N.B. This is a summary translation of a notice in Japanese addressed to shareholders and is provided merely for the convenience and reference of our international shareholders.

(Securities Identification Code : 5195)
June 2, 2015

Dear Shareholders:

NOTICE OF GENERAL MEETING OF SHAREHOLDERS

We take pleasure in inviting you to attend Bando Chemical Industries, Ltd.'s 92nd Ordinary General Meeting of Shareholders to be held as outlined below.

If you are unable to attend, you may vote in writing and are respectfully requested to return the Exercise of Voting Rights Form indicating your approval or disapproval by June 22, 2015, after perusal of the Referential Documents For Exercising Your Voting Rights attached hereto.

Mitsutaka Yoshii, President
Bando Chemical Industries, Ltd.
6-6, Minatojima Minamimachi
4-chome, Chuo-ku, Kobe 650-0047
Japan

1. Date and Time : June 23, 2015 (Tuesday) - 10:00 a.m.

2. Place : Head Office, 6-6, Minatojima Minamimachi 4-chome, Chuo-ku, Kobe, 650-0047 Japan

3. Agenda

Reports :

1. Business report and financial statements for the 92nd business term (from April 1, 2014 to March 31, 2015).
2. Auditing results of the consolidated financial statements for the 92nd business term (from April 1, 2014 to March 31, 2015) by the Accounting Auditor and the Audit & Supervisory Board.

Proposals :

No.1 : Approval of the proposed appropriation (dividend) of retained earnings for the 92nd business term (from April 1, 2014 to March 31, 2015)
No.2 : Election of six (6) Directors
No.3 : Election of one (1) Audit & Supervisory Board Member

4. Information on Exercising Your Voting Rights :

(1) Exercising your voting rights by proxy

In the event that you are unable to attend the General Meeting of Shareholders, you

may appoint another shareholder of the Company to act as proxy and attend on your behalf. Please note, however, that any delegation of your voting rights to a proxy must be presented to the Company in writing.

(2) Announcement regarding modifications to financial statements and General Meeting documentation

Necessary notices of modifications to financial statements and documentation in relation to the General Meeting of Shareholders, if any, will be made available on the Company's homepage (http://www.bando.co.jp).

－END－

Referential Documents for Exercising Your Voting Rights

1. Total number of voting rights held by shareholders:

93,303

2. Proposals and referential matters

No. 1 : Approval of the proposed appropriation (dividend) of retained earnings for the 92nd business term (from April 1, 2014 to March 31, 2015)

Our policy is to make stable dividend payments, considering our profit position, and to reinforce the return of profits. For this term, considering the amount of earnings, we propose that the dividends be ¥5.00 per share (a total of ¥10.00 for the year, including the intermediate dividends).

Our proposal for the dividends for this business term is as follows;

(1) The dividends will be made in cash.
(2) The amount of dividends will be ¥5.00 per share and the total amount of dividends will be ¥470,548,615-.
(3) The effective date of payment of dividends shall be June 24,2015.

No. 2 : Election of six (6) Directors

At the close of this General Meeting of Shareholders, the term of office of all five (5) Directors will expire, and we propose the addition of one Outside Director to enhance corporate governance.
Therefore, we propose the election of six (6) Directors and the candidates are as follows;

No.	Name (birth date)	Brief career summary, position, responsibilities in the Company and important current duties	Number of Company shares owned
1	Mitsutaka Yoshii (August 18, 1958)	Apr. 1981 Joined the Company Apr. 1999 General Manager, Automotive Parts Marketing Department, Power Transmission Belt Division May. 2003 President, Bando Europe GmbH Apr. 2007 General Manager, Procurement Department Apr. 2009 Executive Officer General Manager, Corporate Planning Department Apr. 2011 General Manager, Industrial	65,000

			Products Division President and Director (Representative Director), Bando-Scholtz Corporation	
		Jun. 2011	Director	
		Apr. 2013	President and Director (Representative Director) (Present)	
2	Yoshihisa Tamagaki (February 16, 1952)	Apr. 1974	Joined the Company	30,000
		Apr. 2005	Executive Officer	
		Apr. 2007	General Manager, Tokyo Branch Office, Marketing Division	
		Apr. 2008	Deputy General Manager, Multimedia Parts Division	
		Mar. 2010	General Manager, Marketing Department	
		Apr. 2013	General Manager, Belt Business Administrative Headquarters	
		Apr. 2014	Senior Executive Officer (Present)	
		Jun.2014	Director (Representative Director) (Present)	
3	Kyosuke Nakamura (March 26, 1956)	Apr. 1981	Joined the Company	26,000
		Apr. 1998	Acting General Manager, Osaka Marketing Department, Power Transmission Belt Division	
		Dec. 2003	General Manager, Personnel and General Affairs Department	
		Apr. 2009	Executive Officer	
		Apr. 2011	General Manager, Corporate Information Systems Department	
		Apr. 2013	General Manager, Corporate Planning Department	
		Apr. 2014	Senior Executive Officer (Present)	
		Jun.2014	Director (Present)	
4	Shinji Kashiwada (February 27, 1962)	Apr. 1985	Joined the Company	13,000
		Apr. 2000	General Manager, Automotive Parts Marketing Department, Nagoya Branch Office, Marketing Division	
		Nov. 2002	General Manager, Automotive Parts Marketing Department, Tokyo Branch Office, Marketing Division	
		Apr. 2007	General Manager, Osaka Branch Office, Marketing Division	
		Apr. 2008	General Manager, Planning and Control Department, Power	

