This represents an abridged translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.

FUJIKURA KASEI CO.,LTD.

June 3, 2015

FUJIKURA KASEI CO.,LTD.
20-7, Hasune 3-chome,
Itabashi-ku, Tokyo, Japan

Notice of Invitation to the 104th Ordinary General Meeting of Shareholders

To our shareholders:

You are cordially invited to attend the 104th Ordinary General Meeting of Shareholders of FUJIKURA KASEI CO.,LTD. (hereinafter "the Company"), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. After reviewing the attached Reference Document for the General Meeting of Shareholders, please indicate your approval or disapproval on the enclosed voting form, and return it to us to arrive by June 25, 2015 (Thursday), 5:00 p.m. (JST).

1. **Date and time:** June 26, 2015 (Friday) at 10:00 a.m. (JST)
2. **Place:** Mielparque-tokyo 5F "ZUIUN"
   5-20, Shibakoen 2-chome, Minato-ku, Tokyo
   The venue differs from that for last year's Ordinary General Meeting of Shareholders, so please make sure to come to the correct venue.
3. **Purpose of the meeting**

Matters to be reported:

1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the Company's 104th business year (from April 1, 2014 to March 31, 2015).
2. Details of the non-consolidated financial statements for the Company's 104th business year (from April 1, 2014 to March 31, 2015).

Matters to be resolved:

1st Proposal Appropriation of surplus
2nd Proposal Partial Amendments to the Articles of Incorporation
3rd Proposal Election of ten (10) Directors
4th Proposal Election of one (1) Substitute Audit & Supervisory Board Member

Daisuke Kato
President

To shareholders attending the meeting in person

1. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall without detaching from the rest of the form.
2. If attending the meeting by proxy, in addition to submitting the voting form, the proxy must submit a letter to certify the right of proxy to the reception desk at the meeting hall.
   (The Articles of Incorporation of the Company state that a person who can be appointed as a proxy is limited to one shareholder of the Company who is entitled to exercise voting rights.)

To shareholders exercising voting rights in writing

If you choose not to attend the meeting in person and exercise voting rights in writing, please note the following when indicating your approval or disapproval for the proposal.

1. You must use the enclosed voting form.
2. If you do not indicate your approval or disapproval for a proposal, your vote will be treated as an approval for the proposal.

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1. If any circumstance gives rise to the need for alteration to the business report, the consolidated financial statements, the non-consolidated financial statements and the reference document for the General Meeting of Shareholders, we will post the altered contents on the Company's website (http://www.fkkasei.co.jp).
2. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting place.

Reference Document for the General Meeting of Shareholders

Proposals and References

1st Proposal　Appropriation of surplus

Concerning the year-end dividend for the current business year, the Company, aiming to continually provide stable payment of dividends, has considered the forecasts of future revenue, the internal reserves necessary to strengthen the financial standing, and future business development such as capital investment, R&D investment, and enhancement of overseas bases. Based on these considerations, we propose the following.

1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
   ¥7 per share of common stock of the Company　　Total amount: ¥228,750,970
   Including the interim dividend, the annual dividend shall be ¥14 per share.
2. Effective date for dividends from surplus
   June 29, 2015

2nd Proposal　Partial Amendments to the Articles of Incorporation

1. Purpose of the proposal

(1) To improve the convenience of accessing to its public notices, and to rationalize its public notice procedure in view of the penetration of the Internet in society, the Company intends to change its public notice vehicle from “The Nihon Keizai Shimbun” to electronic public notice release. Moreover, the Company will determine the actions to take if it is unable to release an electronic public notice due to circumstances beyond its control.

(2) To allow Directors and Audit & Supervisory Board Members to play their expected roles sufficiently, the Company intends to establish a new Article 27 (Exemption from liability of Directors) and a new Article 35 (Exemption from liability of Audit & Supervisory Board Members) in the Articles of Incorporation of the Company as articles stipulating that the Company may exempt Directors and Audit & Supervisory Board Members from liability within the scope provided for by laws and regulations, according to a resolution passed by the Board of Directors, and that the Company may enter into a limited liability agreement with each of Directors (excluding executive directors and the like) and Audit & Supervisory Board Members, respectively.

