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(Securities Code No.: 4183)

June 4, 2012

Mitsui Chemicals, Inc.
5-2, Higashi-Shimbashi 1-chome,
Minato-ku, Tokyo, Japan
Toshikazu Tanaka, President

**CONVOCAION NOTICE FOR
THE 15th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 15th Ordinary General Meeting of Shareholders of Mitsui Chemicals, Inc. (the "Company") will be held as detailed below, and your attendance is cordially requested.

In the event that you are unable to attend the meeting, you may exercise your voting rights in writing or electronically (via the Internet, etc.). Please exercise your voting rights, after reviewing the attached reference materials.

- 1. Date and Time:** Tuesday, June 26, 2012 at 10:00 a.m. (Reception desk opens at 9:00 a.m.)
2. Place: Nihonbashi Mitsui Hall, 4th floor of Coredo Muromachi,
2-1, Nihonbashi-Muromachi 2-chome, Chuo-ku, Tokyo, Japan

3. Agenda

A. Reports

1. Business report, consolidated financial statements and the results of auditing consolidated financial statements by accounting auditors and Board of Corporate Auditors for the 15th fiscal year (April 1, 2011 to March 31, 2012)
2. Non-consolidated financial statements for the 15th fiscal year (April 1, 2011 to March 31, 2012)

B. Proposals

- No. 1:** Appropriation of surplus
No. 2: Partial amendment of the Articles of Incorporation
No. 3: Election of ten (10) Directors
No. 4: Election of one (1) Corporate Auditor

4. Exercise of voting rights

(1) Exercise of voting rights in writing (by mail)

Indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and send the completed form to the Company to arrive no later than **5:40 p.m. on Monday, June 25, 2012.**

(2) Exercise of voting rights electronically (via the Internet, etc.)

Read the “Guidance for the Exercise of Voting Rights via the Internet, etc.” on page 21 and 22, access the website designated by the Company for exercising voting rights (<http://www.web54.net>), and use the voting right exercise code and password shown on the enclosed Voting Rights Exercise Form. Then, indicate your approval or disapproval for each of the proposals following the instructions on the display. Your vote must be transmitted by no later than **5:40 p.m. on Monday, June 25, 2012.**

Shareholders participating in the Electronic Voting Rights Exercise Platform for Institutional Investors, operated by Investor Communications Japan Inc., may exercise their voting rights through that platform.

(3) Handling multiple exercises of voting rights

When voting rights are exercised in duplicate, both in writing and via the Internet, etc., the vote that is received last shall be deemed effective. However, if votes arrive on the same day, the vote cast via the Internet, etc. shall be deemed effective.

When voting rights are exercised via the Internet, etc. more than once, the last vote shall be deemed effective.

*Attendees are kindly requested to submit the enclosed Voting Rights Exercise Form at the reception desk at the entrance to the meeting hall.

*Included in the documents that should be provided by the Company when providing this Convocation Notice are the notes to consolidated financial statements and the notes to non-consolidated financial statements. As provided for by laws and regulations and the Company’s Articles of Incorporation, these documents are posted on the Company’s website (<http://jp.mitsuichem.com/ir/index.htm>) and are not included as accompanying material to this document. As a result, the accompanying material to this document includes one part of the materials that are the target of the audit by the Corporate Auditors and the accounting auditors.

*Any revisions made to the reference materials, business report, non-consolidated financial statements and consolidated financial statements will be posted on the Company’s website (<http://jp.mitsuichem.com/ir/index.htm>).

Consolidated Balance Sheet

(As of March 31, 2012)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS	1,256,303	LIABILITIES	840,532
Current Assets:	661,311	Current Liabilities:	451,507
Cash and time deposits	54,340	Notes and accounts payable-trade	194,025
Notes and accounts receivable-trade	274,500	Short-term bank loans	96,492
Short-term investment securities	2,212	Current portion of long-term debt	24,482
Inventories	248,397	Commercial papers	18,700
Deferred tax assets	10,061	Current portion of bonds	30,000
Accrued revenue	62,418	Lease obligations	121
Other current assets	9,954	Accounts payable-other	52,857
Allowance for doubtful accounts	(571)	Income taxes payable	3,978
		Allowance for directors' bonuses	35
		Reserve for periodic repairs	9,165
		Other current liabilities	21,652
Fixed Assets:	594,992	Long-term Liabilities:	389,025
Property, plant and equipment	430,629	Bonds	93,000
Buildings and structures	107,035	Long-term debt	201,501
Machinery and transportation equipment	139,409	Lease obligations	477
Land	165,210	Deferred tax liabilities	13,561
Construction in progress	11,630	Provision for retirement benefits	53,150
Other	7,345	Reserve for directors' retirement bonuses	313
		Reserve for periodic repairs	3,832
		Provision for environmental measures	7,264
		Asset retirement obligations	2,345
		Other long-term liabilities	13,582
Intangible fixed assets	11,612		
Goodwill	1,320		
Software	5,016		
Other	5,276		
Investments and other assets	152,751	NET ASSETS	415,771
Investment securities	93,850	Shareholders' Equity:	396,498
Deferred tax assets	3,213	Common stock	125,053
Other	56,463	Capital surplus	91,065
Allowance for doubtful accounts	(775)	Retained earnings	194,648
		Treasury stock	(14,268)
		Accumulated Other Comprehensive Income:	(29,062)
		Net unrealized gain or loss on other securities	8,179
		Deferred gain or loss on hedges	(81)
		Foreign currency translation adjustments	(37,160)
		Minority Interests:	48,335
Total	1,256,303	Total	1,256,303

