

December 18, 2013

Toshikazu Tanaka
President & CEO
Mitsui Chemicals, Inc.
(Tokyo Stock Market Code: 4183)
Contact person: Satoshi Ozawa
General Manager, Corporate Communications Division
(Phone: +81-3-6253-2100)

Notification of Conclusion of Agreement with a Consolidated Subsidiary
for Absorption-type Company Split

Please be informed that at Board of Directors meeting held on December 18, 2013, Mitsui Chemicals, Inc. (hereinafter referred to as "MCI") decided to succeed by company split (hereinafter referred to as "Company Split") the raw materials procurement and product sales businesses of Osaka Petrochemical Industries, Ltd. (hereinafter referred to as "OPC"), a wholly-owned subsidiary of MCI, effective April 1, 2014 and to enter into a company split agreement with OPC.

As the Company Split is a simple split to be implemented between MCI and the wholly owned subsidiary, disclosure of items and contents of the Company Split is made with some items omitted.

1. Purpose of company split

Against changes in the domestic petrochemical business environment, the purpose of the Company Split is to strengthen and improve the alliance and efficiency of the business by transferring OPC's business relating to the sale of ethylene, propylene, and other petrochemical products and the procurement of naphtha and other raw materials required for the manufacture of those petrochemical products from OPC to MCI through Company Split (absorption-type company split).

2. Outline of company split

(1) Schedule

Board of Directors Meeting Wednesday, December 18, 2013
resolution on company split:

Execution of company split agreement:

Wednesday, December 18 , 2013

General shareholders meeting to approve company split:

Mitsui Chemicals, Inc.
(Succeeding company)

This company split is a simple company split pursuant to the provisions of Paragraph 3 of Article 796 of the Company Law, and therefore no general shareholders meeting will be held for the approval of the company split agreement.

Osaka Petrochemical Industries, Ltd.
(Split company)

This company split is a simple company split pursuant to the provisions of Paragraph 1 of Article 784 of the Company Law, and therefore no general shareholders meeting will be held for the approval of the company split agreement.

Expected date of company split (effective date):

Tuesday, April 1, 2014

(2) Split method

The company split is an absorption-type company split, with OPC and MCI designated as the split company and the succeeding company, respectively.

(3) Details of allocation in relation to the company split

There will not be any issue of common shares by MCI or any allocation or issue thereof.

(4) Handling of the subscription rights to shares and corporate bonds with equity-purchase warrants in relation to the company split

MCI has not issued any subscription rights to shares and corporate bonds with equity-purchase warrants.

(5) Increase in the capital stock of MCI resulting from the company split

There will be no increase in the capital stock of MCI resulting from the company split.

(6) Rights and obligations to which the succeeding company will succeed

MCI will succeed to the assets, liabilities and rights/obligations relating to the company split (excluding the employment contracts of the employees).

(7) Prospects of the performance of liabilities

It is judged that there is no problem in the certainty of the performance of the liabilities to be assumed by MCI and OPC in relation to the company split.

3. Outline of parties in company split (as of December 18 , 2013)

(1) Company name	Mitsui Chemicals, Inc. (Succeeding company)	Osaka Petrochemical Industries, Ltd. (Split company)
(2) Head office	5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo	5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo
(3) Name and title of representative	Toshikazu Tanaka, President & CEO	Michitaka Suzuki, Representative Director and President
(4) Line of business	Manufacture, processing, and sale/purchase of functional chemicals, functional resins, urethane, basic chemicals, petrochemicals, and films/sheets, and businesses incidental thereto	Manufacture and sale/purchase of petrochemical raw materials and businesses incidental thereto (ethylene, propylene, benzene, toluene, xylene, C4 fractions, and C5 fractions)
(5) Capital stock	125,053 MM yen	5,000 MM yen
(6) Date of establishment	July 25, 1947	February 11, 1965
(7) Number of issued shares	1,022,020,076 shares	10,000,000 shares
(8) Net assets*	428,914 MM yen (consolidated)	24,246 MM yen
(9) Total assets*	1,337,995 MM yen (consolidated)	53,418 MM yen
(10) Net assets per share*	376 yen 18 sen (consolidated)	2,424 yen 60 sen
(11) Sales*	1,406,220 MM yen (consolidated)	127,335 MM yen
(12) Operating profit*	4,290 MM yen (consolidated)	1,212 MM yen
(13) Ordinary profit*	9,206 MM yen (consolidated)	1,167 MM yen

(14)	Profit/loss for the term*	△8,149 MM yen (consolidated)	722 MM yen
(15)	Per-share profit/loss for the term*	△8 yen 14 sen (consolidated)	72 yen 20 sen
(16)	Accounting period ending on	March 31	March 31
(17)	Major shareholders and ratios of shareholding	The Master Trust Bank of Japan, Ltd. (trust account) 6.22% Japan Trustee Services Bank, Ltd. (trust account) 5.61% Japan Trustee Services Bank, Ltd. (Sumitomo Mitsui Trust Bank – re-trusting/Toray Industries, Inc. – retirement pension trust account) 3.66% (As of September 30, 2013)	Mitsui Chemicals, Inc. 100%

* As of March 31, 2013

4. Outline of MCI business group which succeeds businesses

(1) Line of business of business group which will succeed to the businesses

Raw materials procurement and product sales

(2) Operating performance of business group which will succeed to the businesses (year ending March 2013)

Sales: 127.3 billion yen

(3) Assets, liability items, and amounts to which the business group will succeed (as of September 30, 2014)

Amount of the assets to which the business group will succeed: 23.5 billion yen

Amount of liabilities to which the business group will succeed: 3.4 billion yen

5. Conditions after the company split

(1) Listed company

①	Company name:	Mitsui Chemicals, Inc.
②	Head office:	5-2, Higashi-Shimbashi 1-chome, Minato-ku, Tokyo
③	Name and title of representative	Toshikazu Tanaka, President & CEO
④	Line of business	Manufacture, processing and sale/purchase of functional chemicals, functional resins, urethane, basic chemicals, petrochemicals and film/sheets, and businesses incidental thereto
⑤	Capital stock	125,053 MM yen
⑥	Accounting period ending on	March 31

6. Future Outlook

As this company split is an absorption-type company split by MCI of a wholly-owned subsidiary, a slight impact on consolidated operating performance is forecasted.