(TRANSLATION FOR REFERENCE ONLY)

Securities Code Number: 4208

UBE INDUSTRIES, LTD.

Notice of the 110th 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 7, 2016

Dear Shareholder:

You are cordially invited to attend the 110th 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 29, 2016 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 110th 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. Wednesday June 29, 2016

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 110th fiscal year (from April 1, 2015 to March 31, 2016) 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 110th fiscal year (from April 1, 2015 to March 31, 2016)

PROPOSALS :

Proposal 1: Disposition of Retained Earning
Proposal 2: Amendment of a part of the Articles of Incorporation
Proposal 3: Election of eight Directors
Proposal 4: Election of one Auditor
Proposal 5: Election of one alternate outside Auditor
Proposal 6: Revisions to the amount and details of the stock option compensation, etc. for Directors

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Notes for disclosure of Company's information through internet :

The following items are not contained within the documentation accompanying this Notice of the 110th 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 110th 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 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., Tuesday June 28, 2016 (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., Tuesday June 28, 2016 (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 ¥5,300,451,625

(3) Effective Date of the Distribution of the Year-End Dividend: June 30, 2016 (Thursday)

Proposal 2: Amendment of a part of the Articles of Incorporation.

1) Reasons for amendment
Since 2001, the Company has promoted management efficiency, speedy decision-making, strengthening of transparency and supervision function in the Company's management, through the installation of the Executive Officer system, which the Board of Directors make a decision concerning important matters in the Company's management and exercise supervision of execution of operation, while executive Officers execute the business operation of the Company.

According to the establishment of the Executive Officer system in the Company's management, the Company proposes the following amendments to the Articles of Incorporation for the purpose of the establishment of new article, deletion, modification of Articles, and adjustments of number of Articles, regarding the article of Chairperson of the Ordinary General Meeting of Shareholders, Directors and Executive Officers, and other related articles so as to clarify in the in Article of Incorporation that the position of President, chief executive for execution of the Company's business, is a duty position based on Executive Officers system.

2) Contents of the amendment
Proposed amendments are set out below:

(Amendments shown by underlines)

(Present Articles)	(Proposed Amendments)
Article 15. (Person Entitled to Convene Meetings and Chairman) The Director-President of this Company shall convene and preside over the General Meeting of Shareholders. In a case where the President is unable to so preside, one of the other Directors shall act as the Chairman in the order fixed in advance by the Board of Directors.	**Article 15. (Chairperson of the Meeting)** The President of this Company shall preside over the General Meeting of Shareholders. In a case where the President is unable to so preside, one of the other Directors shall act as the Chairman in the order fixed in advance by the Board of Directors.
Article 16 to 18 (Omitted)	Article 16 to 18 (Same as the present)
CHAPTER IV Directors and Board of Directors	**CHAPTER IV Directors, Board of Directors and Executive Officers**
Article 19 to 21 (Omitted)	Article 19 to 21 (Same as the present)
Article 22. (Name of Offices of Director) By a resolution of the Board of Directors, one Chairman of the Board, one Vice Chairman of the Board, one President, several number of Vice Presidents, Senior Managing Directors and Managing Directors may be appointed.	**Article 22. (Name of Offices of Director)** By a resolution of the Board of Directors, one Chairman of the Board, one Vice Chairman of the Board, one President may be appointed.
Article 23 to 25 (Omitted)	Article 23 to 25 (Same as the present)
(New Articles)	**Article 26. (Executive Officers)** By a resolution of the Board of Directors, Executive Officers may be appointed to execute the operations of this Company. Executive Officer can concurrently serve as Director. By a resolution of the Board of Directors, one President, several number of Vice Presidents, Senior Managing Executive Officers and Managing Executive Officers may be appointed.
Article 26 to 37 (Omitted)	Article 27 to 38 (Same as the present)

Proposal 3: Election of eight Directors.

