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(Securities Code No.: 4183)

June 2, 2014

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

**CONVOCAATION NOTICE FOR
THE 17th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

Notice is hereby given that the 17th 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 24, 2014 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 17th fiscal year (April 1, 2013 to March 31, 2014)
2. Non-consolidated financial statements for the 17th fiscal year (April 1, 2013 to March 31, 2014)

B. Proposals

- No. 1:** Election of nine (9) Directors
No. 2: 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 23, 2014**.

(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 15 and 16, 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 23, 2014**.

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. In addition, attendees are kindly requested to bring this Convocation Notice booklet to the meeting for use as a meeting agenda.

*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, 2014)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS	1,432,162	LIABILITIES	1,022,515
Current Assets:	777,015	Current Liabilities:	507,056
Cash and deposits	71,979	Notes and accounts payable-trade	219,849
Notes and accounts receivable-trade	296,492	Short-term loans payable	121,967
Short-term investment securities	807	Current portion of long-term loans payable	41,188
Inventories	301,158	Commercial papers	15,000
Deferred tax assets	9,828	Current portion of bonds	13,000
Accounts receivable-other	89,677	Lease obligations	140
Other current assets	7,846	Accounts payable-other	44,684
Allowance for doubtful accounts	(772)	Income taxes payable	4,455
		Provision for directors' bonuses	42
		Provision for repairs	12,324
		Provision for business structure improvement	2,337
		Other	32,070
Noncurrent Assets:	655,147	Noncurrent Liabilities:	515,459
Property, plant and equipment	425,840	Bonds payable	99,000
Buildings and structures, net	109,220	Long-term loans payable	290,595
Machinery, equipment and vehicles, net	126,109	Lease obligations	370
Land	159,674	Deferred tax liabilities	22,923
Construction in progress	20,799	Provision for directors' retirement bonuses	295
Other	10,038	Provision for repairs	2,227
		Provision for environmental measures	1,621
		Provision for business structure improvement	14,213
		Net defined benefit liability	58,324
		Asset retirement obligations	3,770
		Other	22,121
		NET ASSETS	409,647
Intangible assets	72,210	Shareholders' Equity:	351,064
Goodwill	34,935	Capital stock	125,053
Software	4,306	Capital surplus	91,065
Other	32,969	Retained earnings	149,287
		Treasury stock	(14,341)
		Accumulated Other Comprehensive Income:	1,779
		Valuation difference on available-for-sale securities	16,678
		Deferred gain or loss on hedges	(105)
		Foreign currency translation adjustments	6,551
		Remeasurements on defined benefit plans	(21,345)
		Minority Interests:	56,804
Total	1,432,162	Total	1,432,162

Consolidated Statement of Income

(April 1, 2013 to March 31, 2014)

(Millions of yen)

Item	Amount	
Net sales:		1,566,046
Cost of sales:		1,353,536
Gross profit		212,510
Selling, general and administrative expenses:		187,611
Operating income		24,899
Non-operating income:		
Interest and dividends income	4,082	
Amortization of negative goodwill	679	
Equity in earnings of affiliates	786	
Foreign exchange gains	165	
Other	4,073	9,785
Non-operating expenses:		
Interest expenses	7,372	
Loss on suspension of operations	869	
Other	3,921	12,162
Ordinary income		22,522
Extraordinary income:		
Gain on sales of noncurrent assets	128	
Gain on sales of investment securities	2,432	
Insurance income	4,044	6,604
Extraordinary losses:		
Loss on disposal of noncurrent assets	5,851	
Loss on sales of noncurrent assets	17	
Impairment loss	4,444	
Loss on restructuring of subsidiaries and affiliates	2,167	
Loss on business withdrawal	1,523	
Business structure improvement expenses	25,662	39,664
Loss before income taxes and minority interests		10,538
Income taxes - current	10,475	
Income taxes - deferred	897	11,372
Loss before minority interests		21,910
Minority interests in income		3,228
Net loss		25,138