Consolidated Statement of Income

(April 1, 2011 to March 31, 2012)

(Millions of yen)

Item	Amount	
Net sales:		1,454,024
Cost of sales:		1,261,201
Gross profit		192,823
Selling, general and administrative expenses:		171,259
Operating income		21,564
Non-operating income:		
Interest and dividends income	3,341	
Amortization of negative goodwill	683	
Equity in earnings of non-consolidated subsidiaries and affiliates	5,541	
Other	5,559	15,124
Non-operating expenses:		
Interest expenses	7,061	
Loss on suspension of operations	1,002	
Foreign exchange losses	1,150	
Other	4,591	13,804
Ordinary income		22,884
Extraordinary profit:		
Gain on sale of property, plant and equipment	2,374	
Gain on sale of investment securities	19	
Gain on transfer of business	543	
Gain on contribution of securities to retirement benefit trust	7,376	
Reversal of provision for environmental measures	2,194	12,506
Extraordinary loss:		
Loss on disposal of property, plant and equipment	2,950	
Loss on sale of property, plant and equipment	68	
Impairment loss	12,906	
Loss on restructuring of subsidiaries and affiliates	674	
Loss on devaluation of investment securities	1,053	
Loss on disaster	1,386	19,037
Income before income taxes and minority interests		16,353
Current income taxes	9,703	
Deferred income taxes	(916)	8,787
Income before minority interests		7,566
Minority interests in income		8,573
Net loss		1,007

Consolidated Statements of Changes in Net Assets

(April 1, 2011 to March 31, 2012)

(Millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	125,053	91,065	201,692	(14,254)	403,556
Changes during the term					
Dividends from surplus			(6,011)		(6,011)
Net loss			(1,007)		(1,007)
Acquisition of treasury stock				(55)	(55)
Disposal of treasury stock			(26)	41	15
Changes in items other than shareholders' equity during the term (net)					
Total changes during the term	—	—	(7,044)	(14)	(7,058)
Balance at the end of current period	125,053	91,065	194,648	(14,268)	396,498

	Accumulated other comprehensive income				Minority interests	Total net assets
	Net unrealized gain or loss on other securities	Deferred gain or loss on hedges	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at the beginning of current period	11,490	120	(31,426)	(19,816)	47,361	431,101
Changes during the term						
Dividends from surplus						(6,011)
Net loss						(1,007)
Acquisition of treasury stock						(55)
Disposal of treasury stock						15
Changes in items other than shareholders' equity during the term (net)	(3,311)	(201)	(5,734)	(9,246)	974	(8,272)
Total changes during the term	(3,311)	(201)	(5,734)	(9,246)	974	(15,330)
Balance at the end of current period	8,179	(81)	(37,160)	(29,062)	48,335	415,771

Non-consolidated Balance Sheet

(As of March 31, 2012)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS	990,598	LIABILITIES	710,843
Current Assets:	395,533	Current Liabilities:	365,874
Cash and time deposits	33,549	Accounts payable-trade	134,330
Notes receivable-trade	245	Short-term bank loans	69,482
Accounts receivable-trade	182,183	Current portion of long-term debt	19,670
Merchandise and products	67,973	Commercial papers	18,000
Work in process	2,343	Current portion of bonds	30,000
Raw materials and supplies	29,814	Lease obligations	99
Advance payments-trade	2,515	Accounts payable-other	40,358
Prepaid expenses	1,030	Accrued expenses	9,109
Short-term loans receivable	4,856	Income taxes payable	220
Deferred tax assets	5,668	Advances received	111
Accrued revenue	62,630	Deposits received	36,215
Other current assets	2,792	Reserve for periodic repairs	7,329
Allowance for doubtful accounts	(65)	Reserve for loss on debt guarantees	854
		Other current liabilities	97
Fixed Assets:	595,065	Long-term Liabilities:	344,969
Property, plant and equipment	276,226	Bonds	90,000
Buildings	45,320	Long-term debt	183,830
Structures	21,536	Lease obligations	174
Machinery and equipment	54,215	Deferred tax liabilities	4,699
Transportation equipment	120	Provision for retirement benefits	48,065
Tools, furniture and fixtures	3,377	Reserve for periodic repairs	1,521
Land	144,277	Provision for environmental measures	7,264
Construction in progress	7,381	Asset retirement obligations	482
		Other long-term liabilities	8,934
Intangible fixed assets	4,630		
Industrial property rights	519	NET ASSETS	279,755
Licenses	509	Shareholders' Equity:	272,603
Software	3,602	Common stock	125,053
		Capital surplus	93,783
Investments and other assets	314,209	Capital reserve	93,783
Investment securities	42,375	Retained earnings	68,035
Investment in common stock of subsidiaries and affiliates	213,532	Legal reserve	12,506
Investment in capital	571	Other retained earnings	55,529
Investment in capital of subsidiaries and affiliates	10,525	Reserve for reduction of acquisition cost of fixed assets	3,803
Long-term loans receivable	1,421	Reserve for dividends	10,000
Claims provable in bankruptcy, claims provable in rehabilitation and other	653	General reserve	28,070
Long-term loans receivable from subsidiaries and affiliates	2,221	Retained earnings carried forward	13,656
Long-term prepaid expenses	935	Treasury stock	(14,268)
Prepaid pension cost	37,211	Valuation and Translation Adjustments:	7,152
Other	5,489	Net unrealized gain or loss on other securities	7,174
Allowance for doubtful accounts	(724)	Deferred gain or loss on hedges	(22)
Total	990,598	Total	990,598

