Note: This document is an English Translation of the "Notice of the 4th Ordinary General Meeting of Shareholders (Dai-4-ki Teiji Kabunushi Sokai Shoshu Go-Tsuchi)," and prepared solely for the convenience of shareholders who are non-Japanese speakers. In the event of any discrepancy between this translated document and the Japanese original document, the Japanese original text shall prevail.

(Securities Code: 5741)
June 1, 2017

Dear shareholders:

Mitsuru Okada
Representative Director & President
UACJ Corporation
1-7-2 Otemachi, Chiyoda-ku, Tokyo

Notice of the 4th Annual General Meeting of Shareholders

1. **Date and Time:** Thursday, June 29, 2017, at 10:00 a.m. (JST)
2. **Venue:** 3rd Floor, Tokyo Sankei Building (Rooms 301-303, Otemachi Sankei Plaza)
   1-7-2 Otemachi, Chiyoda-ku, Tokyo
3. **Purpose of the Meeting**

Matters to be reported:

1. Reports on Business Report, Consolidated Financial Statements, and Report on Audit Results of Consolidated Financial Statements by the Accounting Auditor and the Audit and Supervisory Board for the 4th fiscal term (April 1, 2016 to March 31, 2017)
2. Reports on Non-consolidated Financial Statements for the 4th fiscal term (April 1, 2016 to March 31, 2017)

Matters to be resolved:

Proposal No. 1 Distribution of Retained Earnings to Shareholders
Proposal No. 2 Consolidation of Shares
Proposal No. 3 Election of Eleven (11) Directors

If you are unable to attend the meeting in person, you may exercise your voting rights by mail or via the internet. Please review the "Reference Documents for General Meeting of Shareholders" attached to this notice, and make sure that your votes are submitted no later than 5:30 p.m. on Wednesday, June 28, 2017 (JST).

4. **Matters Related to the Exercise of Voting Rights**

If you exercise your voting rights redundantly by mailing in the voting form and by voting via the internet, the internet vote will be counted as the valid vote.
If you vote via the internet multiple times, the last vote will be counted as the valid vote.

- If you attend the meeting in person, you are kindly requested to submit the enclosed voting form at the reception desk.
- The reception desk will be crowded immediately prior to the start of the meeting, so you are advised to arrive early (the reception will begin at 9:00 a.m.).
- If you require sign language interpretation or the use of a wheelchair, please notify the Company in advance so that arrangements can be made (please call 03-6202-2601).
- Any modification or change that may be required in the Reference Documents for General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements will be notified on the Company's website. (http://www.uacj.co.jp)

Reference Documents for General Meeting of Shareholders

Proposals and Reference Information

Proposal No. 1 Distribution of Retained Earnings to Shareholders

The Company believes that distribution of dividends is essential to rewarding shareholders. The Company determines dividends by taking into consideration comprehensive factors including trends in financial performance, investment to improve corporate value, securing funds for research and development to enhance competitiveness, and reinforcing the Company's financial standing, while the Company seeks stable and continuous dividend distribution as its basic policy.
The Company proposes to pay ¥3 per share as a year-end dividend for this fiscal term. In combination with the interim dividend of ¥3 per share already paid, the annual dividend for this fiscal year is planned ¥6 per share in total.

Year-end dividends

1. Type of dividend property
   Cash
2. Allotment of dividend property to shareholders and total amount of dividends
   ¥3 per common share of the Company
   Total payment: ¥1,447,753,023
3. Effective date of dividends from retained earnings
   June 30, 2017

Proposal No. 2 Consolidation of Shares

(1) Reasons for the proposal

Having announced the "Action Plan for Consolidating Trading Units," all Japanese stock exchanges are aiming to consolidate trading units (the number of shares constituting one unit of shares) of the common stock of domestic listed companies to 100 shares by October 2018.