Consolidated Statements of Changes in Net Assets

(April 1, 2013 to March 31, 2014)

(Millions of yen)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at the beginning of current period	125,053	91,065	180,451	(14,264)	382,305
Changes during the term					
Dividends from surplus			(6,009)		(6,009)
Net income (loss)			(25,138)		(25,138)
Acquisition of treasury stock				(102)	(102)
Disposal of treasury stock			(17)	25	8
Net changes of items other than shareholders' equity					
Total changes during the term	-	-	(31,164)	(77)	(31,241)
Balance at the end of current period	125,053	91,065	149,287	(14,341)	351,064

	Accumulated other comprehensive income					Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gain or loss on hedges	Foreign currency translation adjustments	Remeasurements on defined benefit plans	Total accumulated other comprehensive income		
Balance at the beginning of current period	12,862	(250)	(18,138)	-	(5,526)	52,135	428,914
Changes during the term							
Dividends from surplus							(6,009)
Net income (loss)							(25,138)
Acquisition of treasury stock							(102)
Disposal of treasury stock							8
Net changes of items other than shareholders' equity	3,816	145	24,689	(21,345)	7,305	4,669	11,974
Total changes during the term	3,816	145	24,689	(21,345)	7,305	4,669	(19,267)
Balance at the end of current period	16,678	(105)	6,551	(21,345)	1,779	56,804	409,647

Non-consolidated Balance Sheet

(As of March 31, 2014)

(Millions of yen)

Item	Amount	Item	Amount
ASSETS	1,096,285	LIABILITIES	826,041
Current Assets:	459,186	Current Liabilities:	376,930
Cash and deposits	39,556	Accounts payable-trade	147,444
Notes receivable-trade	451	Short-term loans payable	78,482
Accounts receivable-trade	187,087	Current portion of long-term loans payable	36,340
Merchandise and products	84,566	Commercial papers	15,000
Work in process	2,777	Current portion of bonds	10,000
Raw materials and supplies	34,189	Lease obligations	76
Advance payments	29	Accounts payable-other	37,711
Prepaid expenses	1,119	Accrued expenses	8,327
Short-term loans receivable	3,472	Income taxes payable	247
Deferred tax assets	3,235	Advances received	260
Accounts receivable-other	101,062	Deposits received	35,307
Other	1,643	Provision for repairs	7,645
		Other	91
Noncurrent Assets:	637,099	Noncurrent Liabilities:	449,111
Property, plant and equipment	265,157	Bonds payable	99,000
Buildings	41,027	Long-term loans payable	266,164
Structures	20,721	Lease obligations	5
Machinery and equipments	58,544	Deferred tax liabilities	7,296
Vehicles	115	Provision for retirement benefits	44,838
Tools, furniture and fixtures	3,899	Provision for repairs	1,238
Land	139,347	Provision for environmental measures	1,612
Lease assets	7	Provision for business structure improvement	13,969
Construction in progress	1,497	Asset retirement obligations	495
		Other	14,494
Intangible assets	3,995		
Industrial property	838	NET ASSETS	270,244
Other rights	276	Shareholders' Equity:	256,115
Software	2,881	Capital stock	125,053
		Capital surplus	93,783
Investments and other assets	367,947	Legal capital surplus	93,783
Investment securities	47,451	Retained earnings	51,620
Shares of subsidiaries and affiliates	208,611	Legal retained earnings	12,506
Investment in capital	6,420	Other retained earnings	39,114
Investment in capital of subsidiaries and affiliates	66,184	Reserve for dividends	10,000
Long-term loans receivable	1,267	General reserve	28,070
Claims provable in bankruptcy, claims provable in rehabilitation and other	295	Retained earnings brought forward	1,044
Long-term loans receivable from subsidiaries and affiliates	1,402	Treasury stock	(14,341)
Long-term prepaid expenses	2,127	Valuation and Translation Adjustments:	14,129
Prepaid pension cost	31,152	Valuation difference on available-for-sale securities	14,129
Other	3,914		
Allowance for doubtful accounts	(876)		
Total	1,096,285	Total	1,096,285