The term of office of all eight (8) 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:

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th colspan="2">Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">1</td><td rowspan="2">Michio Takeshita
(Dec. 16, 1950)

<to be
re-elected></td><td>Apr. 1973
Jun. 2001
Apr.2005

Jun. 2005

Jun 2008
Apr. 2009

Apr. 2010

Apr. 2015

Jun. 2015</td><td>Joined the Company
Executive Officer
Executive Officer, General Manager of Energy & Environment Div. and Procurement & Logistics Div.
Managing Executive Officer, General Manager of Energy & Environment Div. and Procurement & Logistics Div.
Director
Senior Managing Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center
President & Representative Director, President & Executive Officer, and Group CEO
Chairman of the Board of Directors & Representative Director
Chairman of the Board of Directors
(current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 126,000</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 13/13 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 8 years</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Michio Takeshita and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] None</td></tr>
<tr><td colspan="3">[Reason for the nomination as a candidate for Director]
Mr. Michio Takeshita has wide experience in the business of chemicals, construction materials, and energy & environment division, and has held President & Representative Director (Group CEO), Chairman of the Board of Directors successively since 2010. He has extensive knowledge and experience as chief executive, and has been served Chairman of the Board of Directors with deep knowledge and understanding of the Company group, and promoted the strengthening of corporate governance of the Company group.
Based on his extensive experience, the Board of Directors has decided to re-nominate him as director because the Board of Directors determined that he will continuously play a full role as director in deciding important matters of, supervision of management execution, and the strengthening of corporate governance, taking advantage of his knowledge and business management career.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">2</td><td>Yuzuru Yamamoto
(Mar. 8, 1953)

<to be
re-elected></td><td>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.
Apr. 2010 Senior Managing Executive Officer and Company President of Machinery & Metal Products Company, Ube Industries, Ltd.
Jun. 2010 Chairman of the Board, Ube Machinery Corporation, Ltd.
Resigned (June 2013)
Apr. 2013 Senior Managing Executive Officer, Special Assistant to the President, Group CCO, and General Manager of Procurement & Logistic Div., with the responsibility for General Affairs & Human Resources Office
Jun. 2013 Representative Director
Apr. 2015 President & Representative Director, President & Executive Officer, and Group CEO (current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 106,000</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 13/13 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 3 years</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Yuzuru Yamamoto and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] None</td></tr>
<tr><td colspan="2">[Reason for the nomination as a candidate for Director]
Since joining the Company, Mr. Yuzuru Yamamoto has extensive experience in the business of machinery division, and also has rich experience and enough of a track record as chief executive, which he had served as Representative Director of Ube Machinery Corporation, Ltd., since 2003, and achieved to ensure constant profitability of machinery division’s business.
Furthermore, since 2013, he has been involved in the whole management of the Company group as Special Assistant to the President, and from 2015, he has been serving as President & Representative Director, and demonstrating with strong leadership to play a role in the company’s group management to achieve a desirable form of the Company’s group that “generates overall expansion with differentiated chemical businesses driving growth and non-chemical business adding stability to earning.”
Based on his extensive experience, the Board of Directors has decided to re-nominate him as director because the Board of Directors determined that he is qualified for leader to carry out a new medium-term management plan named “Change & Challenge 2018”, starting from fiscal 2016.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">3</td><td>Hideyuki Sugishita
(Apr. 15, 1954)

<to be
re-elected></td><td>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, General 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)
Jun. 2015 Representative Director (current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 111,000</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 10/10 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 1 year</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Hideyuki Sugishita and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] None</td></tr>
<tr><td colspan="2">[Reason for the nomination as a candidate for Director]
Mr. Hideyuki Sugishita has extensive experience in the business of chemical division, and also successively held important positions of chemical division such as General Manager of Ube Chemical Factory, General Manager of Production & Technology Div.
Since 2015, he has been serving as Company President of Chemicals Company and demonstrating to implement a variety of measures for “business restructuring” and to promote the change for achievement of “chemical business for strong profitability”.
The Board of Directors has determined to re-nominate him as director because the Board of Directors determined that he can play a full role in deciding important matters of, in the supervision of management execution of the Company’s group taking advantage of his extensive experience in the Company’s business.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th colspan="2">Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">4</td><td>Tadashi Matsunami
(Sep. 3, 1954)

<to be
re-elected></td><td colspan="2">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
Jun. 2015 Director
(current position)
Apr. 2016 Senior Managing Executive Officer, Company President of Cement & Construction Materials Company and General Manager of Cement Dept.
(current position)</td></tr>
<tr><td colspan="3">[Shares of the Company's stock owned] 157,000</td></tr>
<tr><td colspan="3">[Attendance at the meetings of Board of Directors in 110th fiscal year] 10/10 (100%)</td></tr>
<tr><td colspan="3">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 1 year</td></tr>
<tr><td colspan="3">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Tadashi Matsunami and the Company.</td></tr>
<tr><td colspan="3">[Important concurrent positions] None</td></tr>
<tr><td colspan="3">[Reason for the nomination as a candidate for Director]
Mr. Tadashi Matsunami has extensive experience in the business of construction materials division and also successively held important positions of construction materials division such as General Manager of Kanda Cement Factory, General Manager of Production & Technology Div..
Since 2011, he has been serving as Company President of Cement & Construction Materials Company and demonstrating to promote a variety of measures to focus on Cement & Construction Materials division as a ”core platform business with continuous growth”.
The Board of Directors has decided to re-nominate him as director because the Board of Directors determined that he can play a full role in deciding important matters of, in the supervision of management execution of the Company’s group taking advantage of his extensive experience in the Company’s business.</td></tr>
</table>

