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Securities Code 4182
June 8, 2016

To Those Shareholders with Voting Rights

Toshikiyo Kurai
President and Representative Director
Mitsubishi Gas Chemical Company, Inc.
Mitsubishi Building,
5-2 Marunouchi 2-chome, Chiyoda-ku,
Tokyo, Japan

Notice of the 89th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 89th Ordinary General Meeting of Shareholders of Mitsubishi Gas Chemical Company, Inc. (hereinafter "MGC") to be held as described below.

In the event you are not able to attend the meeting, it is kindly requested that you review the Reference Documents for General Meeting of Shareholders hereinbelow and exercise your voting rights by 5:30 p.m. of June 27, 2016, as it is possible to exercise your voting rights in writing or by electromagnetic means (Internet, etc.).

1. **Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m.
2. **Place:** MGC Conference Room (6th Floor, Mitsubishi Building)
   5-2, Marunouchi 2-chome, Chiyoda-ku, Tokyo
3. **Agenda of the Meeting:**

Matters to be reported:
(1) Report on the Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the independent Auditor and the Audit & Supervisory Board for the 89th Business Term (from April 1, 2015 to March 31, 2016)
(2) Report on the Non-Consolidated Financial Statements for the 89th Business Term (from April 1, 2015 to March 31, 2016)

Proposals to be resolved:

Proposal No. 1: Reverse Split of Stocks
Proposal No. 2: Election of Twelve Directors
Proposal No. 3: Election of Two Audit & Supervisory Board Members
Proposal No. 4: Decision on Reserved Retirement Benefits for Directors

4. Instructions on Exercising Voting Rights

(1) To shareholders unable to attend the meeting

[Exercising Voting Rights in Writing (Via Mail)]

Please indicate on the enclosed voting form whether you approve or disapprove the agenda items and return it by mail so that it will arrive by the deadline indicated above.

[Exercising of Voting Rights via the Internet]

Please review the "Instructions on Exercise of Voting Rights via the Internet" (Translation is omitted.), obtain

access to the website designated by MGC for the exercise of voting rights (http://www.evote.jp/), and enter your approval or disapproval of the agenda items according to on-screen instructions by the deadline indicated above.

(2) Multiple Exercise of Voting Rights

In the event voting rights are exercised multiple times via the mailing of the voting form and electromagnetic means (Internet, etc.), votes submitted by electromagnetic means will be deemed valid.

Further, in the event that voting rights are exercised multiple times via electromagnetic means, the last set of votes cast will be deemed valid.

(3) To Institutional Investors

The "Electronic Proxy Voting Platform" operated by ICJ is available for exercising voting rights with respect to MGC's General Meeting of Shareholders.

5. Guidance Regarding the Documentation Attached to the Convocation Notice and the Reference Documents for General Meeting of Shareholders

(1) Disclosure of the Documentation Attached to the Convocation Notice of this Ordinary General Meeting of Shareholders on the Internet

Among the documents that should be attached to this convocation notice, in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of MGC, the following documents are posted on MGC's website and are not included in the enclosed "Business Report for the 89th Fiscal Year."

(i) Notes to Consolidated Financial Statements

(ii) Notes to Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements attached to this convocation notice are only part of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the independent Auditor and the Audit & Supervisory Board Members for the preparation of their audit reports.

(2) Method of Publicizing Revisions to Attached Documentation

Please be advised that in the event the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, or the Consolidated Financial Statements require modification, MGC will post such modification on its website.

MGC's website : http://www.mgc.co.jp/ir/g_meeting.html

(Request)

◇It is requested that you submit the enclosed voting form at the reception desk when attending the Ordinary General Meeting of Shareholders. To conserve resources, please bring your own copy of the "Business Report for the 89th Fiscal Year" enclosed with this convocation notice with you to the meeting.

◇We will not be handing out small gifts at the site of the meeting. We appreciate your understanding.

Reference Documents for General Meeting of Shareholders

Proposals and References

Proposal No. 1: Reverse Split of Stocks

1. The Reason for Conducting the Reverse Split
   All Japanese stock exchanges including the Tokyo Stock Exchange are proceeding with measures with the goal of consolidating the trading units of all listed Japanese companies to be 100 shares, and the date announced as the deadline for this goal is October 1, 2018.
   MGC, as a corporation listed on the Tokyo Stock Exchange, respects this intention and has accordingly decided to change the trading unit of MGC's shares from 1,000 to 100 as of October 1, 2016, and in order to adjust the investment unit (the price of each trading unit) so that it is at an appropriate level, MGC will conduct a reverse split.