Non-consolidated Statement of Income

(April 1, 2013 to March 31, 2014)

(Millions of yen)

Item	Amount	
Net sales:		870,294
Cost of sales:		805,489
Gross profit		64,805
Selling, general and administrative expenses:		82,359
Operating loss		17,554
Non-operating income:		
Interest and dividends income	41,215	
Rent income	1,214	
Other	2,737	45,166
Non-operating expenses:		
Interest expenses	5,851	
Loss on suspension of operations	846	
Other	4,212	10,909
Ordinary income		16,703
Extraordinary income:		
Gain on sales of noncurrent assets	61	
Gain on sales of investment securities	210	
Gain on sales of shares of subsidiaries and affiliates	1,192	
Insurance income	3,719	5,182
Extraordinary losses:		
Loss on disposal of noncurrent assets	4,680	
Loss on sales of noncurrent assets	14	
Impairment loss	1,971	
Loss on restructuring of subsidiaries and affiliates	984	
Loss on valuation of investment securities	631	
Loss on business withdrawal	1,523	
Business structure improvement expenses	21,686	31,489
Loss before income taxes		9,604
Income taxes - current	(4,305)	
Income taxes - deferred	2,143	(2,162)
Net loss		7,442

Non-consolidated Statements of Changes in Net Assets
(April 1, 2013 to March 31, 2014)

(Millions of yen)

	Shareholders' equity							Total shareholders' equity
	Capital stock	Capital surplus		Retained earnings			Treasury stock	
		Legal capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings	Total retained earnings		
Balance at the beginning of current period	125,053	93,783	93,783	12,506	52,583	65,089	(14,264)	269,661
Changes during the term								
Dividends from surplus					(6,009)	(6,009)		(6,009)
Net income (loss)					(7,442)	(7,442)		(7,442)
Decrease due to corporate division-split-off					(1)	(1)		(1)
Acquisition of treasury stock							(102)	(102)
Disposal of treasury stock					(17)	(17)	25	8
Net changes of items other than shareholders' equity								
Total changes during the term	-	-	-	-	(13,469)	(13,469)	(77)	(13,546)
Balance at the end of current period	125,053	93,783	93,783	12,506	39,114	51,620	(14,341)	256,115

	Valuation and translation adjustments		Total net assets
	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	
Balance at the beginning of current period	10,631	10,631	280,292
Changes during the term			
Dividends from surplus			(6,009)
Net income (loss)			(7,442)
Decrease due to corporate division-split-off			(1)
Acquisition of treasury stock			(102)
Disposal of treasury stock			8
Net changes of items other than shareholders' equity	3,498	3,498	3,498
Total changes during the term	3,498	3,498	(10,048)
Balance at the end of current period	14,129	14,129	270,244

Note: Breakdown of other retained earnings

	Reserve for dividends	General reserve	Retained earnings brought forward	Total
Balance at the beginning of current period	10,000	28,070	14,513	52,583
Changes during the term				
Dividends from surplus			(6,009)	(6,009)
Net income (loss)			(7,442)	(7,442)
Decrease due to corporate division-split-off			(1)	(1)
Disposal of treasury stock			(17)	(17)
Total changes during the term	-	-	(13,469)	(13,469)
Balance at the end of current period	10,000	28,070	1,044	39,114