Management has obtained the consent of the Audit & Supervisory Board Members for the establishment of the new Article 27 (Exemption from liability of Directors) in the Articles of Incorporation of the Company.

(3) In preparation for the prospect of failing to meet the minimum number of Audit & Supervisory Board Members provided for in applicable laws and regulations, the Company intends to establish a new provision on a Substitute Audit & Supervisory Board Member and to determine the effective term of a resolution for his/her election, while defining the term of office that applies to cases where a Substitute Audit & Supervisory Board Member is appointed as an Audit & Supervisory Board Member.

(4) The proposed establishment of the above-mentioned new articles will raise the numbers of existing articles accordingly.

2. Contents of the proposed amendments

Contents of the proposed amendments are as shown below.

(Underlining indicates matters which are amended.)

The existing Articles of Incorporation of the Company	The proposed amendment
Article 1. to Article 4. (The provisions are omitted.)	Article 1. to Article 4. (No change)
Article 5. (Public Notices) Public notices of the Company shall be made in "The Nihon Keizai Shimbun."	Article 5. (Public Notices) Public notices of the Company shall be made electronically; provided, however, that, if it is unable to issue a public notice electronically due to a circumstance beyond its control such as an accident, the public notice shall be made in "The Nihon Keizai Shimbun."
Article 6. to Article 26. (The provisions are omitted.)	Article 6. to Article 26. (No change)
(New establishment) (New establishment)	Article 27. (Exemption from liability of Directors) 1. Pursuant to Paragraph 1 of Article 426 of the Companies Act, the Company may exempt Directors (including former Directors) from his/her compensation liability for duty negligence-induced damage within a scope provided for by laws and regulations, according to resolution by the Board of Directors. 2. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may conclude with a Director (excluding executive directors and the like) such agreement as limits his/her compensation liability for duty negligence-induced damage; provided, however, that the maximum liability amount for the Director under the said agreement shall be an amount provided for by laws and regulations.
Article 27. to Article 28. (The provisions are omitted.)	Article 28. to Article 29. (No change)
Article 29. (Election of Audit & Supervisory Board Members) 1. (The provisions are omitted.) 2. (The provisions are omitted.) (New establishment) (New establishment)	Article 30. (Election of Audit & Supervisory Board Members) 1. (No change) 2. (No change) 3. Pursuant to Paragraph 3 of Article 329 of the Companies Act, the Company may elect a Substitute Audit & Supervisory Board Member at its General Meeting of Shareholders in preparation for the prospect of failing to meet the minimum number of Audit & Supervisory Board Members provided for in applicable laws and regulations. 4. The effective term for the resolution for the election mentioned in the preceding paragraph of a Substitute Audit & Supervisory Board Member shall be a period until the commencement of the Ordinary General Meeting of Shareholders for the last business year that ends within four years from the date of the resolution, unless shortened by the said resolution.

The existing Articles of Incorporation of the Company	The proposed amendment
Article 30. (Term of Office of Audit & Supervisory Board Members) 1. (The provisions are omitted.) 2. The term of office of an Audit & Supervisory Board Member elected to take the place of an Audit & Supervisory Board Member who has retired prior to the end of his/her term of office shall be until the end of the retired Audit & Supervisory Board Member's term of office.	Article 31. (Term of Office of Audit & Supervisory Board Members) 1. (No change) 2. The term of office of an Audit & Supervisory Board Member elected to take the place of an Audit & Supervisory Board Member who has retired prior to the end of his/her term of office shall be until the end of the retired Audit & Supervisory Board Member's term of office. Notwithstanding the foregoing, the term of office of any Substitute Audit & Supervisory Board Member elected and appointed as Audit & Supervisory Board Member pursuant to Paragraph 3 of the preceding article may not continue beyond the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within four years from the date of the election as Substitute Audit & Supervisory Board Member.
Article 31. to Article 33. (The provisions are omitted.)	Article 32. to Article 34. (No change)
(New establishment) (New establishment)	Article 35. (Exemption from liability of Audit & Supervisory Board Members) 1. Pursuant to Paragraph 1 of Article 426 of the Companies Act, the Company may exempt Audit & Supervisory Board Members (including former Audit & Supervisory Board Members) from his/her compensation liability for duty negligence-induced damage within a scope provided for by laws and regulations, according to resolution by the Board of Directors. 2. Pursuant to Paragraph 1 of Article 427 of the Companies Act, the Company may conclude with an Audit & Supervisory Board Member such agreement as limits his/her compensation liability for duty negligence-induced damage; provided, however, that the maximum liability amount for the Audit & Supervisory Board Member under the said agreement shall be an amount provided for by laws and regulations.
Article 34. to Article 39. (The provisions are omitted.)	Article 36. to Article 41. (No change)

3rd Proposal Election of ten (10) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of ten (10) Directors, including such addition of one (1) Outside Director as is intended to further bolster its corporate governance.
The candidates for Directors are as follows.