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th colspan="2">Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">5</td><td>Takashi Kusama
(Jan. 8, 1949)

<to be
re-elected>

Outside Director candidate

Independent Director candidate</td><td>Apr. 1971
Jun. 1999

Jun. 2000
Jun. 2003

May 2009

Jun. 2011

Jun. 2012

Jun. 2013</td><td>Joined The Industrial Bank of Japan, Limited
Executive Officer, The Industrial Bank of Japan, Limited
Managing Director, Shinko Securities Co., Ltd.
President and Representative Director, Shinko Securities Co., Ltd.
Chairman of the Board, and Representative Director, Mizuho Securities Co., Ltd.
Advisor, Mizuho Securities Co., Ltd.
(current position)
Outside Auditor, WOWOW Inc.
(current position)
Outside Director of the Company
(current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 0</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 13/13 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 3 years</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Takashi Kusama and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] Outside Auditor, WOWOW Inc.</td></tr>
<tr><td colspan="2">[Special relationship between the Company and entity where important concurrent positions are held, and matters regarding independency]
There is no special relationship between WOWOW Inc., of which Mr. Takashi Kusama concurrently holds important position, and the Company.
Mr. Kusama retired from office of Executing Officer (Executive Officer) of The Mizuho Bank, Ltd.. (then The Industrial Bank of Japan, Limited), one of Company’s major lender, quite a few years ago (retired on March 2000), and currently assumes the office of Advisor, Mizuho Securities Co., Ltd.(“Mizuho Securities”). Mizuho Securities acts as a lead underwriter for issuance of the Company’s straight bond for Company’s financing, however, Mizuho Securities is the one of the securities corporations acting as a lead underwriter for issuance of such Company’s bond. Therefore, there is no special relationship between Mizuho Securities and the Company.
For the reasons stated above, Mr. Kusama has sufficient independence such that no potential conflict of interest could arise with general shareholders ,and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.</td></tr>
<tr><td colspan="2">[Reason for the nomination as a candidate for Director]
Mr. Takashi Kusama has been engaged in corporate management in the financial business for many years, having an extensive experience and excellent judgement in corporate management, and heightened perspective for promoting business. At the meeting of The Board of Directors, he has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and comments actively rom a viewpoint of chief executive, taking advantage of his business management career
For the reasons stated above, The Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that he can effectively execute his duties as outside director and contribute sufficiently to the further enhancement of the entire business management system of the Company.</td></tr>
</table>

Candidate No.	Name (Date of Birth)	Summary of career, Title, and Area(s) of Responsibility
6	Keikou Terui (Jul. 27, 1953) <to be re-elected> Outside Director candidate Independent Director candidate	Apr. 1979 Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry (METI)) Jul. 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) Mar. 2016 Outside Director, Bridgestone Corporation (current position)
	[Shares of the Company's stock owned] 23,000	
	[Attendance at the meetings of Board of Directors in 110th fiscal year] 12/13 (92%)	
	[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 2 years	
	[Special interests between the Candidate and the Company] There is no special interest between Mr. Keikou Terui and the Company.	
	[Important concurrent positions] Senior Research Associate, Chemicals Evaluation and Research Institute Outside Director, Bridgestone Corporation	
	[Special relationship between the Company and entity where important concurrent positions are held, and matters regarding independency] There is no special relationship between Chemicals Evaluation and Research Institute, of which Mr. Keikou Terui concurrently holds important position, and the Company. The company sells chemical products to Bridgestone Corporation, of which Mr. Terui concurrently assumes the office of Outside Director, however, there is no special relationship between Bridgestone Corporation and the Company. For the reasons stated above, Mr. Terui has sufficient independence such that no potential conflict of interest could arise with general shareholders ,and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.	
	[Reason for the nomination as a candidate for Director] Mr. Keikou Terui successively held important posts related to chemical technologies in Ministry of Economy, Trade and Industry for many years and has engaged in product and environment safety of chemical material, and the development of domestic heavy chemical industries, having an comprehensive knowledge and experience in the field of industrial policy and industrial science technology. At the meeting of The Board of Directors, he has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and comments actively taking advantage of his business management career Even though he has not been engaged in corporate management except for acting as outside director, the Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that since assuming the office of the outside director of the Company, he has contributed sufficiently to the further functional enhancement of the Board of Directors, and can effectively execute his duties as outside director.	