REFERENCE MATERIALS

Proposals and Reference Matters

No. 1: Election of nine (9) Directors

As the terms of office of all ten (10) Directors will expire at the close of this Ordinary General Meeting of Shareholders, we propose the election of nine (9) Directors. To enhance corporate governance and increase the transparency of management, two (2) of the nine (9) 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	Tsutomu Tannowa (Oct. 26 1951) <Reappointed>	Apr. 1976 Joined Mitsui Toatsu Chemicals, Inc. Apr. 2007 Executive Officer of the Company Apr. 2010 Managing Executive Officer of the Company Jun. 2012 Member of the Board, Managing Executive Officer of the Company Apr. 2013 Member of the Board, Senior Managing Executive Officer of the Company Apr. 2014 President & CEO of the Company (to present) (Supervision of General Business Execution; in charge of Corporate Communications Div., Representative in China, Representative in Asia, Representative in Europe, Representative in the Americas, and Safety & Environment Div.)	36,472
2	Yasuji Omura (Feb. 14, 1954) <Reappointed>	Apr. 1979 Joined the Company Jun. 2005 Executive Officer of the Company Apr. 2009 Managing Executive Officer of the Company Jun. 2009 Managing Director of the Company Jun. 2011 Senior Managing Director of the Company Apr. 2012 Member of the Board, Senior Managing Executive Officer of the Company Apr. 2013 Member of the Board, Executive Vice President of the Company (to present) (Assistant to the President; in charge of Production & Technology Center, Works, Construction of Optimal Production Structure, SCM Div., Purchasing Div., Logistics Div., and Internal Control Div.)	61,000

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
3	Minoru Koshibe (Nov. 17, 1953) <Reappointed>	<p>Apr. 1978 Joined Mitsui Toatsu Chemicals, Inc.</p> <p>Jun. 2006 Executive Officer of the Company</p> <p>Apr. 2012 Managing Executive Officer of the Company</p> <p>Apr. 2013 Executive Vice President of the Company</p> <p>Jun. 2013 Member of the Board, Executive Vice President of the Company (to present) (Assistant to the President; in charge of Functional Chemicals Business Sector, Polyurethane Business Sector, New HC Business Development Div., Corporate Planning Div., and H-Project Div.; General Manager, New HC Business Development Div.)</p>	36,000
4	Masaharu Kubo (Feb. 9, 1957) <Reappointed>	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2010 Executive Officer of the Company General Manager, Corporate Administration Div.</p> <p>Apr. 2013 Managing Executive Officer of the Company</p> <p>Jun. 2013 Member of the Board, Managing Executive Officer of the Company</p> <p>Apr. 2014 Member of the Board, Senior Managing Executive Officer of the Company (to present) (In charge of RC & Quality Assurance Div., Corporate Administration Div., Legal Div., Corporate Performance Management Div., Finance & Accounting Div., Information System Div., Business Efficiency Promotion Div., Responsible Care Committee, and Risk Compliance Committee)</p>	104,000

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	Shigeru Isayama (Jun. 27, 1954) <Reappointed>	<p>Apr. 1980 Joined the Company</p> <p>Apr. 2007 Executive Officer of the Company General Manager, Information & Electronics Materials Div., Performance Materials Business Sector</p> <p>Apr. 2009 Executive Officer of the Company General Manager, Business Planning & Development Div., Performance Materials Business Sector</p> <p>Jun. 2009 Director of the Company Business Sector Vice President, Performance Materials Business Sector, and General Manager, Business Planning & Development Div., Performance Materials Business Sector</p> <p>Jun. 2011 Assistant to the President of the Company Representative in the Americas, and President, Mitsui Chemicals America, Inc.</p> <p>Apr. 2013 Managing Executive Officer of the Company</p> <p>Jun. 2013 Member of the Board, Managing Executive Officer of the Company (to present) (In charge of New Market Development (Automotive Materials) Div., Environment & Energy Business Development Div., R&D Strategy Div., Mitsui Chemicals Singapore R&D Centre Pte. Ltd., Synthetic Chemicals Laboratory, Polymeric Materials Laboratory, Functional Materials Laboratory, New Products Development Laboratory, Process Technology Center, Advancing Analysis Laboratory, R&D Administration Div., and Intellectual Property Div.)</p>	38,000