Non-consolidated Statement of Income

(April 1, 2011 to March 31, 2012)

(Millions of yen)

Item	Amount	
Net sales:		857,301
Cost of sales:		794,930
Gross profit		62,371
Selling, general and administrative expenses:		83,542
Operating loss		21,171
Non-operating income:		
Interest and dividends income	35,029	
Rent income	1,258	
Other	2,750	39,037
Non-operating expenses:		
Interest expenses	5,879	
Foreign exchange losses	1,552	
Loss on suspension of operations	992	
Other	4,377	12,800
Ordinary income		5,066
Extraordinary profit:		
Gain on sale of property, plant and equipment	2,313	
Gain on transfer of business	543	
Gain on contribution of securities to retirement benefit trust	7,376	
Reversal of provision for environmental measures	2,194	12,426
Extraordinary loss:		
Loss on disposal of property, plant and equipment	2,038	
Loss on sale of property, plant and equipment	34	
Impairment loss	11,999	
Loss on restructuring of subsidiaries and affiliates	1,109	
Loss on devaluation of investment securities	903	
Loss on disaster	1,341	17,424
Income before income taxes		68
Current income taxes	715	
Deferred income taxes	(3,765)	(3,050)
Net income		3,118

Non-consolidated Statements of Changes in Net Assets
(April 1, 2011 to March 31, 2012)

(Millions of yen)

	Shareholders' equity							Total shareholders' equity
	Common stock	Capital surplus		Retained earnings			Treasury stock	
		Capital reserve	Total capital surplus	Legal reserve	Other retained earnings	Total retained earnings		
Balance at the beginning of current period	125,053	93,783	93,783	12,506	58,448	70,954	(14,254)	275,536
Changes during the term								
Dividends from surplus					(6,011)	(6,011)		(6,011)
Net income					3,118	3,118		3,118
Acquisition of treasury stock							(55)	(55)
Disposal of treasury stock					(26)	(26)	41	15
Changes in items other than shareholders' equity during the term (net)								
Total changes during the term	—	—	—	—	(2,919)	(2,919)	(14)	(2,933)
Balance at the end of current period	125,053	93,783	93,783	12,506	55,529	68,035	(14,268)	272,603

	Valuation and translation adjustments			Total net assets
	Net unrealized gain or loss on other securities	Deferred gain or loss on hedges	Total valuation and translation adjustments	
Balance at the beginning of current period	10,496	23	10,519	286,055
Changes during the term				
Dividends from surplus				(6,011)
Net income				3,118
Acquisition of treasury stock				(55)
Disposal of treasury stock				15
Changes in items other than shareholders' equity during the term (net)	(3,322)	(45)	(3,367)	(3,367)
Total changes during the term	(3,322)	(45)	(3,367)	(6,300)
Balance at the end of current period	7,174	(22)	7,152	279,755

Note: Breakdown of other retained earnings

	Reserve for reduction of acquisition cost of fixed assets	Reserve for dividends	General reserve	Retained earnings carried forward	Total
Balance at the beginning of current period	3,624	10,000	28,070	16,754	58,448
Changes during the term					
Dividends from surplus				(6,011)	(6,011)
Net income				3,118	3,118
Disposal of treasury stock				(26)	(26)
Provision of reserve for reduction of acquisition cost of fixed assets	287			(287)	—
Reversal of reserve for reduction of acquisition cost of fixed assets	(108)			108	—
Total changes during the term	179	—	—	(3,098)	(2,919)
Balance at the end of current period	3,803	10,000	28,070	13,656	55,529

REFERENCE MATERIALS

Proposals and Reference Matters

No. 1: Appropriation of surplus

We propose the following appropriation of surplus:

Year-end dividends

The Company gives top priority to the issue of increasing corporate value through business growth and expansion and regards the return of profits to shareholders as a key management issue.

In appropriating profits, we give consideration to all aspects including returns on shareholder investment and the securing of internal reserves for our future growth and expansion.

We strive to return profits to our shareholders based on consolidated performance results and maintain stable dividends from a medium to long term perspective while taking into account consolidated payout ratio and consolidated dividends on equity (DOE). Specifically, we aim to achieve a consolidated payout ratio of 25% or more, and DOE of 2% or more.