2. Reverse Split Ratio
   Shares recorded in the final register of shareholders on September 30, 2016 will be consolidated on a 2:1 basis.
   Furthermore, in the case that fractional shares occur as the result of this reverse stock split, MGC will act according to Articles 234 and 235 of the Companies Act and collectively issue those shareholders a proportional amount equivalent to the value of those fractional shares.

3. Effective Date
   October 1, 2016

4. Authorized Shares on Effective Date
   492,428,000
   The total number of shares authorized to be issued by MGC will be changed from current 984,856,000 to 492,428,000 in accordance with reverse split ratio.

5. Other
   It is proposed that other required procedural items be entrusted to the Board of Directors.

   [For Reference]
   Articles of Incorporation of MGC will be amended effective on October 1, 2016 as follows in the event that this proposal is approved as it is.

(Amended portions are indicated by underlining.)

Present articles	Proposed articles
(Authorized Shares) Article 5 The total number of shares authorized to be issued by the Company shall be 984,856,000 shares.	(Authorized Shares) Article 5 The total number of shares authorized to be issued by the Company shall be 492,428,000 shares.
(Number of shares constituting One Unit) Article 6 The number of shares which will constitute one unit of the shares of the Company shall be 1,000 shares.	(Number of shares constituting One Unit) Article 6 The number of shares which will constitute one unit of the shares of the Company shall be 100 shares.

Proposal No. 2: Election of Twelve Directors

The term of office of all twelve current Directors will expire as of the close of this Ordinary General Meeting of Shareholders. Therefore, it is proposed that twelve Directors be elected.

The candidates are as follows:

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
1	Kazuo Sakai (February 28, 1947)	April 1971 Joined MGC. June 2000 General Manager, Administrative Division, Aromatic Chemicals Company June 2001 Director, and General Manager, Aromatic Chemicals Division II and Administrative Division, Aromatic Chemicals Company June 2003 Director, Managing Executive Officer, President of Aromatic Chemicals Company, and General Manager, Aromatic Chemicals Division II June 2005 Director, Managing Executive Officer, and Administrative Management of Finance & Accounting Center and Purchasing & Logistics Center June 2007 President and Representative Director June 2013 Chairperson and Representative Director (to the present) ■ Reason for nomination as candidate Mr. Sakai Kazuo, following his service in important positions in the Administrative & Personnel, Purchasing & Logistics, Aromatic Chemicals and other departments, was appointed to be a Director in June 2001, and served from June 2007 to June 2013 as President and Representative Director, and has served from June 2013 as Chairman and Representative Director, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director.	74,083 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
2	Toshikiyo Kurai (January 9, 1952)	April 1975 Joined MGC. June 2003 General Manager, Inorganic Chemicals Division, Specialty Chemicals Company June 2006 Executive Officer, and General Manager, Inorganic Chemicals Division, Specialty Chemicals Company June 2008 Executive Officer, and President of Specialty Chemicals Company June 2009 Director, Managing Executive Officer, and President of Specialty Chemicals Company June 2010 Director, Managing Executive Officer, President of Specialty Chemicals Company, and General Manager, Engineering Plastics Division October 2011 Director, Managing Executive Officer, and President of Specialty Chemicals Company June 2012 Representative Director, Senior Managing Executive Officer, Assistant to the President, and President of Specialty Chemicals Company June 2013 President and Representative Director (to the present) ■ Reason for nomination as candidate Mr. Toshikiyo Kurai, following his service in important positions mainly in the Specialty Chemicals departments and his presiding over the R&D, manufacture and whole business of the Inorganic Chemicals division and Engineering Plastics division, was appointed to be a Director in June 2009, and has served from June 2013 as President and Representative Director, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director.	67,064 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
3	Kunio Kawa (July 16, 1955)	November 1990 Joined MGC. June 2006 General Manager, Finance Department, Finance & Accounting Center June 2009 Executive Officer, and General Manager, Corporate Planning Division June 2012 Director, Managing Executive Officer, Administrative Management of Finance & Accounting Center and Corporate Communications Division, and Deputy Administrative Management of Corporate Planning Division June 2013 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Finance & Accounting Center and Corporate Communications Division, and Deputy Administrative Management of Corporate Planning Division June 2014 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, Administrative Management of Corporate Planning Division and Corporate Communications Division April 2015 Director, Senior Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Corporate Planning Division and Corporate Communications Division June 2015 Representative Director, Senior Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Corporate Planning Division and Corporate Communications Division April 2016 Representative Director, Senior Managing Executive Officer, and Administrative Management of Finance & Accounting Center and Corporate Communications Division (to the present) ■ Reason for nomination as candidate Mr. Kunio Kawa, following his service in important positions in the Information & Advanced Materials, Finance & Accounting, Corporate Planning and other departments, was appointed to be a Director in June 2012 and was/is Administrative Management of Internal Control and Compliance, etc. as well as Finance & Accounting, Corporate Planning and Corporate Communications departments, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director.	44,000 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
4	Kenji Inamasa (June 2, 1956)	April 1984 Joined MGC. June 2009 General Manager, Planning & Development Division, Aromatic Chemicals Company June 2010 Executive Officer, and Plant Manager, Mizushima Plant, Aromatic Chemicals Company June 2014 Director, Managing Executive Officer, and Administrative Management of Production Technology Division and Environment & Safety Division April 2015 Director, Managing Executive Officer, Chairperson of The Committee on Future R&D, and Administrative Management of Research & Development Division, Production Technology Division and Environment & Safety Division April 2016 Representative Director, Senior Managing Executive Officer, Administrative Management of Production Technology Division, Environment & Safety Division and Business Strategy Division, and General Manager, Business Strategy Division (to the present) ■ Reason for nomination as candidate Mr. Kenji Inamasa, following his engagement mainly in the R&D and technology development, served in important positions in Natural Gas Chemicals, Research & Technology Development, Aromatic Chemicals and other departments, was appointed to be a Director in June 2014 and presided/is presiding over R&D, Production Technology, Environment & Safety departments, etc., and due to his abundant experience and knowledge of R&D and production technology as a whole, he has once again been nominated as a candidate for Director.	15,000 Shares
5	Katsushige Hayashi (February 27, 1957)	April 1981 Joined MGC. June 2008 Plant Manager, Yokkaichi Plant, Specialty Chemicals Company June 2010 Executive Officer, and Plant Manager, Kashima Plant, Specialty Chemicals Company October 2011 Executive Officer, and General Manager, Engineering Plastics Division, Specialty Chemicals Company June 2013 Director, Managing Executive Officer, President of Specialty Chemicals Company, and General Manager, Engineering Plastics Division December 2013 Director, Managing Executive Officer, and President of Specialty Chemicals Company (to the present) ■ Reason for nomination as candidate Mr. Katsushige Hayashi, following his engagement in the R&D, served in important positions mainly in the Specialty Chemicals department such as General Manager of Planning & Development, Plant and Engineering Plastics, was appointed to be a Director in June 2013 and is presiding over Specialty Chemicals department, and due to his abundant experience and knowledge of R&D and business management, etc., he has once again been nominated as candidate for Director.	28,000 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
