(TRANSLATION FOR REFERENCE ONLY)

Securities Code Number: 4208

UBE INDUSTRIES, LTD.

Notice of the 109th Ordinary General Meeting of Shareholders

This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.

June 4 2015

Dear Shareholder:

You are cordially invited to attend the 109th Ordinary General Meeting of Shareholders of Ube Industries, Ltd., to be held in **the conference room, 3rd floor, Ube Kosan Building**, 8-1, Aioicho, Ube City, Japan on **June 26, 2015 at 10 o'clock in the morning**.
If you do not expect to attend the meeting, we request that you review the accompanying reference documents at the 109th General Meeting of Shareholders and exercise your voting right by way of the enclosed Voting Card or electric methods such as internet, with reference to Voting Information as described below .

Sincerely,

Yuzuru Yamamoto
President and Representative Director
Ube Industries, Ltd.
1978-96, O-Aza Kogushi,
Ube-shi, Yamaguchi-ken
755-8633,
Japan

Notes :

(1) If attending the meeting in person, please remember to bring the Voting Card enclosed with these materials and hand it to a receptionist. The reception for the meeting starts at 9:00 a.m.

(2) Any revisions to the reference documents for the Ordinary General Meeting of Shareholders, Annual Reports, Consolidated Account Documents, and Non–Consolidated Account Documents shall be posted on the Conpany's website at http://www.ube.co.jp (Japanese) and http://www.ube-ind.co.jp/english/index.htm (English).

Notes:

1. DATE and TIME 10:00 a.m. Friday June 26, 2015

2. PLACE The conference room, 3rd floor, Ube Kosan Building
8-1, Aioicho, Ube City, Japan

3. OBJECTIVES OF THE MEETING:

MATTERS TO BE REPORTED:

1. Reports on the Annual Reports, and the Consolidated Account Documents for 109th fiscal year (from April 1, 2014 to March 31, 2015) as well as the Audit Reports on Consolidated Account Documents by Independent Auditors and the Board of Auditors
2. Reports on the Non–Consolidated Account Documents for 109th fiscal year (from April 1, 2014 to March 31, 2015)

PROPOSALS :

Proposal 1: Disposition of Retained Earning
Proposal 2: Election of eight Directors
Proposal 3: Election of two Auditors
Proposal 4: Election of one alternate outside Auditor
Proposal 5: Payment of Bonus to Directors and Auditors

Notes for disclosure of Company's information through internet :

The following items are not contained within the documentation accompanying this Notice of the 109th Ordinary General Meeting of Shareholders. In accordance with relevant laws and regulations and with Article 16 of the Company's Articles of Incorporation, this information has been published separately on the Company's website at http://www.ube-ind.co.jp (Japanese) and http://www.ube-ind.co.jp/english/index.htm (English).

① Consolidated Statements of Changes in Net Asset and Notes to Consolidated Account Documents
② Non–Consolidated Statements of Changes in Net Asset and Notes to Non–Consolidated Account Documents

The Consolidated Account Documents and Non–Consolidated Account Documents audited by Auditors and Independent Auditors are contained in the attached documents of this Notice of the 109th Ordinary General Meeting of Shareholders, and Notes to Consolidated Account Documents and Notes to Non–Consolidated Account Documents published on the Company's website at http://www.ube-ind.co.jp (Japanese) and http://www.ube-ind.co.jp/english/index.htm (English).

Notes for notice of Resolution of General Meeting of Shareholders :

Please be advised that, from last fiscal year, a written notice of the resolutions at General Meeting of Shareholders will no longer be send to shareholders for resource-saving, instead, it will be posted on the Company's website above after the meeting.

End of document

Voting Information

1. Voting by Mail

If you exercise your voting right by mail, please indicate your approval or disapproval of each of the proposals in the space provided on the enclosed Voting Card, affix your signature or registered seal, and return the Voting Card to the Company for its receipt by 5:30 p.m., Thursday June 25, 2015 (Japan Time).

2. Voting by Internet

If you exercise your voting right by internet, please follow the notes below.
If you attend the meeting in person, you do not need to use any of mailing or internet voting.

Notes

(1) Voting Web Site

Voting web site designated by the Company : http://www.evote.jp/

(i) You may only exercise your voting right by internet by accessing to our designating voting web site (http://www.evote.jp/) from a personal computer, smartphone or cell phone (i mode, EZweb, Yahoo ! Keitai)* (Please be noted that the service is suspended from 2 a.m. to 5 a.m.).
* "i mode", "EZweb", "Yahoo" is a registered or unregistered trade mark of NTT DOCOMO,INC., KDDI CORPORATION, Yahoo! Inc., respectively.

