

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 Purchase and Cancellation of Bonds with Stock Acquisition Rights**

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 to purchase and cancel its Zero Coupon Bonds with Stock Acquisition Rights due 2016 and Unsecured Bonds with Stock Acquisition Rights due 2024, as described below.

1. Overview of purchase and cancellation

1. Bond to be purchased and cancelled	TOMY Company, Ltd. Zero Coupon Bonds with Stock Acquisition Rights due 2016
2. Purchase and cancellation date	December 8, 2014
3. Total purchase and cancellation amount	7.0 billion yen
4. Total amount remaining after cancellation	0 yen

1. Bond to be purchased and cancelled	TOMY Company, Ltd. Unsecured Bonds with Stock Acquisition Rights due 2024 (subordinated, callable)
2. Purchase and cancellation date	December 8, 2014
3. Total purchase and cancellation amount	0.4 billion yen
4. Total amount remaining after cancellation	0 yen

## 2. Reason for purchase and cancellation

Tomy has completed discussions with TPG, 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. Furthermore, in conjunction with the dissolution of the alliance, to avoid dilution and reduction of capital efficiency by potential shares, Tomy has also agreed with TPG Richmond I, L.P. and TPG Richmond II, L.P., which are also funds operated by TPG and bondholders of Tomy's bonds with stock acquisition rights, to purchase their holdings of Tomy's bonds with stock acquisition rights as of today. Tomy plans to cancel the bonds with stock acquisition rights after purchasing them. For further information regarding the dissolution of the capital and business alliance, please refer to the "Notice Concerning Dissolution of Capital and Business Alliance with TPG," which was also announced today.

## 3. Future outlook

The impact of the purchase and cancellation on Tomy's consolidated business results for the fiscal year ending March 31, 2015 will be negligible.

### [Reference]

1. Tomy plans to fund the abovementioned purchase of bonds with stock acquisition rights using cash on hand and borrowings from financial institutions.

#### 2. Overview of TOMY Company, Ltd. Zero Coupon Bonds with Stock Acquisition Rights due 2016

1. Issue date	March 23, 2007
2. Total amount issued	7.0 billion yen
3. Balance outstanding	7.0 billion yen
4. Original redemption date	February 15, 2016
5. Interest rate	—
6. Amount to be paid per share on exercise of stock acquisition right (conversion price):	616 yen

#### 3. Overview of TOMY Company, Ltd. Unsecured Bonds with Stock Acquisition Rights due 2024 (subordinated, callable)

1. Issue date	June 10, 2009
2. Total amount issued	0.4 billion yen
3. Balance outstanding	0.4 billion yen
4. Original redemption date	June 10, 2024
5. Interest rate	Annual rate 1.5%
6. Amount to be paid per share on exercise of stock acquisition right (conversion price):	613 yen

End of notice