

June 26, 2009

To Our Shareholders

TOTO LTD.
Kunio Harimoto,
President and Representative Director
2-1-1, Nakashima Kokurakita-ku, Kitakyushu City

Notice of Resolutions of the 143rd Ordinary General Meeting of Shareholders

TOTO LTD. (the “Company”) made the following reports and resolutions at the 143rd Ordinary General Meeting of Shareholders held today. Details are as follows:

Reports:

- (1) Report on the substance of the business report, the consolidated financial statements, and the non-consolidated financial statements for the 143rd fiscal period (from April 1, 2008 to March 31, 2009)
- (2) Report on the results of the audit of consolidated financial statements by the Independent Accounting Auditors and the Board of Statutory Auditors

Resolutions:

Agendum No. 1: Partial Amendments to the Articles of Incorporation

It was resolved as proposed, and the Articles of Incorporation was amended as follows: (1) In line with the implementation of the electronic share certificate system by the enforcement of the “Law Amending the Partial Revision of the Commercial Code Concerning Book-Entry Transfer of Corporate Securities for Rationalization of Settlements Related to the Trading of Equities” (Law No. 88 of 2004), the Article and language of relevant provisions of the Articles of Incorporation were deleted or modified, and the necessary provisions were established in the Supplemental Provisions of the Articles of Incorporation for transitional measures concerning the register of lost share certificates; and (2) To clarify the functions and responsibilities of directors by organizing and integrating the allocation of titles to directors to further strengthen corporate governance, language with respect to directors with special titles was deleted or modified.

Agendum No. 2: Election of 17 Directors

The following 17 directors were elected as proposed, and assumed office.

Reappointed directors

Teruo Kise	Kunio Harimoto	Toshio Uzuka	Kenji Ito
Tatsuhiko Saruwatari	Akio Hasunuma	Hiromichi Tabata	Masami Abe
Hitoshi Nakamura	Norio Kondo	Nobuyasu Kariu	Shunji Yamada
Kazumoto Yamamoto	Yutaka Aso		

Newly appointed directors

Toshifumi Shigematsu	Shinichiro Nakazato	Takuma Otoshi
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(Note) Mr. Kazumoto Yamamoto, Mr. Yutaka Aso, and Mr. Takuma Otoshi are independent external directors.

Agendum No. 3: Election of One Statutory Auditor

The following statutory auditor was elected as proposed, and assumed office.

Reappointed auditor

Junichi Minegishi

(Note) Mr. Junichi Minegishi is an external statutory auditor.

At a meeting of the Board of Directors held after the close of this General Meeting of Shareholders, representative directors, the chairman, and corporate officers were elected and assumed office. As a result, the new lineup of the Company's directors, statutory auditors, and corporate officers was as follows as of June 26, 2009.

Directors

Chairman of the Board and Representative Director	Teruo Kise
President and Representative Director	Kunio Harimoto
Executive Vice President and Representative Director	Toshio Uzuka
Executive Vice President and Representative Director	Kenji Ito
Senior Executive Officer and Director	Tatsuhiko Saruwatari
Senior Executive Officer and Director	Akio Hasunuma (Promoted)
Senior Executive Officer and Director	Hiromichi Tabata(Promoted)
Executive Officer and Director	Masami Abe
Executive Officer and Director	Hitoshi Nakamura
Executive Officer and Director	Norio Kondo
Corporate Officer and Director	Nobuyasu Kariu
Corporate Officer and Director	Shunji Yamada
Corporate Officer and Director	Toshifumi Shigematsu
Corporate Officer and Director	Shinichiro Nakazato
Independent External Director	Kazumoto Yamamoto
Independent External Director	Yutaka Aso
Independent External Director	Takuma Otoshi

Statutory Auditors

Statutory Auditor	Kazutoshi Fujihara
Statutory Auditor	Shinya Satake
External Statutory Auditor	Junichi Minegishi
External Statutory Auditor	Tatsuo Kaikawa

Corporate Officers

Executive Officer	Masayuki Kato
Corporate Officer	Yoshimitsu Saeki
Corporate Officer	Kenji Morita
Corporate Officer	Yozo Hirota
Corporate Officer	Hirotohi Naka
Corporate Officer	Madoka Kitamura
Corporate Officer	Ujisada Hirano
Corporate Officer	Shiro Fukumoto
Corporate Officer	Toru Sato
Corporate Officer	Kazuhide Honda
Corporate Officer	Kiyoshi Furube
Corporate Officer	Takashi Higo (newly elected)
Corporate Officer	Kenji Honma (newly elected)
Corporate Officer	Koichi Hirohata (newly elected)
Corporate Officer	Taiichi Aso (newly elected)

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