

July 16, 2013

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
(TEL: 03-5654-1548)

Notice Regarding Change in a Subsidiary (Share Transfer)

This is to provide notification that TOMY Company, Ltd. (hereinafter “Tomy”) resolved at its Board of Directors meeting, held on July 16, 2013, for all shares held by its wholly owned subsidiary TOMY HANBAI (Sales Admin.) Company, Ltd. in TOYS UNION Co., Ltd. (hereinafter “TOYS UNION”), a wholesaler of video game-related products, to be transferred to HAPPINET CORPORATION.

1. Reason for Share Transfer

The TOMY Group (hereinafter the “Group”) is implementing a medium- and long-term growth strategy with the aim of transforming into a global group of toy companies by focusing on the strengthening of its toy business, which is the Group’s core business, establishing a stable revenue base in Japan, and directing investment resources into overseas markets.

As a part of the Group’s strategic plan to achieve further progress and growth, Tomy has judged that focusing on its core toy business, as well as its toy peripheral business, and working to expand these businesses in Japan and abroad are key measures for increasing profit and achieving more streamlined corporate management. The resolution to transfer the shares of TOYS UNION, a wholesaler of video game-related products, was made in line with this judgment.

Tomy believes that this move will create an environment in which both the Group and TOYS UNION can concentrate on their own core businesses, thus helping to boost their respective corporate values.

2. Outline of the Company Subject to Share Transfer

(1) Name	TOYS UNION Co., Ltd.
(2) Address	3-12-8 Kuramae, Taito-ku, Tokyo
(3) Name and title of representative	Tatsuhiko Hattori President
(4) Business description	Wholesaler of video game-related products
(5) Paid-in capital	¥290 million (as of March 31, 2013)
(6) Year and month of incorporation	July 2004
(7) Major shareholders and shareholding ratio	TOMY HANBAI (Sales Admin.) Company, Ltd.100.00%

(8) Relation between the listed company and the company	Capital relationship	The company is a wholly owned subsidiary of TOMY HANBAI (Sales Admin.) Company, Ltd., which is a wholly owned subsidiary of Tomy.		
	Personnel relationship	One Board Director and one Audit & Supervisory Board Member of Tomy also serves as a Board Director and an Audit & Supervisory Board Member, respectively, at the company.		
	Transactional relationship	Tomy provides business advisory services, administrative services and others to the company. In addition, various intra-Group transactions are carried out between Tomy's wholly owned subsidiaries and the company, including purchasing and selling goods, rental transactions, leasing, system maintenance and administration, and the provision of other services.		
(9) The company's operating results and financial position for the most recent 3 years				
Fiscal year	Fiscal year ended March 31, 2011	Fiscal year ended March 31, 2012	Fiscal year ended March 31, 2013	
Net sales	¥31,056 million	¥28,659 million	¥35,357 million	
Operating income	¥125 million	¥103 million	¥299 million	
Ordinary income	¥200 million	¥165 million	¥393 million	
Net income	¥105 million	¥59 million	¥194 million	
Net income per share	¥9,407.46	¥5,327.06	¥17,360.15	
Net assets	¥1,952 million	¥1,994 million	¥2,171 million	
Total assets	¥8,966 million	¥5,874 million	¥5,847 million	
Net assets per share	¥174,325	¥178,079	¥193,760	

3. Outline of Purchaser

(1) Name	HAPPINET CORPORATION		
(2) Address	Komagata CA Bldg., 2-4-5 Komagata, Taito-ku, Tokyo		
(3) Name and title of representative	Kazuhiko Note President and COO		
(4) Business description	Wholesaler of toys, audio-visual software, video game-related products and amusement-related products		
(5) Paid-in capital	¥2,751 million		
(6) Year and month of incorporation	September 1972		
(7) Major shareholders and shareholding ratio	NAMCO BANDAI Holdings Inc. 24.4%		
(8) Relation between the listed company and the company	Capital relationship	Tomy and the company do not have any capital relationships that are required to be disclosed. In addition, Tomy's related parties and the company's related parties do not have any capital relationships that are required to be disclosed.	
	Personnel relationship	Tomy and the company do not have any personnel relationships that are required to be disclosed. In addition, Tomy's related parties and the company's related parties do not have any personnel relationships that are required to be disclosed.	
	Transactional relationship	Tomy and the company do not have any transactional relationships that are required to be disclosed. In addition, Tomy's related parties and the company's related parties do not have any transactional relationships that are required to be disclosed.	

4. Number of Shares Transferred, Transfer Price, and Status of Shareholding before and after Share Transfer

(1) Number of shares held before share transfer	11,200 (Number of voting rights: 112) (Voting rights ownership ratio: 100%)
(2) Number of shares to be transferred	11,200 (Number of voting rights: 112)
(3) Transfer price	¥1,850 million
(4) Number of shares held after share transfer	- (Number of voting rights: -) (Voting rights ownership ratio: -%)
(5) Basis of calculation of transfer price	In order to ensure fairness and appropriateness in the share price calculation, the value of the shares was evaluated by an independent third-party valuation institution. The transfer price was determined with reference to the amount obtained in the relevant share price calculation.

5. Schedule

(1) Resolution of Board of Directors	July 16, 2013
(2) Date of share transfer and agreement thereof	July 16, 2013

6. Prospect for the Future

The impact of this share transfer on operating results for the fiscal year ending March 31, 2014, is currently under examination. This impact will be disclosed promptly once it is determined.

(Reference) Consolidated earnings forecasts for the fiscal year ending March 31, 2014
(April 1, 2013 to March 31, 2014)

	(Millions of yen)			
	Net sales	Operating income	Ordinary income	Net income
Consolidated earnings forecasts for the fiscal year ending March 31, 2014	183,000	5,000	4,400	2,200