			Transmission Belt Division	
		Apr. 2009	Executive Officer (Present) General Manager, Power Transmission Belt Division	
		Jun. 2011	Director (Present)	
		Apr. 2013	General Manager, Mid-Term Plan Promotion Department and Tokyo Branch Office (Present)	
5	Yutaka Kato (August 26, 1953)	Jan. 1994	Professor in the Faculty of Business Administration, Kobe University	0
		Apr. 1999	Professor in the Graduate School of Business Administration, Kobe University	
		Sep. 2007	Chairman of the Japan Cost Accounting Association	
		Apr. 2008	Dean of the Graduate School of Business Administration, Kobe University	
		Jun. 2010	Joined the Company as Outside Director (Present)	
		Apr. 2012	Professor in the Graduate School of Business Administration, Doshisha University (Present)	
		Sep. 2012	Director of the Japan Cost Accounting Association (Present)	
		Jun. 2013	Outside Director, Ono Pharmaceutical Co., Ltd. (Present)	
		Apr. 2015	Dean of the Graduate School of Business Administration, Doshisha University (Present)	
6	Takashi Shigematsu (November 3, 1949)	Apr. 1975	Joined Toyota Motor Co., Ltd. (presently Toyota Motor Corporation)	0
		Jun. 2001	General Manager, Electronics Engineering Div. Ⅱ, Component & System Development Center	
		Jun. 2004	Managing Officer	
		Jun. 2005	Outside Director, Fujitsu Ten Limited	
		Jun. 2010	President and Director, Fujitsu Ten Limited (Representative Director)	
		Jun. 2014	Chairman and Director, Fujitsu Ten Limited (Representative Director) (Present)	

Notes :

1. There is no conflict of interest between the Company and the candidates.

2. Mr. Yutaka Kato and Mr. Takashi Shigematsu are candidates for Outside Director.

3. The reason for endorsement of Mr. Yutaka Kato as a candidate for Outside Director is our anticipation for independent supervision of the Company's management, based on the insight he has accumulated through long term research in management accounting and cost accounting. As of the close of this General Meeting of Shareholders, Mr. Yutaka Kato will have served five (5) years at the Company as an Outside Director.

4. The reason for endorsement of Mr. Takashi Shigematsu as a candidate for Outside Director is our anticipation for independent supervision of the Company's management, based on the insight he has accumulated through long term career as an engineer and manager for manufacturers.

5. While Mr. Yutaka Kato does not have previous experience as a corporate manager, we considered him qualified to perform his duties as Outside Director. He is familiar with corporate management as he has advised domestic and foreign companies, and supported entrepreneurial ventures as an a

uthority in management accounting and cost accounting.

6. We have concluded a limited liability contract with Outside Director to limit their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stated in the Companies Act. Also, we intend to extend or enter into the contract with Mr. Yutaka Kato and Mr. Takashi Shigematsu, if elected.

7. Mr. Yutaka Kato is an Independent Director as stipulated by the Securities Listing Regulations of Tokyo Stock Exchange, Inc. (the "Exchange") .
We consider Mr. Takashi Shigematsu meets the requirements of Independent Director. Subject to his election, we will notify the Exchange that he has joined the Company as an Independent Director.

No. 3: Election of one (1) Audit & Supervisory Board Member

At the close of this General Meeting of Shareholders, the term of office of the following one (1) Audit & Supervisory Board Member will expire: Mr. Hiroshi Kii.
We propose the election of one (1) Audit & Supervisory Board Member. This proposal has obtained the consent of the Audit & Supervisory Board. The candidate is as follows;

No.	Name (birth date)	Brief career summary, position and important current duties	Number of Company shares owned
1	Hiroshi Kii (February 24, 1947)	Apr. 1969 Joined Kobe Bank Jun. 1998 Director and Kobe Marketing Manager, Sakura Bank	84,000