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Daisuke Kato (May 1, 1954)	April 1977 April 2000 June 2005 July 2009 June 2012 April 2013 to present	Joined the Company Manager of Marketing Department, Coatings for Plastics Division of the Company Executive Director and Division Director of Coatings for Plastics Division of the Company Executive Director of the Company President of Red Spot Paint & Varnish Co., Inc. Senior Vice President and Division Director of Electronics Materials Division of the Company President of the Company	23,200
2	Hikoji Ueda (August 17, 1951)	March 1974 July 1996 April 2001 June 2003 July 2003 June 2009 to present	Joined the Company Manager of Technology Department 1, Polymers & Resins Division of the Company Manager of Polymers & Resins Department of the Company Executive Director and Manager of Polymers & Resins Department of the Company Executive Director and Division Director of Polymers & Resins Division of the Company Senior Vice President and Branch Manager of Washinomiya R&D Center, and Division Director of Polymers & Resins Division of the Company	26,000
3	Yoshizo Shimoda (September 14, 1954)	April 1978 May 2002 July 2007 June 2009 June 2013 to present	Joined the Company Manager of Accounting Department of the Company Assistant Division Manager of Administrative Headquarters and Manager of Accounting Department of the Company Executive Director and Division Director of Administrative Headquarters of the Company Senior Vice President and Division Director of Administrative Headquarters of the Company	21,400

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)	Ownership of the Company's Shares
4	Hisashi Kajiwara (October 7, 1959)	April 1982 Joined the Company April 2004 Branch Manager of Nagoya Branch, Coatings for Plastics Division of the Company July 2007 Assistant Division Manager of Coatings for Plastics Division and Branch Manager of Nagoya Branch of the Company June 2009 to present Executive Director and Division Director of Coatings for Plastics Division of the Company (Significant Concurrent Positions) President of Chukyo Paint Service Co., Ltd. Board Chairman of Fujikura Kasei Coating (Tianjin) Co., Ltd. Board Chairman of Fujikura Kasei (Foshan) Coating Co., Ltd. Board Chairman of Shanghai Fujikura Kasei Coating Co., Ltd.	15,900
5	Hiroaki Watanabe (December 26, 1954)	April 1981 Joined the Company July 2003 Manager of Research & Development Department, Electronics Materials Division of the Company July 2007 Manager of Electronics Materials Production Department, Electronics Materials Division of the Company October 2010 Assistant Division Manager of Electronics Materials Division and Manager of Electronics Materials Production Department of the Company June 2013 to Present Executive Director and Division Director of Electronics Materials Division of the Company	7,700
6	Masahiro Takano (May 1, 1958)	April 1982 Joined the Company April 2008 Manager of Research & Development Department, Architectural Coatings Division of the Company July 2010 Manager of Production Department, Architectural Coatings Division of the Company July 2012 Assistant Division Manager of Architectural Coatings Division and Manager of Research & Development Department of the Company June 2013 to present Executive Director and Division Director of Architectural Coatings Division of the Company	7,400
7	Satoshi Watanabe (July 16, 1959)	April 1984 Joined the Company July 2007 Manager of Research & Development Department, Electronics Materials Division of the Company July 2013 Manager of Research & Development Department, Electronics Materials Division and Manager of Electronics Materials Production Department of the Company April 2014 to present Manager of Research & Development Department, Electronics Materials Division of the Company	2,000