(ii) Voting from personal computer or smartphone may not be made depending on your internet using environment such as firewall in access to internet, anti-virus software, proxy server.

(iii) Voting from cell phone shall be made through the service of i mode, EZweb or Yahoo ! Keitai. For security purpose, the service is not usable by the cell phone which may not send coded information (SSL) or call phone information.

(iv) Voting by internet will be accepted by 5:30 p.m., Thursday June 25, 2015 (Japan Time), but we recommend that you vote earlier so that you may consult with the Help Desk in case of any problem.

(2) Way of Voting

(i) Please use your log-in ID and provisional password printed on your Voting card in the Voting Web Site (http://www.evote.jp/) and indicate your approval or disapproval of each proposal in accordance with the guidance on the web.

(ii) In order to prevent any unauthorized access by a non-shareholder ("disguise" or "spoofing") or unauthorized alteration of your voting, you will be required to change your provisional password.

(iii) You will be received a new log-in ID and provisional password at each time of the Notice of the general meeting of shareholders.

(3) Voting Right Exercised In Plural Times

(i) Please be noted in case that a voting right is exercised in both by mail and internet, only internet voting is treated as effective voting.

(ii) In case that a voting right is exercised by internet more than one time, last voting is treated as effective voting. Also in case of exercising of a voting right from both personal computer or smartphone and cell phone, last voting is treated as effective.

(4) Cost of Access to Voting Web Site

Any cost incurred in accessing to voting web site (such as internet access charge and phone charge) shall be borne and paid by shareholders. Packet communication charge and other charge incurred to use of a cell phone shall also be borne and paid by shareholders.

CONTACT ON SYSTEM INFORMATION

Help Desk : Security Agency, Mitsubishi UFJ Trust & Banking Corporation
Tel 0120-173-027 (9:00 – 21:00, toll free) (Japan Time)

Reference Documents for Ordinary General Meeting of Shareholders

Proposals and Related Matters:

Proposal 1: Disposition of Retained Earning

The Company proposed to distribute the year-end dividend for this fiscal year as stated below, carefully considering our business performance for this fiscal year and future business development in a comprehensive manner.

(1) Type of Dividend: Cash

(2) Appropriation of Dividends to Shareholders and Total Amount of Dividend:
¥5 per common share
Total amount ¥5,299,779,735

(3) Effective Date of the Distribution of the Year-End Dividend: June 29, 2015 (Monday)

Proposal 2: Election of seven Directors.

The term of office of all seven Directors will expire at the close of this Ordinary General Meeting of Shareholders in accordance with Article 20 of the Article of Incorporation,. Accordingly, shareholders are requested to elect eight (8) Directors, increased by one.

The candidates for Director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Michio Takeshita (Dec. 16, 1950)	Apr. 1973: Joined the Company Jun. 2001: Executive Officer Apr. 2005: Executive Officer, General Manager of Energy & Enviroment Div. and Procurement & Logistics Div. Jun. 2005: Managing Executive Officer, General Manager of Energy & Enviroment Div. and Procurement & Logistics Div. June 2008: Director Apr. 2009: Senior Managing Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Apr. 2010: President & Representative Director, President & Executive Officer, and Group CEO Apr. 2015: Chairman of the Board of Directors & Representative Director (current position)	121,000