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Summary of career, Title, and Area(s) of Responsibility</th></tr>
<tr><td rowspan="6">7</td><td>Takashi Shoda
(Jun. 21, 1948)

<to be
re-elected>

Outside Director candidate

Independent Director candidate</td><td>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 & CEO, 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)
Jun. 2015 Outside Director of the Company (current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 10,000</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 10/10 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 1 year</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Takashi Shoda and the Company.
[Important concurrent positions] None</td></tr>
<tr><td colspan="2">[Special relationship between the Company and entity where important concurrent positions are held, and matters regarding independency]
The company sells pharmaceutical products to Daiichi Sankyo Co., Ltd.(“Daiichi Sankyo”), of which Mr. Takashi Shoda concurrently assumes the office of Senior Corporate Adviser, however, there is no special relationship between Daiichi Sankyo and the Company.</td></tr>
<tr><td colspan="2">[Reason for the nomination as a candidate for Director]
Mr. Takashi Shoda has been engaged in the management of Daiichi Sankyo as chief executive for many years, and made a significant contribution to globalization of business of Daiichi Sankyo, having an extensive experience and excellent judgement in corporate management, and rich knowledge about global management of Japanese company. At the meeting of The Board of Directors, he has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and comments actively from a viewpoint of chief executive, taking advantage of his business management career
For the reasons stated above, The Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that he can effectively execute his duties as outside director and contribute sufficiently to the further enhancement of the entire business management system of the Company.</td></tr>
</table>

Candidate No.	Name (Date of Birth)	Summary of career, Title, and Area(s) of Responsibility
8	Mahito Kageyama (Jan. 28, 1949) <to be re-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) Jun. 2015 Outside Director of the Company (current position)
	[Shares of the Company's stock owned] 1,000	
	[Attendance at the meetings of Board of Directors in 110th fiscal year] 9/10 (90%)	
	[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 1 year	
	[Special interests between the Candidate and the Company] There is no special interest between Mr. Mahito Kageyama and the Company.	
	[Important concurrent positions] None	
	[Special relationship between the Company and entity where important concurrent positions are held, and matters regarding independency] Mr. Mahito Kageyama retired from office of Executing Officer (Senior Executive 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 currently assumes the office of Advisor, Toyota Tsusho Corporation ("Toyota Tsusho"). The company sells chemical products to Toyota Tsusho, however, there is no special relationship between Toyota Tsusho and the Company. For the reasons stated above, Mr. Kageyama has sufficient independence such that no potential conflict of interest could arise with general shareholders, and meets requirement for Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.	
	[Reason for the nomination as a candidate for Director] Mr. Mahito Kageyama has been engaged in corporate management at both major financial institution and trading company as chief executive, having rich experience in wide range of business and an extensive experience as chief executive in corporate management. At the meeting of The Board of Directors, he has played a role in supervising over decision making of important matters and entire management of the Company, through providing helpful advices and comments actively from a viewpoint of chief executive, taking advantage of his business management career For the reasons stated above, The Board of Directors has decided to re-nominate him as outside director because the Board of Directors determined that he can effectively execute his duties as outside director and contribute sufficiently to the further enhancement of the entire business management system of the Company.	

Notes:

1. The Company has entered into an agreement with Mr. Takashi Kusama, Mr. Keikou Terui, Mr. Takashi Shoda and Mr. Mahito Kageyama 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. The Company has designated and registered Mr. Takashi Kusama, Mr. Keikou Terui, Mr. Takashi Shoda and Mr. Mahito Kageyama as Independent Director with no potential conflict of interest with general shareholders, as provided in the rules of Tokyo Stock Exchange, Inc., etc.

Proposal 4: Election of one Auditor.

The term of office of Statutory Auditor, Mr. Setsuro Miyake 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 one (1) Statutory Auditor.