		Jun. 2000 Corporate Auditor, Sakura Bank Apr. 2001 Corporate Auditor, Mitsui-Sumitomo Bank Dec. 2002 Corporate Auditor, Mitsui-Sumitomo Financial Group Jun. 2003 Joined the Company as Corporate Auditor (Present) (note) The translation for Corporate Auditor changed to Audit & Supervisory Board Member in 2013. (important current duties) Audit & Supervisory Board Member, Higashi Nihon Bando Co., Ltd. Audit & Supervisory Board Member, Bando Scholtz Corporation	

Notes :

1. There is no conflict of interest between the Company and the candidate.
2. Mr. Hiroshi Kii is a candidate for Outside Audit & Supervisory Board Member.
3. The reason for endorsement of Mr. Hiroshi Kii as a candidate for Outside Audit & Supervisory Board Member is our anticipation for audit based on broader and specialized perspective through an insight accumulated by a long term activities as an auditor for financial institution. The tenure of Mr. Hiroshi Kii as Outside Audit & Supervisory Board Member will be twelve (12) years at the conclusion of this General Meeting of Shareholders.
4. We have concluded a limited liability contract with Outside Audit & Supervisory Board Member to limit their liabilities as provided in Article 423, Paragraph 1 of the Companies Act to the minimum liability amount stated in the Companies Act. Also, we intend to extend the contract with Mr. Hiroshi Kii, if elected.
5. Mr. Hiroshi Kii is an Independent Audit & Supervisory Board Member stipulated by the Securities Listing Regulations of the Exchange.

– END –

(References)

CONSOLIDATED FINANCIAL STATEMENTS

(1) Consolidated Balance Sheets

(Yen millions)

	2014/3/31	2015/3/31
Assets		
Current assets		
Cash and deposits	13,192	16,199
Notes and accounts receivable - trade	18,815	18,357
Electronically recorded monetary claims - operating	89	965
Merchandise and finished goods	6,579	7,308
Work in process	1,467	1,535
Raw materials and supplies	2,764	2,956
Deferred tax assets	656	605
Other	2,006	1,221
Allowance for doubtful accounts	△30	△30
Total current assets	45,540	49,119
Non-current assets		
Property, plant and equipment		
Buildings and structures, net	11,002	11,048
Machinery, equipment and vehicles, net	11,300	10,642
Land	6,644	6,767
Construction in progress	717	1,348
Other, net	1,157	1,282
Total property, plant and equipment	30,822	31,089
Intangible assets		
Goodwill	—	101
Software	860	881
Other	199	391
Total intangible assets	1,059	1,374
Investments and other assets		
Investment securities	10,150	11,528
Deferred tax assets	723	207
Other	1,442	1,493
Allowance for doubtful accounts	△117	△114
Total investments and other assets	12,199	13,115
Total non-current assets	44,081	45,580
Total assets	89,622	94,699

(Yen millions)

	2014/3/31	2015/3/31
Liabilities		
Current liabilities		
Notes and accounts payable - trade	13,418	11,254
Electronically recorded obligations - operating	748	3,034
Short-term loans payable	5,571	4,717
Income taxes payable	1,363	431
Other	5,682	6,533
Total current liabilities	26,785	25,971
Non-current liabilities		
Long-term loans payable	7,182	6,769
Bonds payable	3,000	3,000
Net defined benefit liability	3,159	2,058
Other	218	124
Total non-current liabilities	13,560	11,952
Total liabilities	40,345	37,923
Net assets		
Shareholders' equity		
Capital stock	10,951	10,951
Capital surplus	2,968	2,968
Retained earnings	35,353	38,739
Treasury shares	△102	△114
Total shareholders' equity	49,171	52,544
Accumulated other comprehensive income		
Valuation difference on available-for-sale securities	1,498	2,060
Deferred gains or losses on hedges	3	△0
Foreign currency translation adjustment	△852	2,171
Remeasurements of defined benefit plans	△1,048	△503
Total accumulated other comprehensive income	△399	3,728
Minority interests	504	502
Total net assets	49,276	56,776
Total liabilities and net assets	89,622	94,699

(2) Consolidated Statements of Income

(Yen millions)

	FY2013	FY2014
Net sales	93,434	95,395
Cost of sales	68,710	69,996
Gross profit	24,723	25,399
Selling, general and administrative expenses	19,206	20,601
Operating income	5,517	4,797
Non-operating income		
Interest and dividend income	187	219
Share of profit of entities accounted for using equity method	503	645
Foreign exchange gains	237	222
Other	220	326
Total non-operating income	1,149	1,415
Non-operating expenses		
Interest expenses	289	320
Other	275	161
Total non-operating expenses	564	482
Ordinary income	6,103	5,730
Extraordinary income		
Gain on sales of investment securities	26	—
Gain on sales of non-current assets	7	—
Total extraordinary income	33	—
Extraordinary losses		
Impairment loss	—	409
Total extraordinary losses	—	409
Income before income taxes and minority interests	6,136	5,320
Income taxes - current	1,945	1,503
Income taxes - deferred	△179	△33
Total income taxes	1,765	1,470
Income before minority interests	4,370	3,849
Minority interests in income	90	91
Net income	4,280	3,758