6	Masahiro Jono (July 22, 1956)	April 1981 Joined MGC. October 2009 Deputy General Manager, Tokyo Techno Park, and General Manager, Tokyo Research Laboratory, Specialty Chemicals Company June 2011 Executive Officer, Deputy General Manager, Tokyo Techno Park, and General Manager, Tokyo Research Laboratory, Specialty Chemicals Company June 2013 Director, Managing Executive Officer, and President of Information & Advanced Materials Company (to the present) ■ Reason for nomination as candidate Mr. Masahiro Jono, following his engagement in the R&D of Corporate and Information & Advanced Materials departments, served in important positions such as General Manager of Planning & Development, Research Laboratory and other departments in the Specialty Chemicals department, was appointed to be a Director in June 2013 and is presiding over Information & Advanced Materials department, and due to his abundant experience and knowledge of R&D and business management, etc., he has once again been nominated as a candidate for Director.	18,000 Shares
7	Yasuhiro Sato (August 23, 1957)	April 1980 Joined MGC. June 2009 General Manager, Accounting Department, Finance & Accounting Center June 2012 Executive Officer, and General Manager, Finance & Accounting Center April 2015 Managing Executive Officer, Administrative Management of Risk Management, Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center, and General Manager, Tokyo Techno Park June 2015 Director, Managing Executive Officer, Administrative Management of Risk Management, Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center, and General Manager, Tokyo Techno Park April 2016 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, Administrative Management of Risk Management, and Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center (to the present) ■ Reason for nomination as candidate Mr. Yasuhiro Sato, following his service in important positions in the Administrative & Personnel, Corporate Communications, Internal Audit, Finance & Accounting and other departments, was appointed to be a Director in June 2015 and is Administrative Management of Risk Management, etc. as well as Administrative & Personnel and Purchasing & Logistics departments, and due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director.	18,788 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
8	Masashi Fujii (March 10, 1959)	April 1981 Joined MGC. June 2008 General Manager, Administrative & Personnel Center June 2010 General Manager, Organic Chemicals Division, Natural Gas Chemicals Company June 2012 Executive Officer, and General Manager, Organic Chemicals Division, Natural Gas Chemicals Company June 2014 Executive Officer, and General Manager, Methanol Division, Natural Gas Chemicals Company April 2015 Managing Executive Officer, Administrative Management of LNG Project Team, and President of Natural Gas Chemicals Company June 2015 Director, Managing Executive Officer, Administrative Management of LNG Project Team, and President of Natural Gas Chemicals Company. (to the present) Outside Director, Co-op Chemical Co., Ltd (currently Katakura & Co-op Agri Corporation) (to the present) ■ Reason for nomination as candidate Mr. Masashi Fujii, following his service in important positions in the Administrative & Personnel, Natural Gas Chemicals and other departments, was appointed to be a Director in June 2015 and is presiding over Natural Gas Chemicals department, and due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director.	15,000 Shares
9	New Candidate Susumu Yoshida (April 24, 1956)	April 1981 Joined MGC. June 2010 General Manager, Administrative & Personnel Center June 2012 Executive Officer, and General Manager, Corporate Planning Division April 2016 Managing Executive Officer, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, and Administrative Management of Internal Audit Division and Corporate Planning Division (to the present) ■ Reason for nomination as candidate Mr. Susumu Yoshida, following his engagement mainly in the Specialty Chemicals department, served in important positions in the Administrative & Personnel, Purchasing & Logistics, Corporate Planning and other departments, with his abundant experience and knowledge of MGC's business and administration of management, etc., is deemed to be able to sufficiently carry out his roles as Director in MGC’s decision making and supervision of management executives and for this reason has been nominated as a candidate for Director.	12,000 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
10	New Candidate Masamichi Mizukami (September 11, 1958)	April 1983 Joined MGC. June 2009 General Manager, Corporate Planning Department and Group Management Department, Corporate Planning Division February 2012 General Manager, Project Planning & Examination Department, Corporate Planning Division June 2012 Plant Manager, Yamakita Plant, Specialty Chemicals Company June 2013 Executive Officer, and Plant Manager, Yamakita Plant, Specialty Chemicals Company December 2013 Executive Officer, and Plant Manager, Kashima Plant, Specialty Chemicals Company April 2016 Managing Executive Officer, Chairperson of The Committee on Future R&D, Administrative Management of Research & Development Division and Advanced Business Development Division, and General Manager, Advanced Business Development Division (to the present) ■ Reason for nomination as candidate Mr. Masamichi Mizukami, following his engagement mainly in the R&D departments, served in important positions in Specialty Chemicals department such as General Manager of Research Laboratory, Plant and Corporate Planning departments, with his abundant experience and knowledge concerning R&D and administration of plant, etc., is deemed to be able to sufficiently carry out his roles as Director in MGC's decision making and supervision of management executives and for this reason has been nominated as a candidate for Director.	15,000 Shares
11	Outside Director Independent Director Yoshimasa Nihei (July 1, 1940)	April 1968 Assistant, Faculty of Engineering, the University of Tokyo December 1976 Associate Professor, Institute of Industrial Science, the University of Tokyo October 1977 Visiting Professor, Lawrence Berkeley National Laboratory, University of California March 1987 Professor, Institute of Industrial Science, the University of Tokyo April 1998 Director of Environmental Science Center, the University of Tokyo April 2001 Professor, Graduate School of Science and Technology, Tokyo University of Science May 2001 Professor Emeritus, the University of Tokyo (to the present) November 2005 Director, Research Institute for Science and Technology, Tokyo University of Science June 2007 Outside Audit & Supervisory Board Member, MGC January 2008 Vice President for Research, Tokyo University of Science April 2009 Vice President for Research and Safety management, Tokyo University of Science January 2010 Special Adviser, The Educational Foundation for Tokyo University of Science February 2011 Director, The Educational Foundation for Tokyo Polytechnic University (to the present) June 2013 Outside Director, MGC (to the present)	9,000 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
12	Outside Director Independent Director Kazuo Tanigawa (September 8, 1949)	April 1972 Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) June 2004 Executive Officer, and Corporate Vice President, Toshiba Corporation June 2007 Director, Executive Officer, and Corporate Senior Vice President, Toshiba Corporation June 2008 Director, Executive Officer, and Corporate Executive Vice President, Toshiba Corporation June 2011 Advisor, Toshiba Corporation Outside Audit and Supervisory Board Member, Toshiba Machine Co., Ltd. May 2012 Chairperson, Board of Trustees, Business Research Institute Chairperson, Japan Society for Human Resource Management (to the present) June 2015 Outside Director, MGC (to the present)	9,000 shares