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

The candidate for Statutory Auditor positions are as follows:

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th>Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.</th></tr>
<tr><td rowspan="8">1</td><td>Setsuro Miyake
(Feb.3, 1954)

<to be
re-elected></td><td>Apr. 1976 Joined the Company
Apr. 2006 General Manager of Accounting Dept. of Corporate Planning & Administration Office
Jun. 2011 Auditor
(current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 50,000</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Auditors in 110th fiscal year] 8/8 (100%)</td></tr>
<tr><td colspan="2">[Attendance at the meetings of Board of Directors in 110th fiscal year] 13/13 (100%)</td></tr>
<tr><td colspan="2">[Years in office (at the close of this Ordinary General Meeting of Shareholders)] 5 years</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Mr. Setsuro Miyake and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] None</td></tr>
<tr><td colspan="2">[Reason for the nomination as a candidate for Director]
Mr. Setsuro Miyake held the position of General Manager of Accounting Dept. of Corporate Planning & Administration Office, having long-year experience in accounting Dept. and a great deal of expertise in corporate accounting.
The Board of Directors has decided to re-nominate him as auditor because the Board of Directors determined that he can play a full role in conducting audit from a neutral and objective perspective and contribute sufficiently to ensure the health of the Company’s management taking advantage of his business career and expertise in corporate accounting.</td></tr>
</table>

Proposal 5: 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:

<table>
<tr><th>Candidate No.</th><th>Name
(Date of Birth)</th><th colspan="2">Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.</th></tr>
<tr><td rowspan="5">1</td><td>Daisuke Koriya
(Aug. 29, 1970)

<to be
re-elected>

Outside Auditor candidate</td><td>Apr. 1993

Apr. 1998

Oct. 2000

Sep. 2007

Jan. 2011</td><td>Joined, Ministry of International Trade and Industries (current Ministry of Economy, Trade and Industry)
Assistant Manager, New Industries Dept., Industrial Policy Bureau of Ministry of International Trade and Industry
Civil Affairs Bureau, the Ministry of Justice (in charge of Commercial Law and Company Act)
Registered as an attorney (Daiichi Tokyo BAR Association), and joined Nishimura & Asahi
Partner, Nishimura & Asahi
(current position)</td></tr>
<tr><td colspan="2">[Shares of the Company's stock owned] 0</td></tr>
<tr><td colspan="2">[Special interests between the Candidate and the Company]
There is no special interest between Daisuke Koriya and the Company.</td></tr>
<tr><td colspan="2">[Important concurrent positions] Attorney at law</td></tr>
<tr><td colspan="2">[Special relationship between the Company and entity where important concurrent positions are held, and matters regarding independency]
There is no special relationship between the important concurrent positions of Mr. Daisuke Koriya and the Company, and no potential conflict of interest could arise with general shareholder.</td></tr>
<tr><td colspan="3">[Reason for the nomination as a candidate for Director]
The Board of Directors decided to nominate 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</td></tr>
</table>

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.

Proposal 6:Revisions to the amount and details of the stock option compensation, etc. for Directors.

The monthly amount of Directors' remuneration, etc. (excluding outside directors' remuneration, etc.) were settled within the aggregate amount of ¥60 million per month according to the approval at the 83th ordinary general meeting of shareholders held on June 29, 1989, and in addition to the monthly amount of directors' remuneration, etc., the amount of remuneration, etc. with regard to the Stock Acquisition Rights allotted to directors as stock option were settled within ¥100 million per year according to the approval at the 100th ordinary general meeting of shareholders held on June 29, 2006.

According to the approval at the ordinary general meeting of shareholders described above as to the amount of remuneration, etc. with regard to the stock acquisition rights, the Company had already decided to allot Stock Options for the stock-linked remuneration plan with paid-in capital of 1 yen per stock delivered upon the exercise of Stock Acquisition Rights. The aim of this move was to raise the directors' motivation and morale in order to improve the Company's stock price and business performance by linking a portion of the remuneration of its directors (excluding outside directors) to the stock price so that they share a greater common interest with the Company's shareholders.

As for the amount of remuneration, etc. with regard to the Stock Acquisition Rights, for the purpose of further increasing the link between the remuneration of its directors (excluding outside directors) and its medium and long-term business performance and corporate value, The Company will seek approval of revisions to the amount and the details of the stock option remuneration, etc. for the directors in order to vary the number of stock options allotted to directors (excluding outside directors) in the fiscal year following the end of the relevant period of the Medium-Term Management Plan according to the level of achievement of certain key indicators set forth by the Company under the plan.

It is hereby proposed that the amount of directors' remuneration, etc. with regard to the Stock Acquisition Rights allotted to directors (excluding outside directors) as stock option, which were settled within ¥100 million per year according to the approval at the 100th ordinary general meeting of shareholders, in addition to the monthly amount of directors' remuneration, etc, described above according to the approval at the 83th ordinary general meeting of shareholders, shall revise to increase within the amount of ¥130 million per year, and the details of the Stock Options allotted to directors (excluding outside directors) as stock option shall revise as follows.