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
2	Yuzuru Yamamoto (Mar. 8, 1953)	Apr. 1977: Joined the Company Jun. 2001: Executive Officer, Ube Machinery Corporation, Ltd. Jun. 2003: Executive Officer, General Manager of Machinery Div., Machinery & Metal Products Company, Ube Industries, Ltd., and Representative Director, Ube Machinery Corporation, Ltd. Apr. 2007: Managing Executive Director, Company Vice President of Machinery & Metal Products Company, and General Manager of Machinery Div., Ube Industries, Ltd. Mar. 2010: Chairman of the Board, Ube Machinery Corporation, Ltd. Resigned (June 2013) Apr. 2010: Senior Managing Executive Officer and Company President of Machinery & Metal Products Company, Ube Industries, Ltd. Apr. 2013: Senior Managing Executive Officer, Special Assistant to the President, Group CCO, and General Manager of Procurement & Logistic Div., with the responsibity for General Affairs & Human Resources Office Jun. 2013: Representative Director Apr. 2015: President & Representative Director, President & Executive Officer, and Group CEO (current position)	90,000
3	Hideyuki Sugishita (Apr. 15, 1954) <to be newly-elected>	Apr. 1977: Joined the Company Apr. 2007: Executive Officer, General Manager of Production Center, Production & Technology Div. and General Manager of Ube Chemical Factory Apr. 2009: Managing Executive Officer, Genera Manager of Production & Technology Div. Apr. 2011: Managing Executive Officer, Company President of Chemicals & Plastics Company and General Manager of Europe Operational Unit Apr. 2012: Senior Managing Executive Officer and Company President of Chemicals & Plastics Company Apr. 2013: Senior Managing Executive Officer and Company President of Specialty Chemicals & Products Company Apr. 2015: Senior Managing Executive Officer and Company President of Chemicals Company (current position)	103,000
4	Tadashi Matsunami (Sep. 3, 1954) <to be newly-elected>	Apr. 1979: Joined the Company Apr. 2007: Executive Officer, General Manager of Production & Technology Div., Cement & Construction Materials Company, with responsibility for Material Recycle Div. Apr. 2009: Executive Officer, Company Vice President of Cement & Construction Materials Company and General Manager of Cement Dept., with responsibility for Group Company Dept., Resources & Products Div., Apr. 2011: Managing Executive Officer, Company President of Cement & Construction Materials Company and General Manager of Cement Dept. Apr. 2015: Senior Managing Executive Officer, Company President of Cement & Construction Materials Company (current position)	151,000

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
5	Takashi Kusama (Jan. 8, 1949) Outside Director candidate	Apr. 1971: Joined The Industrial Bank of Japan, Limited Jun. 1999: Executive Officer, The Industrial Bank of Japan, Limited Jun. 2000: Managing Director, Shinko Securities Co., Ltd. Jun. 2003: President and Representative Director, Shinko Securities Co., Ltd. May. 2009: Chairman of the Board, and Representative Director, Mizuho Securities Co., Ltd. Jun. 2011: Advisor, Mizuho Securities Co., Ltd. (current position) Jun. 2012: Outside Auditor, WOWOW Inc. (current position) Jun. 2013: Outside Director of the Company (current position) (Important Concurrent Position) Outside Auditor, WOWOW Inc.	0
6	Keikou Terui (Jul. 23, 1953) Outside Director candidate Independent Director candidate	Apr. 1979: Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry (METI)) Jun. 2008: Director-General for Technology Policy Coordination, Minister's Secretariat, METI Jan. 2011: Director-General, Kanto Bureau of Economy, Trade and Industry, METI Apr. 2012: Director-General for Regional Economic and Industrial Policy, METI Aug. 2013: President, Japan Utility Telemetering Association. Non-Profit Organization、(current position) Oct. 2013: Senior Research Associate, Chemicals Evaluation and Research Institute (current position) Jun. 2014: Outside Director of the Company (current position) (Important Concurrent Position) Senior Research Associate, Chemicals Evaluation and Research Institute	8,000
7	Takashi Shoda (Jun 21, 1948) <to be newly-elected> Outside Director candidate Independent Director candidate	Apr. 1972: Joined Sankyo Co., Ltd. Jun. 1999: Senior General Manager of International Pharmaceutical Division & General Manager of Europe Department, Sankyo Co., Ltd. Jun. 2001: Director, Sankyo Co., Ltd. Jun. 2002: Managing Director, Sankyo Co., Ltd. Jun. 2003: President and Representative Director, Sankyo Co., Ltd. Sep. 2005: President & CFO, and Representative Director, Daiichi Sankyo Co., Ltd. Jun. 2010: Representative Director and Chairman, Daiichi Sankyo Co., Ltd. Jun. 2014: Senior Corporate Adviser, Daiichi Sankyo Co., Ltd. (current position)	0

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
8	Mahito Kageyama (Jan. 28, 1949) <to be newly-elected> Outside Director candidate Independent Director candidate	Apr. 1972: Joined The Sanwa Bank, Ltd. Jun. 1999: Executive Officer & Head of Investment Banking Group Global Finance & Investment Banking Division, The Sanwa Bank Ltd. Jan. 2002: Senior Executive Officer & Head of Global Banking & Trading Division, UFJ Bank Ltd. Resigned (February 2003) Jun. 2003: Director and President, TOMEN Corporation Apr. 2006: Representative Director and Executive Vice President, Toyota Tsusho Corporation Resigned (June 2008) Jun. 2008: Chairman of the Board, and Representative Director, TOMEN ELECTRONICS CORPORATION Resigned (June 2010) Jun. 2010: CORPORATE Auditor, Toyota Tsusho Corporation Resigned (June 2013) Jul. 2013: Advisor, Toyota Tsusho Corporation (current position)	0

