.co.jp/release/pdf/i130514\\_4.pdf](http://www.takaratomy.co.jp/release/pdf/i130514_4.pdf)