Aiming to improve earnings, we allot internal reserves for not only loans and investments to further accelerate the growth and expansion of our businesses and more quickly realize the business portfolios that we should pursue but also research and development to create new innovative technologies.

In fiscal 2011, the Company was unable to avoid recording a loss. Moreover, the future outlook for the business environment remains uncertain. However, we propose to pay year-end dividends for the fiscal year under review as shown below, as we recognize the importance of returning profits to shareholders.

(1) Type of dividend property

Cash

(2) Allocation of dividend property and total amount thereof

We propose a year-end dividend of ¥3.00 per share as the same amount as the previous fiscal year. The total amount of dividends will be ¥3,005,309,895.

Consequently, the annual dividend for the fiscal year under review will be ¥6.00 per share, including the already paid interim dividend of ¥3.00 per share.

(3) Effective date of dividends from surplus

June 27, 2012

No. 2: Partial amendment of the Articles of Incorporation

1. Reasons for amendments

(1) To reflect the current circumstances of the businesses of the Company and its subsidiaries, we propose to change Article 2 of the current Articles of Incorporation to clarify the business activities, rearrange the order in which business activities are listed pursuant to the business nature, remove those activities that the Company no longer performs, and state the core business activities as outlined in the Fiscal 2011 Medium-Term Management Plan.

(2) We propose to amend Article 5 of the current Articles of Incorporation to change the Company's method of public notice from the Nihon Keizai Shimbun to an electronic method of public notice to improve convenience and to adopt a more rational method of public notice. We also propose to stipulate the course of action should unavoidable circumstances prohibit electronic public notice.

(3) We propose to amend Article 23 of the current Articles of Incorporation and newly create Article 25 to clearly provide for in the Articles of Incorporation an Executive Officer System that is centered on the Company's business execution system, to clarify the execution of business decided by the Board of Directors that is carried out by the Executive Officers, and clearly state that positions of President, Executive Vice President, Senior Managing Executive Officer and Managing Executive Officer can be granted to Executive Officers. As a result of adding this new article, Article 25 of the current Articles of Incorporation will become Article 26 and each subsequent article will also be renumbered.

2. Details of amendments

We propose to change parts of the current Articles of Incorporation as indicated by the proposed amendments below.

(The underlined portion indicates the proposed place of amendment while the * indicates a rearrangement of the order in which items are listed.)

Current Articles of Incorporation	Proposed Amendments	Remarks
(Purpose) Article 2. The purpose of the Company shall be to engage in the following business:	(Purpose) Article 2. (Same as present)	
2.1 Manufacture, processing, sale and purchase of the following products:	2.1 (Same as present)	
1) Ethylene, propylene, butylene and aromatic products and other petrochemical products;	1) (Same as present)	
2) Inorganic industrial chemicals, organic industrial chemicals and gas products;	2) (Same as present)	
3) High molecular compounds such as synthetic resin, synthetic fiber and synthetic rubber;	3) (Same as present)	
4) Insecticides, germicides, herbicides and other agricultural chemicals;	4) Dyestuffs, pigments, paints, <u>adhesives</u> and solvents;	Words added *

Current Articles of Incorporation	Proposed Amendments	Remarks
5) Medical supplies, non-medical supplies, cosmetics, medical supplies for animals, medical materials <u>and medical devices</u> ;	5) Ammonium sulfate, urea, calcium phosphate and other chemical fertilizers;	*
6) Catalysts;	6) (Same as present)	
7) Dyestuffs, pigments, paints and solvents;	7) Insecticides, germicides, herbicides and other agricultural chemicals;	*
8) Ammonium sulfate, urea, calcium phosphate and other chemical fertilizers;	8) Medical supplies, non-medical supplies, medical supplies for animals, medical materials, <u>medical equipment</u> , cosmetics, and <u>healthcare materials such as dental materials and optical lens materials</u> ;	Wording amended *
9) Food, food additives, livestock feed, livestock feed additives and enzymes;	9) Nonwoven <u>for hygiene and industry, etc.</u> ;	Words added *
10) Nonwoven fabrics;	10) Food, food additives, livestock feed, livestock feed additives and enzymes;	*
11) Civil engineering, building, housing and agricultural materials;	11) <u>Materials for equipment relating to electronic information, environment and energy</u> ;	Wording amended *
(Newly established)	12) <u>Film for packaging and industry, and highly functional film and sheets</u> ;	Newly established
12) Logistic materials such as pallets for loading, pallets for transport and packaging bags;		
13) <u>Electronic equipment and related materials</u> ;	13) Civil engineering, building, housing and agricultural materials;	*
14) <u>Amorphous metals and other manmade minerals</u> .	(Deleted)	Deleted
2.2 Design, fabrication, installation, sale, purchase and technical guidance with respect to facilities, systems and equipment for use for chemical industry, environmental preservation, water treatment and other purposes, and design, installation and supervision of civil engineering, building and other construction projects.	2.2 Production, sale and purchase of seeds/seedlings, vegetables and other farm products.	*

