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June 3, 2016

To our shareholders:

Akira Urakami
President and COO

RYOBI LIMITED

762 Mesaki-cho, Fuchu-shi, Hiroshima, Japan

NOTICE OF THE 104TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 104th Annual General Meeting of Shareholders of Ryobi Limited (the "Company"), which will be held as described below.

If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it by postal mail to reach us no later than 5:00 p.m., Wednesday, June 22, 2016 (Japan Standard Time).

Meeting Details

1. Date and time: Thursday, June 23, 2016 at 10:00 a.m. (Japan Standard Time)

2. Venue: Fuchu Chamber of Commerce and Industry Hall

445-1 Motomachi, Fuchu-shi, Hiroshima, Japan

3. Purposes:

Items to be reported:

1. Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 104th Term (from April 1, 2015 to March 31, 2016)
2. The results of audit of the Consolidated Financial Statements for the 104th Term by the Accounting Auditor and the Board of Corporate Auditors.

Items to be resolved:

- Proposal 1:** Appropriation of surplus
- Proposal 2:** Election of four (4) Directors
- Proposal 3:** Election of one (1) Corporate Auditor
- Proposal 4:** Election of one (1) substitute Corporate Auditor

Reference Documents for the General Meeting of Shareholders

Proposals and Reference Matters

Proposal 1: Appropriation of surplus

The Company's basic stance is to provide stable, continuous dividends in accordance with performance while working to improve profitability and strengthen the corporate structure.

The Company would like to increase the dividend by 1 yen per common share to 5 yen, bringing the total year-end dividend to 809,247,390 yen.

Combined with the interim dividend (4 yen per share), this brings the annual dividend to 9 yen per share.

Further, the effective date for the distribution of dividends from surplus is June 24, 2016.

Proposal 2: Election of four (4) Directors

The terms of service of Directors Hiroshi Urakami, Satoshi Ohoka, Tairo Katoh and Hiroyuki Kawaguchi will come to an end at the conclusion of this Annual General Meeting of Shareholders.

The Company proposes that four (4) Directors be elected.

The candidates for Directors are as follows:

No.	Name Date of birth	Career summary, position, responsibilities and significant concurrent positions outside the Company	1. Number of the Company's shares owned 2. Special interest with the Company
1	Satoshi Ohoka April 24, 1951	<p>April 1975 Joined The Japan Development Bank (current The Development Bank of Japan)</p> <p>May 2002 Managing Director, The Development Bank of Japan</p> <p>April 2003 Professor, Nihon University</p> <p>April 2003 Lecturer, Keio University</p> <p>April 2003 Lecturer, Graduate School of Chuo University (present position)</p> <p>June 2003 Corporate Auditor of the Company</p> <p>June 2006 Director of the Company (present position)</p> <p>June 2012 LINTEC Corporation Outside Director (present position)</p>	<p>1. 19,000</p> <p>2. None</p>

No.	Name Date of birth	Career summary, position, responsibilities and significant concurrent positions outside the Company	1. Number of the Company's shares owned 2. Special interest with the Company
2	Hiroyuki Kawaguchi July 23, 1959	<p>April 1983 Joined the Company</p> <p>October 1989 Assigned to overseas subsidiary (United States) of the Company for approx. 4 years</p> <p>June 2008 Corporate Officer and General Manager of Finance Department of the Company</p> <p>June 2012 Director, Corporate Officer, and General Manager of the Finance Department of the Company (present position)</p> <p>(Significant concurrent positions outside the Company) President of Ryobi Holdings (USA), Inc.</p>	<p>1. 35,000</p> <p>2. None</p>
3	Takashi Suzuki December 15, 1951	<p>September 1985 Joined the Company</p> <p>June 2008 Corporate Officer and General Manager of the Builders' Hardware Department at Power Equipment Division of the Company</p> <p>January 2015 Corporate Officer, Director of Tokyo Branch Office and General Manager of the Builders' Hardware Division of the Company (present position)</p>	<p>1. 18,000</p> <p>2. None</p>
4	Tatsuyoshi Mochizuki April 24, 1956	<p>April 1979 Joined the Company</p> <p>April 2004 Deputy Plant Manager of Hiroshima Plant of the Die Casting Division of the Company</p> <p>December 2004 President of Ryobi Mirasaka Co. (secondment)</p> <p>March 2010 President of Ryobi Die Casting Dalian Co., Ltd. (secondment)</p> <p>June 2015 Corporate Officer and General Manager of Planning and Development Department of the Die Casting Division of the Company (present position)</p>	<p>1. 2,000</p> <p>2. None</p>