(Consolidated Statements of Comprehensive Income) (Yen millions)

	FY2013	FY2014
Income before minority interests	4,370	3,849
Other comprehensive income		
Valuation difference on available-for-sale securities	388	567
Deferred gains or losses on hedges	3	△1
Foreign currency translation adjustment	3,106	3,378
Remeasurements of defined benefit plans, net of tax	—	545
Share of other comprehensive income of entities accounted for using equity method	179	218
Total other comprehensive income	3,677	4,708
Comprehensive income	8,048	8,557
Comprehensive income attributable to		
Comprehensive income attributable to owners of parent	7,905	8,408
Comprehensive income attributable to minority interests	143	149

(3) Consolidated Statements of Change in Net Assets / FY2014

(Yen millions)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury shares	Total shareholders' equity
Balance at beginning of current period	10,951	2,968	35,353	△102	49,171
Cumulative effects of changes in accounting policies			148		148
Restated balance	10,951	2,968	35,501	△102	49,319
Changes of items during period					
Dividends of surplus			△941		△941
Net income			3,758		3,758
Purchase of treasury shares				△12	△12
Change in fiscal year-end of consolidated subsidiaries			421		421
Net changes of items other than shareholders' equity					
Total changes of items during period	—	—	3,237	△12	3,225
Balance at end of current period	10,951	2,968	38,739	△114	52,544

	Accumulated other comprehensive income					Minority interests	Total net assets
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Remeasurements of defined benefit plans	Total accumulated other comprehensive income		
Balance at beginning of current period	1,498	3	△852	△1,048	△399	504	49,276
Cumulative effects of changes in accounting policies							148
Restated balance	1,498	3	△852	△1,048	△399	504	49,425
Changes of items during period							
Dividends of surplus							△941
Net income							3,758
Purchase of treasury shares							△12
Change in fiscal year-end of consolidated subsidiaries							421
Net changes of items other than shareholders' equity	562	△3	3,023	545	4,127	△1	4,125
Total changes of items during period	562	△3	3,023	545	4,127	△1	7,350
Balance at end of current period	2,060	△0	2,171	△503	3,728	502	56,776

(4) Consolidated Statements of Cash Flows

(Yen millions)

	FY2013	FY2014
Cash flows from operating activities		
Income before income taxes and minority interests	6,136	5,320
Depreciation	4,174	4,385
Amortization of goodwill and negative goodwill	△26	3
Impairment loss	—	409
Increase (decrease) in allowance for doubtful accounts	△17	△5
Increase (decrease) in net defined benefit liability	△500	24
Interest and dividend income	△187	△219
Interest expenses	289	320
Foreign exchange losses (gains)	25	△25
Share of (profit) loss of entities accounted for using equity method	△503	△645
Loss (gain) on sales and retirement of non-current assets	80	14
Loss (gain) on sales of investment securities	△25	—
Decrease (increase) in notes and accounts receivable - trade	△661	558
Decrease (increase) in inventories	822	△281
Increase (decrease) in notes and accounts payable - trade	△1,904	△557
Other, net	△382	1,143
Subtotal	7,318	10,444
Interest and dividend income received	368	421
Interest expenses paid	△302	△332
Income taxes paid	△1,078	△2,479
Income taxes refund	153	8
Net cash provided by (used in) operating activities	6,459	8,061
Cash flows from investing activities		
Decrease (increase) in time deposits	58	△142
Purchase of property, plant and equipment	△4,933	△2,944
Proceeds from sales of property, plant and equipment	17	67
Purchase of intangible assets	△163	△501
Purchase of investment securities	△19	△15
Proceeds from sales of investment securities	59	12
Proceeds from redemption of investment securities	100	—
Purchase of shares of subsidiaries	△66	△240
Other, net	△88	△164
Net cash provided by (used in) investing activities	△5,037	△3,931
Cash flows from financing activities		
Net increase (decrease) in short-term loans payable	530	△762
Proceeds from long-term loans payable	1,659	1,500
Repayments of long-term loans payable	△2,864	△2,231
Purchase of treasury shares	△11	△11
Cash dividends paid from parent company	△847	△941
Cash dividends paid to minority shareholders	△2	△4
Other, net	△11	△20

Net cash provided by (used in) financing activities	△1,548	△2,472
Effect of exchange rate change on cash and cash equivalents	840	1,053
Net increase (decrease) in cash and cash equivalents	714	2,711
Cash and cash equivalents at beginning of period	12,267	12,981
Increase (decrease) in the cash and the cash equivalent accompanying accounting period change of a consolidated subsidiary	—	4
Cash and cash equivalents at end of period	12,981	15,697