Current Articles of Incorporation	Proposed Amendments	Remarks
2.3 Design, fabrication, sale, purchase and technical guidance with respect to computer software and related systems.	2.3 Mining, processing, sale and purchase of petroleum, flammable natural gas and other minerals.	*
2.4 Production, sale and purchase of seeds/seedlings, vegetables and other farm products.	2.4 Import and export relating to the businesses provided for in each of the preceding paragraphs.	*
2.5 Import and export relating to the businesses provided for in each of the preceding paragraphs.	2.5 Design, fabrication, installation, sale, purchase and technical guidance with respect to facilities, systems and equipment for use for chemical industry, environmental preservation, water treatment and other purposes, and design, installation and supervision of civil engineering, building and other construction projects.	*
2.6 Collection, transportation, processing and reprocessing of industrial and general wastes and sale and purchase of reprocessed materials.	2.6 Undertaking of contracts for chemical and other analyses, testing, inspection of chemicals and investigation relating thereto, and technical guidance relating thereto.	*
2.7 Trucking, freight agency, coastal shipping, port transportation and warehousing businesses.	2.7 Operation of <u>medical, health, nursery and</u> gymnastic systems and facilities.	Wording amended *
2.8 Non-life insurance agency and affairs relating to solicitation of life insurance.	2.8 Design, fabrication, sale, purchase and technical guidance with respect to computer software and related systems.	*
2.9 Undertaking of contracts for chemical and other analyses, testing, inspection of chemicals and investigation relating thereto, and technical guidance relating thereto.	2.9 Undertaking of contracts for the collection and processing of information and research relating thereto, and technical guidance relating thereto.	*
2.10 <u>Development, design, fabrication, installation, sale and purchase of gymnastic and play equipment,</u> and operation of <u>gymnastic and play</u> systems and facilities.	2.10 Non-life insurance agency and affairs relating to solicitation of life insurance.	*
2.11 Sale, purchase, lease, brokerage and management of real estate.	2.11 (Same as present)	
2.12 Mining, processing, sale and purchase of petroleum, flammable natural gas and other minerals.	2.12 Travel agency under the Travel Law.	*
2.13 Travel agency under the Travel Law.	2.13 Temporary work service and placement businesses.	*

Current Articles of Incorporation	Proposed Amendments	Remarks
2.14 Temporary work service and placement businesses.	2.14 Collection, transportation, processing and reprocessing of industrial and general wastes and sale and purchase of reprocessed materials.	*
2.15 Undertaking of contracts for the collection and processing of information and research relating thereto, and technical guidance relating thereto.	2.15 Trucking, freight agency, coastal shipping, port transportation and warehousing businesses.	*
2.16 Supply of electricity.	2.16 <u>Generation and</u> supply of electricity.	Words added
2.17 Consultation and survey, sale, purchase and licensing of technical information such as inventions and know-how, relating to the businesses provided for in each of the preceding paragraphs.	2.17 (Same as present)	
2.18 Any business incidental to or related to the businesses provided for in each of the preceding paragraphs.	2.18 (Same as present)	
(Method of Public Notice)	(Method of Public Notice)	
Article 5. Public notices of the Company <u>shall be carried in the Nihon Keizai Shimbun.</u>	Article 5. Public notices of the Company <u>shall be made by electronic public notice; provided, however, should accident or unavoidable circumstance prohibit electronic public notice, such notices shall be carried in the Nihon Keizai Shimbun.</u>	Words added
(Representative Director, Etc.)	(Representative Director, Etc.)	
Article 23.	Article 23.	
23.1 By resolution of the Board of Directors the Company shall have more than one Representative Director.	23.1 (Same as present)	
23.2 By resolution of the Board of Directors the Company <u>shall have one President.</u>	23.2 By resolution of the Board of Directors the Company shall have one President <u>selected from Directors and may have one Chairman and one Vice Chairman selected from Directors.</u>	Paragraph 2 amended

Current Articles of Incorporation	Proposed Amendments	Remarks
<p data-bbox="284 230 719 483">23.3 <u>By resolution of the Board of Directors the Company may have one Chairman of the Board of Directors and one Vice Chairman of the Board of Directors and more than one Executive Vice President, Senior Managing Director and Managing Director.</u></p> <p data-bbox="395 573 611 607">(Newly established)</p>	<p data-bbox="774 230 935 264">23.3 (Deleted)</p> <p data-bbox="774 512 986 546"><u>(Executive Officer)</u></p> <p data-bbox="774 573 890 607"><u>Article 25.</u></p> <p data-bbox="774 631 1203 976"><u>The Company may, by resolution of the Board of Directors, appoint Executive Officers. The Board of Directors may delegate the execution of business decided by the Board of Directors to Executive Officers and Executive Officers may be granted the position of President, Executive Vice President, Senior Managing Executive Officer, Managing Executive Officer, or other positions.</u></p> <p data-bbox="774 1010 1214 1104">(Renumbering of Articles 25 to 34 of the current Articles of Incorporation so they become Articles 26 to 35.)</p>	<p data-bbox="1249 230 1377 293">Paragraph 3 deleted</p> <p data-bbox="1249 573 1369 636">Newly established</p>

No. 3: Election of ten (10) Directors

As the terms of office of all eleven (11) Directors will expire at the close of this Ordinary General Meeting of Shareholders, we propose the election of ten (10) Directors. To enhance corporate governance and increase the transparency of management, two (2) of the ten (10) are candidates for Outside Directors.