(Notes)

1. No conflict of interest exists between MGC and any of these candidates.
2. Of the candidates, Messrs. Yoshimasa Nihei and Kazuo Tanigawa are nominated as Outside Directors.
3. Mr. Nihei will have been in office as Outside Director for three years as of the close of this Ordinary General Meeting of Shareholders, while he had held the office of Outside Audit & Supervisory Board Member for six years before his assumption of the office of Outside Director of MGC. Mr. Tanigawa will have been in office as Outside Director for one year as of the close of this Ordinary General Meeting of Shareholders.
4. MGC has executed Limitation of Liability Agreements with Messrs. Yoshimasa Nihei and Kazuo Tanigawa, currently MGC's Outside Directors, limiting their liabilities pursuant to Article 423 Paragraph 1 of the Companies Act to the maximum amount stipulated by the Companies Act. Aforementioned Limitation of Liability Agreements will be extended in the event their re-election is approved.
5. MGC has registered Messrs. Yoshimasa Nihei and Kazuo Tanigawa as independent directors/auditors at Tokyo Stock Exchange, Inc. and will continue to register them as such in the event their re-election is approved.
6. Mr. Kazuo Tanigawa served as Director and Executive Officer of TOSHIBA CORPORATION until June 2011, and it was discovered that TOSHIBA CORPORATION had conducted inappropriate accounting practices from fiscal 2008 to fiscal 2014, causing TOSHIBA CORPORATION to revise its Securities Reports, etc., from past years on September 2015. Upon accepting the misrepresentations on these Securities Reports, etc., TOSHIBA CORPORATION received a notice from the Tokyo Stock Exchange, Inc. and the Nagoya Stock Exchange, Inc. both designating it as a Security on Alert and imposing upon it a listing agreement violation penalty. Also, in December of the same year, the Commissioner of the Financial Services Agency issued an administrative surcharge payment order to TOSHIBA CORPORATION.

Proposal No. 3: Election of Two Audit & Supervisory Board Members

Audit & Supervisory Board Member Mr. Kunio Oya will resign from his position as of the close of this Ordinary General Meeting of Shareholders. The term of office of Audit & Supervisory Board Member Mr. Jin Hata will expire as of the close of this Ordinary General Meeting of Shareholders. Therefore, it is proposed that two Audit & Supervisory Board Members be elected.
Mr. Watanabe is intended to succeed to the position of Mr. Kunio Oya, and the term of his office also dates from the date of his succession to his predecessor according to the Articles of Incorporation of MGC.
The submission of this Proposal No. 2 has been approved by the Audit & Supervisory Board.