The Stock Options is "Stock Options for the stock-linked remuneration " as described above, and the amount of remuneration thereof is determined with due consideration for the contribution of the Directors (excluding outside directors) to the business performance to the Company and other various circumstances, therefore, the Company believes that the details of the Stock Option are reasonable and appropriate.

The Stock Acquisition Rights as Stock Option are scheduled to be paid be the offsetting the claim for remuneration, etc. held by directors (excluding outside directors) against Stock Acquisition Rights to be allocated according to Proposal 6, instead of payment of the paid-in value determined with the fair market value as a benchmark in allocation the Stock Acquisition Rights.

The Company currently has eight (8) directors (including four (4) outside directors), if Proposal 3 is approved, the number of the directors will not change.

Notes.

Specific Details and Upper Limit Number of Stock Acquisition Rights as Stock Options

① Type and Number of Stock s That Are the Object of Stock Acquisition Rights
The type of shares that are the object of Stock Acquisition Rights shall be ordinary shares of the Company. The number of shares for each Stock Acquisition Right ("Number of Granted Shares") shall be 1000 shares. However, if a share-split (includes gratis allotment of ordinary shares of the Company; the same shall apply below regarding the descriptions of share-split) or a reverse share-split is conducted for ordinary shares of the Company on or after the date of resolution of this proposal ("Resolution Date"), the Number of Granted Shares shall be adjusted by applying the following formula, with fractions of less than one share rounded down to the nearest one share.

Pt=A×B where: Pt = Number of Granted Shares after adjustment
A = Number of Granted Shares before adjustment
B = Ratio of share-split/reverse share-split

In addition to the above case, in the event that an adjustment of the Number of Granted Shares is necessary on or after the Resolution Date in the case that the Company implements a merger, a company split, or an equivalent case, the Company shall carry out the adjustment appropriately to the extent deemed reasonable. In the event that the Company changes the number of its ordinary shares in a trading unit (excludes where a share-split or reverse share-split is involved; the same applies to descriptions of the number of shares in a trading unit below) on or after the Resolution Date, the Company may make a reasonable adjustment to the Number of Granted Shares proportional to the relevant change in the number of shares in a trading unit with respect to the Stock Acquisition Rights resolved for issuance by the Board of Directors on or after the effective date of the relevant change in the number of shares in a trading unit..

② Total Number of Stock Acquisition Rights
The total number of 240 Stock Acquisition Rights to be allotted to the directors (excluding outside directors) shall be the maximum number of Stock Acquisition Rights allotted on a date within one year of the date of the Ordinary General Meeting of Shareholders relating to each business year. However, in the event that the Number of Granted Shares is adjusted in conjunction with a change in the number of the Company's ordinary shares in a trading unit, the Company may make a reasonable adjustment to the total number of Stock Acquisition Rights proportional to the relevant adjustment.

③ Paid-in Value of Stock Acquisition Rights
The paid-in value of each Stock Acquisition Right shall be the amount determined by the Board of Directors based on the fair value of the Stock Acquisition Rights calculated using a fair calculation method such as the Black-Scholes model upon the allotment of the Stock Acquisition Rights.

④ Amount of Assets Contributed on Exercise of Stock Acquisition Rights
The amount of assets contributed upon exercise of each Stock Acquisition Right is calculated by multiplying the paid-in value of 1 yen per share delivered upon exercise of each Stock Acquisition Right by the Number of Granted Shares.

⑤ Exercise Period of the Stock Acquisition Rights
The exercise period of the Stock Acquisition Rights shall be within 25 years from the next day of the date when the Stock Acquisition Rights are allotted and shall be determined by the Board of Directors.

⑥ Restriction on Acquiring Stock Acquisition Rights by Assignment
Acquisition of Stock Acquisition Rights by assignment shall require approval by a resolution of the Board of Directors.

⑦ Conditions for Exercise of Stock Acquisition Rights
A holder of Stock Acquisition Rights may exercise Stock Acquisition Rights from the next day when such holder no longer holds a position as a Director and/or an Executive Officer. Other conditions for the exercise of Stock Acquisition Rights shall be determined by the Board of Directors.

(Reference)
The Company intends to issue Stock Acquisition Rights with the same details as the Stock Acquisition Rights described above to its executive officers after the conclusion of the Ordinary General Meeting of Shareholders.

End of Document