Director candidates are as follows:

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
1	Kenji Fujiyoshi (Feb. 14, 1944)	Apr. 1969 Joined the Company June 1997 Director of the Company June 2001 Managing Director of the Company June 2003 Senior Managing Director of the Company June 2005 President of the Company June 2009 Chairman of the Company June 2010 Chairman and Director of the Company (to present)	89,000
2	Toshikazu Tanaka (Feb. 7, 1945)	Apr. 1968 Joined Toyo Koatsu Industries, Inc. (Mitsui Toatsu Chemicals, Inc.) June 1999 Director of the Company June 2003 Managing Director of the Company June 2005 Executive Vice President of the Company June 2009 President of the Company Apr. 2012 President & CEO of the Company (to present) (Supervision of general business execution; in charge of Corporate Communications Div., Representative in China, Representative in Europe, Representative in U.S., Mitsui Chemicals Tohcello, Inc. and M & A)	104,000
3	Koichi Sano (Aug. 30, 1948)	Apr. 1971 Joined the Company June 2003 Executive Officer of the Company June 2005 Managing Director of the Company June 2009 Executive Vice President of the Company Apr. 2012 Executive Vice President of the Company (to present) (Assistant to the President; in charge of the RC & Quality Assurance Div., Corporate Administration Div., Legal Div., Finance & Accounting Div., Information Management Div., and Responsible Care Committee)	36,200

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
4	Kiichi Suzuki (May 23, 1949)	<p>Apr. 1973 Joined Mitsui Toatsu Chemicals, Inc.</p> <p>June 2003 Executive Officer of the Company General Manager, Corporate Planning Div.</p> <p>June 2005 Executive Officer of the Company General Manager, Fine & Performance Chemicals Div., Functional Chemicals & Engineered Materials Business Group</p> <p>Apr. 2007 Managing Executive Officer of the Company Business Sector President, Advanced Chemicals Business Sector</p> <p>June 2007 Managing Director of the Company Business Sector President, Advanced Chemicals Business Sector</p> <p>June 2009 Senior Managing Director of the Company Business Sector President, Advanced Chemicals Business Sector</p> <p>Apr. 2010 Senior Managing Director of the Company</p> <p>June 2011 Senior Managing Director of the Company General Manager, R&D Strategy Div.</p> <p>Apr. 2012 Member of the Board, Senior Managing Executive Officer of the Company (to present) (In charge of New Market Development (Automotive Materials) Div., New Materials Development Center, Environment & Energy Business Development Div., R&D Strategy Div., Mitsui Chemicals Singapore R&D Centre Pte. Ltd., Research Center, and Sodegaura Safety, Environment & Administration Div.)</p>	12,000

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
5	Yasuji Omura (Feb. 14, 1954)	<p>Apr. 1979 Joined the Company</p> <p>June 2005 Executive Officer of the Company General Manager, Planning & Coordination Div., Basic Chemicals Business Group</p> <p>Apr. 2007 Executive Officer of the Company General Manager, PTA & PET Div., Basic Chemicals Business Sector</p> <p>Apr. 2009 Managing Executive Officer of the Company General Manager, Corporate Planning Div., Corporate Management Center</p> <p>June 2009 Managing Director of the Company Representative in China, Center Executive, Corporate Management Center, and General Manager, Corporate Planning Div., Corporate Management Center</p> <p>Apr. 2010 Managing Director of the Company General Manager, Corporate Planning Div. and General Manager, Internal Control Div.</p> <p>June 2011 Senior Managing Director of the Company General Manager, Internal Control Div.</p> <p>Apr. 2012 Member of the Board, Senior Managing Executive Officer of the Company General Manager, Internal Control Div. (to present) (In charge of Corporate Planning Div. and Internal Control Div.)</p>	39,000
6	Gen Takemoto (Jan. 12, 1952)	<p>Apr. 1974 Joined the Company</p> <p>Apr. 2007 Executive Officer of the Company General Manager, Ichihara Works, Production & Technology Center</p> <p>Oct. 2009 Managing Executive Officer of the Company Deputy Business Sector President, Basic Chemicals Business Sector</p> <p>Apr. 2010 Managing Executive Officer of the Company Business Sector President, Petrochemicals Business Sector</p> <p>June 2011 Managing Director of the Company Business Sector President, Production & Technology Center</p> <p>Apr. 2012 Member of the Board, Managing Executive Officer of the Company Business Sector President, Production & Technology Center (to present) (In charge of Production & Technology Center, Works, SCM Div., Purchasing Div., and Logistics Div.)</p>	28,000