The candidates are as follows:

No.	Name (Date of Birth)	Profile and position in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
1	New Candidate Takayuki Watanabe (August 17, 1952)	April 1978 Joined MGC. June 2007 General Manager, Electronic Materials Division, Information & Advanced Materials Company June 2008 Executive Officer, and General Manager, Electronic Materials Division, Information & Advanced Materials Company April 2010 Executive Officer, and General Manager, Planning & Development Division and Electronic Materials Division, Information & Advanced Materials Company June 2010 Executive Officer, and General Manager, Electronic Materials Division, Information & Advanced Materials Company June 2012 Director, Managing Executive Officer, and President of Information & Advanced Materials Company June 2013 Representative Director, Senior Managing Executive Officer, Assistant to the President, Chairperson of The Committee on Future R&D, and Administrative Management of Research & Development Division, Production Technology Division and Environment & Safety Division June 2014 Representative Director, Senior Managing Executive Officer, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, Chairperson of The Committee on Future R&D, Administrative Management of Internal Audit Division and Research & Development Division, and General Manager, Tokyo Techno Park April 2015 Representative Director June 2015 Executive Advisor (to the present) ■ Reason for nomination as candidate Mr. Takayuki Watanabe served in important positions in the Information & Advanced Materials and other departments and was also Administrative Management of Internal Audit department, giving him abundant experience regarding MGC's business as well as corporate management and auditing. It is deemed that, derived from those experiences, he would possess sufficient insight and knowledge essential for Audit & Supervisory Board Member to be responsible for ensuring the lawfulness and appropriateness of the execution of Directors' duties, therefore, he has been nominated as a candidate for Audit & Supervisory Board Member.	45,000 Shares

2	New Candidate Katsuhiko Sugita (June 25, 1954)	April 1977 Joined MGC. June 2006 General Manager, Corporate Planning Department, Corporate Planning Division June 2007 Executive Officer, and General Manager, Finance & Accounting Center June 2012 Director, Managing Executive Officer, Administrative Management of Risk Management, and Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center June 2014 Director, Managing Executive Officer, Administrative Management of Risk Management, and Administrative Management of Finance & Accounting Center, Administrative & Personnel Center and Purchasing & Logistics Center April 2015 Director, Senior Managing Executive Officer, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, and Administrative Management of Internal Audit Division and Finance & Accounting Center June 2015 Representative Director, Senior Managing Executive Officer, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, and Administrative Management of Internal Audit Division and Finance & Accounting Center April 2016 Director (to the present) ■ Reason for nomination as candidate Mr. Katsuhiko Sugita served in important positions in the Finance & Accounting, Administrative & Personnel and other departments and was also Administrative Management of Internal Audit department, giving him abundant experience regarding MGC's business as well as corporate management and auditing along with a considerable degree of knowledge regarding finance and accounting. It is deemed that, derived from those experiences, he would possess sufficient insight and knowledge essential for Audit & Supervisory Board Member to be responsible for ensuring the lawfulness and appropriateness of the execution of Directors' duties, therefore, he has been nominated as a candidate for Audit & Supervisory Board Member.	33,000 Shares

(Note) No conflict of interest exists between MGC and any of these candidates.

Proposal No. 4: Decision on Reserved Retirement Benefits for Directors

With a view towards improving transparency in corporate officers' compensation, MGC has introduced a reserved retirement benefit system for benefits to be paid upon retirement.

The reserved retirement benefit system is a form of Directors' compensation in which, as part of compensation for Directors (excluding Outside Directors) separate from monthly compensation, that is determined for each Director's performance of his/her duties, every year an amount calculated for each terms of their offices is reserved through a resolution by the General Meeting of Shareholders, with the aggregate amount to be paid in full upon retirement.

Accordingly, it is proposed that the sum total of ¥96,160,000 of reserved retirement benefits correlating to the execution of duties by the following 10 Directors (excluding Outside Directors Messrs. Yoshimasa Nihei and Kazuo Tanigawa), Messrs. Kazuo Sakai, Toshikiyo Kurai, Katsuhiko Sugita, Kunio Kawa, Yoshihiro Yamane, Katsushige Hayashi, Masahiro Jono, Kenji Inamasa, Yasuhiro Sato and Masashi Fujii for the period of June 25, 2015 to June 28, 2016 be reserved for and paid to them upon their retirement according to their own portions.

- END -