Notes:

1. The Company has entered into an agreement with Mr. Takashi Kusama and Mr. Keikou Terui in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act, and plan to enter into the same kind of agreement with Mr. Takashi Shoda and Mr. Mahito Kageyama.
2. There is no special interests between each candidate and this Company.
3. There is no special relationship between WOWOW Inc., of which Mr. Takashi Kusama concurrently holds important position, and this Company.
   There is no special relationship between Chemicals Evaluation and Research Institute, of which Mr. Keikou Terui concurrently holds important position, and this Company
4. Mr. Takashi Kusama, Mr. Keikou Terui, Mr. Takashi Shoda and Mr. Mahito Kegeyama are candidates of outside Directors. At the time of the close of this Ordinary General Meeting of Shareholders, Mr. Kusama's terms of office will be two years, and Mr. Terui's terms of office will be one year since their assumption of the office of the outside Director.
   ①The Company proposes the election of Mr. Takashi Kusama, Mr. Takashi Shoda and Mr. Mahito Kageyama as outside Directors because the Company has determined that they are able to contribute sufficiently to the further enhancement of the entire business management system of the Company by their management directing and checking skills taking advantage of their business management career for many years. Also, The Company proposes the election of Mr. Keikou Terui as outside Director because the Company has determined that he successively held important posts in Ministry of Economy, Trade and Industry for many years and is able to contribute sufficiently to the further enhancement of the entire business management system of the Company by his management directing and checking skills taking advantage of his comprehensive knowledge in the field of industrial policy and industrial science technology.
5. The Company has designated and registered Mr. Keikou Terui as Independent Director with no potential conflict of interest with general shareholders, as provided in the rules of Tokyo Stock Exchange, Inc., etc.
   The Company has also designated Mr. Takashi Shoda and Mr. Mahito Kageyama as candidates for Independent Director and is planning to register as Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.
   ① Director Mr. Keikou Terui was an administrative official and successively held important posts in Ministry of Economy, Trade and Industry, and is presently served as a president of nonprofit organization, etc., which is not a major business partner of the Company. Therefore, Mr. Terui has sufficient independence such that no potential conflict of interest could arise with general shareholders.
   ② Mr. Takashi Shoda has been engaged in the management of Daiichi Sankyo Co., Ltd. ("Daiichi Sankyo"), a major manufacturer of pharmaceuticals for many years, and is presently served as Senior Corporate Advisor of Daiichi Sankyo. The company sells pharmaceutical products to Daiichi Sankyo, however, such sells represented less than 1% of the net sales of the Company for the fiscal year ended March 31, 2015. Therefore, Daiichi Sankyo has currently no special interests against the Company and Mr. Shoda has no potential conflict of interest with general shareholders.

③ Mr. Mahito Kageyama retired from office of Executing Officer (Executive Managing Officer) of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (then UFJ Bank Ltd.), one of Company's major lender, quite a few years ago (retired on February 2003), and afterward, had been engaged in the management of TOMEN Corporation and Toyota Tsusho Corporation ("Toyota Tsusho"), and is presently served as Advisor of Toyota Tsusho. The company sells chemical products to Toyota Tsusho, however, such sells represented less than 1% of the net sales of the Company for the fiscal year ended March 31, 2015. Therefore, Toyota Tsusho has currently no special interests against the Company and Mr. Kageyama has no potential conflict of interest with general shareholders.

Proposal 3: Election of two Auditors.

The term of office of Statutory Auditor, Mr. Naoya Kitamura and Mr. Hitoshi Sugio will expire at the close of this Ordinary General Meeting of Shareholders in accordance with Article 28 of the Article of Incorporation. Accordingly, this Company proposes to elect two (2) Statutory Auditors.

This proposal is made with the consent of the Board of Auditors.