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
7	Etsuo Takenouji (Sep. 28, 1948)	<p>Apr. 1972 Joined Du Pont Far East Inc. – Japan</p> <p>Oct. 1993 Director of Du Pont Kabushiki Kaisha</p> <p>Jan. 1996 Executive Director of the company</p> <p>Sep. 1997 Executive Director of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Jan. 2002 Senior Managing Director of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Jan. 2003 Executive Vice President of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Sep. 2010 Joined the Company</p> <p>June 2011 Director of the Company</p> <p>Apr. 2012 Member of the Board, Managing Executive Officer of the Company (to present) (In charge of Mitsui Chemicals Asia Pacific, Ltd., Mitsui Chemicals (Shanghai) Co., Ltd., Mitsui Chemicals America, Inc., Mitsui Chemicals Europe GmbH, Human Resources Div., Affiliates Coordination Div., CSR Div., CSR Committee, and Risk Compliance Committee)</p>	13,000
8	Tsutomu Tannowa (Oct. 26 1951)	<p>Apr. 1976 Joined Mitsui Toatsu Chemicals, Inc.</p> <p>June 2005 General Manager, Industrial Chemicals Div. of the Company</p> <p>Apr. 2007 Executive Officer of the Company General Manager, Human Resources & Employee Relations Div.</p> <p>Apr. 2010 Managing Executive Officer of the Company Business Sector President, Basic Chemicals Business Sector</p> <p>Apr. 2012 Managing Executive Officer of the Company (to present) (In charge of Petrochemicals Business Sector, Basic Chemicals Business Sector, Polyurethane Business Sector, Functional Polymeric Materials Business Sector, Functional Chemicals Business Sector and Branch Offices)</p>	14,000
9	Taeko Nagai (Jan. 30, 1938)	<p>Apr. 1960 Joined Japan Broadcasting Corporation (NHK)</p> <p>Aug. 1990 Manager of the Urawa (currently Saitama) Station of NHK</p> <p>June 1993 Senior Commentator of NHK (specializing in culture and education)</p> <p>Apr. 1997 Director of Setagaya Culture and Life Information Center</p> <p>Jan. 2005 Vice President of NHK</p> <p>June 2009 Vice President of Setagaya Arts Foundation (to present)</p> <p>June 2010 Director of the Company (to present)</p> <p>Significant concurrent positions Vice President of Setagaya Arts Foundation</p>	0

Candidate Number	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
10	Yoshio Suzuki (Nov. 1, 1945)	<p>Apr. 1970 Appointed as public prosecutor</p> <p>Apr. 1983 Professor at the Legal Training and Research Institute</p> <p>Mar. 1987 Manager of the Tax Litigation Division of the Litigation Bureau at the Ministry of Justice</p> <p>June 1997 General Manager of the Criminal Division of the Tokyo High Public Prosecutors Office</p> <p>Apr. 1999 Chief Prosecutor at the Otsu District Public Prosecutors Office</p> <p>Feb. 2003 General Manager of General Affairs at the Supreme Public Prosecutors Office</p> <p>Dec. 2006 Superintending Prosecutor at the Hiroshima High Public Prosecutors Office</p> <p>Jan. 2008 Retired as public prosecutor</p> <p>Apr. 2008 Registered as an attorney Joined Ichibancho Sogo Law Office (to present) Professor at the Chuo Law School (to present)</p> <p>June 2010 Director of the Company (to present)</p> <p>Significant concurrent positions Attorney at Ichibancho Sogo Law Office Professor at the Chuo Law School</p>	7,000

- Notes:
- There are no conflicts of interests between the Company and the above candidates for Directors.
 - Taeko Nagai and Yoshio Suzuki are candidates for Outside Directors. The Company has designated them as independent officers who are unlikely to cause a conflict of interests with ordinary shareholders and has reported this to the Tokyo Stock Exchange, in accordance with the rules stipulated by that exchange. If Taeko Nagai and Yoshio Suzuki are reelected as Outside Directors, the Company will continue to appoint them as independent officers.
 - Reasons for nominating Taeko Nagai and Yoshio Suzuki as candidates for Outside Directors and our judgment of their being capable of properly executing duties as Outside Directors:
 - Taeko Nagai
Taeko Nagai has worked at Japan Broadcasting Corporation for many years, and now serves as vice president of an arts foundation. We expect that she will provide useful advice on the Company's management based on her expertise and experience in culture, education, consumer economy, and other fields. Hence, we believe she is the right person for the post of Outside Director.
 - Yoshio Suzuki
Yoshio Suzuki has worked in the public prosecutors offices and the Ministry of Justice for many years, and has expertise in the legal field. We expect that he will provide useful advice on the Company's promotion of compliance based on his broad experience in legal circles. Hence, we believe he is the right person for the post of Outside Director.
 - Taeko Nagai and Yoshio Suzuki are currently Outside Directors of the Company. At the close of this Ordinary General Meeting of Shareholders, they will have served as Outside Directors for two (2) years.
 - The Company has concluded liability limitation contracts with Taeko Nagai and Yoshio Suzuki in accordance with Article 427, Paragraph 1 of the Companies Act to limit the liability for damages provided in Article 423, Paragraph 1 of the Companies Act. Under these contracts, the maximum liability for damages shall be the amount provided by laws and regulations. If Taeko Nagai and Yoshio Suzuki are reelected as Outside Directors, the Company will continue the said contracts with them.

