

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
(Rule 14a-101)

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**The Toro Company**  
(Name of registrant as specified in its charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11
    - (1) Title of each class of securities to which the transaction applies: \_\_\_\_\_
    - (2) Aggregate number of securities to which the transaction applies: \_\_\_\_\_
    - (3) Per unit price or other underlying value of the transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
    - (4) Proposed maximum aggregate value of the transaction: \_\_\_\_\_
    - (5) Total fee paid: \_\_\_\_\_
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
    - (1) Amount Previously Paid: \_\_\_\_\_
    - (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
    - (3) Filing Party: \_\_\_\_\_
    - (4) Date Filed: \_\_\_\_\_
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**\*\*\* Exercise Your *Right to Vote* \*\*\***  
**Important Notice Regarding the Availability of Proxy Materials for the  
Shareholder Meeting to Be Held on March 19, 2019.**

**THE TORO COMPANY**



THE TORO COMPANY  
8111 LINDALE AVENUE SOUTH  
BLOOMINGTON, MN 55420-1196

E55502-P 14298-273409

**Meeting Information**

**Meeting Type:** Annual Meeting  
**For holders as of:** January 22, 2019  
**Date:** March 19, 2019 **Time:** 1:30 PM CDT  
**Location:** The Toro Company  
8111 Lyndale Avenue South  
Bloomington, MN 55420

You can obtain directions to the Annual Meeting by contacting  
The Toro Company's Investor Relations department at  
[invest@thetorocompany.com](mailto:invest@thetorocompany.com)

You are receiving this communication because you hold  
shares in the company named above.

This is not a ballot. You cannot use this notice to vote these  
shares. This communication presents only an overview of  
the more complete proxy materials that are available to you  
on the Internet. You may view the proxy materials online at  
[www.proxyvote.com](http://www.proxyvote.com), scan the QR code on the reverse side,  
or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important  
information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain  
proxy materials and voting instructions.**

# Before You Vote

## How to Access the Proxy Materials

**Proxy Materials Available to VIEW or RECEIVE:**  
NOTICE AND PROXY STATEMENT                      ANNUAL REPORT

**How to View Online:**  
Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com), or scan the QR code below.

**How to Request and Receive a PAPER or E-MAIL Copy:**  
If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before March 5, 2019 to facilitate timely delivery.

## How To Vote

Please Choose One of the Following Voting Methods



**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** Go to [www.proxyvote.com](http://www.proxyvote.com) or from a mobile device, scan the QR code above. Have the information that is printed in the box marked by the arrow → [XXXX XXXX XXXX XXXX] (located on the following page) available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

E55503-P14298-Z73409

**Voting Items**

The Board of Directors recommends you vote **FOR** the following:

1. Election of Directors

**Nominees:**

- 01) Jeffrey L. Harmening
- 02) Joyce A. Mullen
- 03) Richard M. Olson
- 04) James C. O'Rourke

The Board of Directors recommends you vote **FOR** proposals 2 and 3.

2. Ratification of the selection of KPMG LLP as our independent registered public accounting firm for our fiscal year ending October 31, 2019.
3. Approval of, on an advisory basis, our executive compensation.

**NOTE:** In their discretion, the proxies are authorized to vote on any other business properly brought before the annual meeting or any adjournment or postponement of the annual meeting.

E55504-P14298-273409

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