The candidates for Statutory Auditor positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Takanobu Kubota (Dec. 4, 1956) <to be newly-elected>	Apr. 1979: Joined the Company Jun. 2005: Executive Officer, General Manager of Finance Dept., Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Apr. 2009: Executive Officer, General Manager of Procurement & Logistic Div., with responsibility for Logistics Efficiency Improvement Project Apr. 2011: Managing Executive Officer, General Manager of Procurement & Logistic Div., with responsibility for Logistics Efficiency Improvement Project and Ube Corporate Service Dept. Apr. 2013: Managing Executive Officer, with responsibility for Ube Corporate Service Dept. and Ube Industries Central Hospital Jun. 2014: Director (current position) Oct. 2014: Managing Executive Officer, with responsibility for Ube Corporate Service Dept. Resigned (March 2015)	113,000
2	Miyako Suda (May. 15, 1948) <to be newly-elected> Outside Auditor candidate Independent Auditor candidate	Apr. 1982: Associate Professor, School of Economics, Senshu University Apr. 1988: Professor, School of Economics, Senshu University Apr. 1990: Professor, Faculty of Economics, Gakushuin University Apr. 2001: Member of the Policy Board, the Bank of Japan Resigned (March 2011) May. 2011: Special Advisor, the Canon Institute for Global Studies (current position) Jun. 2013: Outside Director, Fujitsu Limited (current position) Jul. 2014: Outside Director, Meiji Yasuda Life Insurance Company (current position) (Important Concurrent Position) Special Advisor, the Canon Institute for Global Studies Outside Director, Fujitsu Limited Outside Director, Meiji Yasuda Life Insurance Company	47,987

Notes:

1. the Company will enter into an agreement with Ms. Miyako Suda in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act..
2. There is no special interests between each candidate and this Company.
3. There is no special relationship between the Canon Institute for Global Studies, Fujitsu Limited, and Meiji Yasuda Life Insurance Company, respectively, of which Ms. Miyako Suda concurrently holds important position, and this Company.
4. Ms. Miyako Suda is a candidate of outside Auditor.
   ①The Company proposes the election of Ms. Miyako Suda as outside Auditor because the Company has determined that she is able to contribute sufficiently to the auditing of the entire business management of the Company taking advantage of the statements based on her acquired expert knowledge, deep insight into monetary policy and extensive experiences through her career as economist and the Policy Board Member of the Bank of Japan, served for ten years, in two terms.
5. The Company will designate and register Ms. Miyako Suda as the candidate of Independent Auditor with no potential conflict of interest with general shareholders, as provided for the rules of Tokyo Stock Exchange, Inc., etc.
   ① Ms. Miyako Suda has been professor of Senshu University and Gakushuin University as economist for many years. At present, she concurrently assumes the positions of Special Advisor of the Canon Institute for Global Studies, Outside Director or Fujitsu Limited, and Outside Director of Meiji Yasuda Life Insurance Company. Ms. Miyako Suda has never been a major shareholder nor has she held an executive management position with a major business partner of the Company, and Ms. Suda has no potential conflict of interest with general shareholders.

Proposal 4: Election of one alternate outside Auditor.

In case that the Company lacks the necessary number of outside Statutory Auditors required by law or ordinance , shareholders are requested to elect one (1) alternate outside Auditor in advance.
This proposal is made with the consent of the Board of Auditors.

The candidate for alternate outside Auditor position is as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Daisuke Koriya (Aug. 29, 1970) <Alternate Auditor Candidate> Outside Auditor candidate	Apr. 1993: Joined, Ministry of International Trade and Industries (current Ministry of Economy, Trade and Industry) Apr. 1998: Assistant Manager, New Industries Dept., Industrial Policy Bureau of Ministry of International Trade and Industry Oct. 2000: Civil Affairs Bureau, the Ministry of Justice (in charge of Commercial Law and Company Act) Sep. 2007: Registered as an attorney (Daiichi Tokyo BAR Association), and joined Nishimura & Asahi Jan. 2011: Partner, Nishimura & Asahi (current position) (Important Concurrent Position) Attorner at law	0

Note:

1. In the event that Mr. Daisuke Koriya becomes an outside Auditor, the Company will enter into an agreement with him in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act.
2. There is no special interests between Mr. Daisuke Koriya and this Company.
3. The Company proposes the election of Mr. Daisuke Koriya as an alternate outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing of the Company taking advantage of his acquired knowledge and experiences through his professional career as attorney at law.

Proposal 5: Payment of Bonus to Directors and Auditors.

In consideration of the business result of the current term, the Company would like to pay Directors' and Statutory Auditors' bonus within the limit of ¥25,660,000 in total (¥20,260,000 paid for Directors' bonus to our seven Directors (including ¥3,600,000 paid for three outside Directors) and ¥5,400,000 paid for four Statutory Auditors' bonus) who has their offices as of the last day of 109th fiscal year.
A proposal is also made that the specific amount of bonus for each Director shall be decided by the Board of Directors and the specific amount of bonus for each Statutory Auditor shall be decided by the mutual discussion by Statutory Auditors.

End of Document