No. 4: Election of one (1) Corporate Auditor

As the term of office of Corporate Auditor Hidenori Toki will expire at the close of this Ordinary General Meeting of Shareholders, we propose the election of one (1) Corporate Auditor.

The consent of the Board of Corporate Auditors has been obtained for this proposal.

Corporate Auditor candidate is as follows:

Name (Date of Birth)	Career Summary, Positions at the Company, and Significant Concurrent Positions Outside the Company	Number of Shares of the Company Owned
Shigeru Iwabuchi (Jan. 31, 1952)	Apr. 1974 Joined the Company Oct. 2003 Executive Officer of the Company General Manager, Polyethylene Div. Apr. 2005 Contract Assistant to Executive Officer of the Company Director of Prime Polymer Co., Ltd. General Manager, Planning & Coordination Div. Apr. 2007 Contract Assistant to Managing Executive Officer of the Company Director of Prime Polymer Co., Ltd. General Manager, Planning & Coordination Div. June 2007 Contract Assistant to Managing Executive Officer of the Company President of Prime Polymer Co., Ltd. June 2009 Contract Assistant to Senior Managing Executive Officer of the Company President of Prime Polymer Co., Ltd. Apr. 2010 Senior Managing Executive Officer of the Company June 2010 Senior Managing Director of the Company Apr. 2012 Director of the Company (to present)	32,000

Note: There are no conflicts of interests between the Company and the above candidate for Corporate Auditor.

Guidance for the Exercise of Voting Rights via the Internet, etc.

1. Exercise of Voting Rights via the Internet

Voting rights can be exercised via the Internet only on the website designated for exercising voting rights (<http://www.web54.net>), which can be accessed on a personal computer. When using this website, please read and confirm the following.

In exercising voting rights via the Internet, enter the voting right exercise code and the password shown on the right of the Voting Rights Exercise Form, and follow the instructions on the display.

(1) Handling the exercise of voting rights

- a. Voting rights shall be exercised via the Internet by no later than 5:40 p.m. on the day before the General Meeting of Shareholders.
- b. When voting rights are exercised in duplicate, both in writing and via the Internet, the vote that is received last shall be deemed effective. However, if votes arrive on the same day, the vote cast via the Internet shall be deemed effective.
- c. When voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.

(2) Handling passwords

- a. The password is used as a means to confirm that the person exercising his or her voting rights is the shareholder in question. You are advised to carefully store your password, the same as you would for a registered seal or personal ID code. We cannot accept inquiries about passwords over the telephone or by other means.
- b. If you enter the wrong password more than a specified number of times, you will be locked out and unable to use your password. To have a new password issued to you after you are locked out, please follow the instructions on the display.

(3) System environment

To exercise voting rights via the Internet, the following system environment is required.

- a. The display resolution must be 800 × 600 pixels (SVGA) or more.
- b. The following applications must be installed:
 - (a) Microsoft® Internet Explorer Ver. 5.01 SP2 or later
 - (b) Adobe® Acrobat® Reader™ Ver. 4.0 or later, or Adobe® Reader® Ver. 6.0 or later (when referring to reference materials or similar items on the display)
 - * Microsoft® and Internet Explorer are either registered trademarks or trademarks of Microsoft Corporation in the U.S. and other countries.
 - * Adobe® Acrobat® Reader™ and Adobe® Reader® are either registered trademarks or trademarks of Adobe Systems Incorporated in the U.S. and other countries.
 - * These pieces of software are available free of charge on the website of the relevant company.
- c. The aforementioned website uses a pop-up function. Hence, if your computer has a function to automatically block pop-ups, please switch that function off (or temporarily disable it) before accessing the website.
- d. In case of accessing the Internet from companies, etc., communications via the Internet may be restricted if you have a firewall or similar in place. In this case, please contact the system administrator for assistance.

(4) Inquiries about the operation of personal computers, etc.

a. For inquiries regarding the operation of personal computers to exercise voting rights through the website above, contact the following.

Dedicated line for Transfer Agent Web Support, Sumitomo Mitsui Trust Bank, Limited:

Tel: 0120-652-031 (Toll free, within Japan only)

(9:00 a.m. to 9:00 p.m. Japan time, except Saturdays, Sundays and Japanese national holidays)

b. For other inquiries regarding your registered address, number of shares owned and the like, contact the following.

Transfer Agent Business Center, Sumitomo Mitsui Trust Bank, Limited:

Tel: 0120-782-031 (Toll free, within Japan only)

(9:00 a.m. to 5:00 p.m. Japan time, except Saturdays, Sundays and Japanese national holidays)

2. Use of the electronic voting rights exercise platform (for institutional investors)

Institutional investors may use the electronic voting rights exercise platform operated by Investor Communications Japan Inc., as a means to exercise voting rights electronically, if they have made an application to use it in advance.