Notes:

1. Satoshi Ohoka is a candidate for Outside Director.
2. The reason for proposing Satoshi Ohoka as a candidate for Outside Director is that we determined that his rich international experience, deep academic expertise and experience can be utilized in management of the Company. In the event that his reelection is approved, he will continue to be an Independent Director in accordance with the rules of the Tokyo Stock Exchange.
3. Satoshi Ohoka is currently an Outside Director of the Company and will have served for 10 years at the conclusion of this Annual General Meeting of Shareholders.
4. Upon approval of reelection of Satoshi Ohoka as a candidate for Outside Director, the Company intends to renew the agreement limiting his liability for damages under Article 423, Paragraph 1 of the Companies Act. The amount of limited liability under this agreement is the amount stipulated by laws and regulations.

Proposal 3: Election of one (1) Corporate Auditor

The term of service of Corporate Auditor Yoichi Arai will come to an end at the conclusion of this Annual General Meeting of Shareholders.

Accordingly, the Company proposes that one (1) Corporate Auditor be elected.

Board of Corporate Auditors has given its consent to this proposal.

The candidate for Corporate Auditor is as follows:

Name Date of birth	Career summary, position and significant concurrent positions outside the Company	1. Number of the Company's shares owned 2. Special interest with the Company
Yoichi Arai April 25, 1944	April 1977 Senior Partner, Yoichi Arai Law Firm (now Arai Sogo Legal Firm) (established) (present position) January 1990 ZUKEN Inc. Outside Auditor (present position) June 2012 Corporate Auditor of the Company (present position)	1. 6,000 2. None

Notes:

1. Yoichi Arai is a candidate for Outside Corporate Auditor.
2. The reason for proposing Yoichi Arai as a candidate for Outside Corporate Auditor is that we determined that his knowledge as an attorney and his broad perspective and experience as senior partner of his law firm can be applied to audits of the Company. Upon approval of his reelection, the Company intends to keep him on as an Independent Auditor in accordance with the rules of the Tokyo Stock Exchange.
3. Yoichi Arai is currently an Outside Corporate Auditor of the Company and will have served for four years at the conclusion of this Annual General Meeting of Shareholders.
4. Upon approval of candidate for Outside Corporate Auditor of Yoichi Arai's reelection, the Company intends to renew the agreement limiting his liability for damages under Article 423, Paragraph 1 of the Companies Act. The amount of limited liability under this agreement is the amount stipulated by laws and regulations.

Proposal 4: Election of one (1) substitute Corporate Auditor

The Company proposes that one (1) substitute Corporate Auditor be elected Outside Corporate Auditor to ensure the continuity of audit operations even in the event of a vacancy.

The Board of Corporate Auditors has given its consent to this proposal.

The candidate for substitute of Corporate Auditor is as follows:

Name Date of birth	Career summary, position and significant concurrent positions outside the Company		1. Number of the Company's shares owned 2. Special interest with the Company
Takashi Shigezaki February 12, 1951	April 1973 June 1981 June 1991	Joined ShibaSoku Co., Ltd. Director, ShibaSoku Co., Ltd. President and CEO, ShibaSoku Co., Ltd. (present position)	1. 23,000 2. None

Notes:

1. Takashi Shigezaki is a candidate for substitute of Outside Corporate Auditor.
2. The reason for proposing Takashi Shigezaki as a candidate for substitute Outside Corporate Auditor is that we determined that his experience in corporate management, rich international experience and broad insight can be applied to audits of the Company.
3. Upon approval of election of Takashi Shigezaki as a candidate for substitute for Outside Corporate and his subsequent assumption of the office of Outside Corporate Auditor due to a vacancy, the Company intends to conclude an agreement limiting his liability for damages under Article 423, Paragraph 1 of the Companies Act. The amount of limited liability under this agreement is the amount stipulated by laws and regulations.