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
8	Yoshiaki Hasegawa (October 3, 1938)	April 1962 July 1983 July 1987 June 1991 June 1992 June 2005 April 2013 to present	Joined the Company Executive Director of the Company Senior Vice President of the Company Senior Managing Director of the Company President & COO of the Company Chairman & CEO of the Company Chairman of the Company	73,400
9	Kazuhiko Ohashi (October 10, 1941)	April 1965 June 1997 June 1999 April 2005 April 2009 June 2009 to present April 2011 June 2011 to present (Significant Concurrent Position) Advisor of Fujikura Ltd.	Joined Fujikura Electric Wire Corporation (present Fujikura Ltd.) Director of Fujikura Ltd. Managing Director of Fujikura Ltd. Representative Director, and President and Member of the Board of Fujikura Ltd. Representative Director, and Chairman and Member of the Board of Fujikura Ltd. Executive Director of the Company Advisor and Member of the Board of Fujikura Ltd. Advisor of Fujikura Ltd.	2,000
10	Osamu Tanaka (August 12, 1952)	April 1980 June 2007 to present	Registered as an attorney (Daiichi Tokyo Bar Association) Audit & Supervisory Board Member of the Company	12,000

Notes:

1. Mr. Kazuhiko Ohashi and Mr. Osamu Tanaka are candidates for Outside Directors.
2. Mr. Kazuhiko Ohashi serves as Advisor at Fujikura Ltd. He has abundant experience and a solid track history of performance in corporate management etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Company such as by offering opinions concerning the general management of the Company.
   The Company has business relations with Fujikura Ltd. in the area of sales of products and others.
   Mr. Ohashi will have served as Outside Director of the Company for six years upon the conclusion of this General Meeting of Shareholders.
3. Fujikura Ltd., where Mr. Kazuhiko Ohashi currently serves as Advisor, in June 2009, when he was serving as Representative Director, and Chairman and Member of the Board, received an on-site investigation by the Japan Fair Trade Commission on suspicion of violating the Antimonopoly Act concerning the business transaction of optical fiber cables and related products. Fujikura Ltd. cooperated with the inspection by the commission and conducted an internal investigation. Subsequently, on May 21, 2010, Fujikura Ltd. received a cease and desist order and a surcharge payment order from the commission. At present, Fujikura Ltd. is formulating rules on contracts with competitors and educating all sales staff on the Antimonopoly Act on a continuing basis in order to ensure that each and every employee complies with laws and regulations.
4. Mr. Osamu Tanaka possesses specialist knowledge and experience, etc. as an attorney. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Company by offering opinions concerning the general management of the Company from the perspective of compliance.
5. Mr. Osamu Tanaka is currently an Outside Audit & Supervisory Board Member of the Company, and his term of office as such will expire at the conclusion of this General Meeting of Shareholders. He will have served as Outside Audit & Supervisory Board Member of the Company for eight years upon the conclusion of this General Meeting of Shareholders.
6. Mr. Osamu Tanaka has been designated as an independent director/auditor by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.
   We intend to designate him as an independent director/auditor when he is elected. Mr. Kazuhiko Ohashi has met the requirements for an independent director/auditor under the regulations of the Tokyo Stock Exchange. Thus, if he is reelected, the Company will notify the aforementioned stock exchange of its designation of Mr. Ohashi as an independent director/auditor.

4th Proposal Election of one (1) Substitute Audit & Supervisory Board Member

The Company requests the election of one (1) Substitute Audit & Supervisory Board Member of the Company in preparation for the prospect of failing to meet the minimum number of Audit & Supervisory Board Members provided for in applicable laws and regulations.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidate for Substitute Audit & Supervisory Board Member is as follows.

Name (Date of Birth)	Career Summary (Significant Concurrent Positions)		Ownership of the Company's Shares
Hiroshi Miyagawa (November 23, 1953)	October 1976	Joined Chiyoda Audit Corporation	0
	February 1981	Registered as a certified public accountant	
	January 1988	Registered as a certified tax accountant	
	January 1988 to present	President of Miyagawa CPA and CTA Office	

Notes:
1. The candidate for Substitute Audit & Supervisory Board Member does not have any special interest with the Company.
2. Mr. Hiroshi Miyagawa is a candidate for a Substitute Outside Audit & Supervisory Board Member.
3. Mr. Hiroshi Miyagawa is qualified as a certified public accountant and certified tax accountant, possessing an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as a Substitute Outside Audit & Supervisory Board Member because we expect he can strengthen corporate governance at the Company by offering opinions concerning the general management of the Company.