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
6	Akio Ayukawa (Jan. 21, 1953) <New>	<p>Apr. 1975 Joined the Company</p> <p>Apr. 2007 General Manager, Feedstocks Div., Basic Chemicals Business Sector</p> <p>Apr. 2008 Senior Director of the Company General Manager, Feedstocks Div., Basic Chemicals Business Sector</p> <p>Oct. 2009 Senior Director of the Company General Manager, SCM Div., Supply Chain Management Center and General Manager, Purchasing Div., Supply Chain Management Center</p> <p>Jun. 2011 Executive Officer of the Company Business Sector President, Petrochemicals Business Sector</p> <p>Jun. 2012 Managing Executive Officer of the Company Business Sector President, Petrochemicals Business Sector</p> <p>Apr. 2014 Managing Executive Officer of the Company (to present) (In charge of Functional Polymeric Materials Business Sector, Basic Chemicals Business Sector, Petrochemicals Business Sector, Mitsui Chemicals Tohcello, Inc., and Branch Offices)</p>	31,000
7	Kenji Ueki (Mar. 11, 1956) <New>	<p>Apr. 1978 Joined the Company</p> <p>Jun. 2005 General Manager, Corporate Administration Div.</p> <p>Apr. 2007 Senior Director of the Company General Manager, Corporate Administration Div.</p> <p>Apr. 2009 Contract Assistant to Executive Officer of the Company Mitsui Chemicals (Shanghai) Co., Ltd.</p> <p>Jun. 2009 Executive Officer of the Company Chairman and General Manager of Mitsui Chemicals (Shanghai) Co., Ltd.</p> <p>Apr. 2011 Executive Officer of the Company General Manager, Affiliates Coordination Div.</p> <p>Apr. 2013 Executive Officer of the Company General Manager, Purchasing Div., and General Manager, SCM Div.</p> <p>Apr. 2014 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., and CSR Committee; Supporting Officer of Business Efficiency Promotion Div.)</p>	33,000

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
8	Taeko Nagai (Jan. 30, 1938) <Reappointed> <Independent Officer>	<p>Apr. 1960 Joined Japan Broadcasting Corporation (NHK)</p> <p>Aug. 1990 Manager of the Urawa (currently Saitama) Station of NHK</p> <p>Jun. 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>Jun. 2009 Vice President of Setagaya Arts Foundation</p> <p>Jun. 2010 Director of the Company (to present)</p> <p>Jun. 2013 President of Setagaya Arts Foundation (to present)</p> <p>Significant concurrent positions President of Setagaya Arts Foundation</p>	9,000
9	Yoshio Suzuki (Nov. 1, 1945) <Reappointed> <Independent Officer>	<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>Jun. 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>Jun. 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>	18,000

- Notes:
1. There are no conflicts of interests between the Company and the above candidates for Directors.
 2. 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.
 3. 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:
 - (1) Taeko Nagai
Taeko Nagai has worked at Japan Broadcasting Corporation for many years, and now serves as president of an arts foundation. We expect that she will provide useful advice on the Company's management based on her expertise in culture, education, consumer economy, and other fields, and her experience as an outside officer including a position at another company. Hence, we believe she is the right person for the post of Outside Director.
 - (2) 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 and as an outside officer at another company. Hence, we believe he is the right person for the post of Outside Director.

4. 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 four (4) years.
5. 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 as 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. 2: Election of one (1) Corporate Auditor

As the term of office of Corporate Auditor Yoshinori Koga 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
Yoshinori Koga (Dec. 1, 1950) <Reappointed>	Apr. 1974 Joined Mitsui Toatsu Chemicals, Inc. Jun. 2005 Executive Officer of the Company General Manager, Finance & Accounting Div. Apr. 2007 Executive Officer of the Company Assistant to the President Jun. 2007 Executive Officer of the Company Director of Prime Polymer Co., Ltd. General Manager, Planning & Administration Div. Jun. 2009 Executive Officer of the Company Managing Director of Prime Polymer Co., Ltd. General Manager, Planning & Administration Div. Jun. 2010 Corporate Auditor of the Company (to present)	21,000

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)

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.