In deference to these objectives, the Company, whose shares are listed on the Tokyo Stock Exchange, decided at a meeting of the Board of Directors of the Company on May 10, 2017 to change the number of shares constituting one unit of shares of the Company's stock from the current 1,000 shares to 100 shares.

At the same time, the Company also decided to carry out a consolidation of shares of the Company's stock, under which every 10 shares will be consolidated into 1 share, in order to maintain the price level per trading unit as the current level, which is within the range considered preferable by the Tokyo Stock Exchange (from at least ¥50,000 to less than ¥500,000), and to ensure that the number of voting rights of each shareholder remain unchanged.

Moreover, subject to the approval of this proposal as originally proposed, the aforementioned change in the number of shares constituting one unit of shares will take effect as of October 1, 2017.

(2) Details of consolidation of shares

1. Class of shares to be consolidated
   Common shares of the Company
2. Consolidation ratio
   Common shares of the Company will be consolidated at a ratio of 1 share for every 10 shares.
   If any fractional shares arise as a result of the consolidation of shares, pursuant to the provisions of the Companies Act, the Company will sell all such fractional shares or purchase them as treasury stock, and distribute the proceeds to shareholders having the fractional shares in proportion to their respective fractions.
3. Effective date for the consolidation of shares
   October 1, 2017
4. Total number of shares authorized to be issued on the effective date
   170,000,000 shares
   Moreover, by implementing the consolidation of shares, the Articles of Incorporation will be deemed to have been amended on the effective date with respect to the total number of shares authorized to be issued, in accordance with the provisions of Article 182 paragraph 2 of the Companies Act.

[Reference]

(1) Amendment of part of the Articles of Incorporation

In the event that this proposal is approved as originally proposed, the Articles of Incorporation of the Company shall be partially amended as follows, effective as of October 1, 2017.

With regard to the amended portions, the current Articles of Incorporation and the Articles of Incorporation after proposed amendments differ as follows.

(Note) Amended portions are underlined

Current Articles of Incorporation	Articles of Incorporation after proposed amendments
(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>1,700,000,000 shares</u>, all of which shall be common shares.	(Total Number of Shares Authorized to Be Issued) Article 6. The total number of shares authorized to be issued by the Company shall be <u>170,000,000 shares</u>, all of which shall be common shares.
(Number of Shares per Share Unit) Article 8. The number of shares constituting one unit of shares of the Company shall be <u>1,000</u>.	(Number of Shares per Share Unit) Article 8. The number of shares constituting one unit of shares of the Company shall be <u>100</u>.

(2) Impact of the consolidation of shares on shareholders

In the event that this proposal is approved, the impact on shareholders will be as follows.

- The number of shares held after the consolidation of shares will become one-tenth (1/10) of the number of shares held as recorded in the final register of shareholders at the end of September 2017 (in the event that fractions of less than 1 share arise, this figure shall be rounded down).
- After the consolidation of shares, the number of voting rights shall be 1 for every 100 shares held, and thus no change in the number of voting rights will occur.
- If fractional shares (fractions of less than 1 share) arise as a result of the consolidation of shares, the Company shall dispose of such fractional shares altogether, or purchase them as treasury stock, and shall distribute the proceeds of the disposal to the shareholders having the fractional shares, in proportion to their respective fractions. Payment of the said proceeds to the shareholders is scheduled to take place in or around December 2017.
- While the number of shares held after the consolidation of shares will be one-tenth (1/10) of the number held before the consolidation, as there will be no change in the state of company assets or capital before or after the consolidation, the value of assets per share will be ten (10) times greater and, excepting fluctuations in stock market conditions, etc., there will be no change in the value of assets of shares in the Company held by shareholders.

Proposal No. 3 Election of Eleven (11) Directors

At the conclusion of this meeting, the terms of office of all twelve (12) Directors will expire. Therefore, the Company proposes the election of eleven (11) Directors.
The candidates for Directors are as follows:

Candidate No.	Name	Current position and responsibilities in the Company	Notes
1	Shigenori Yamauchi	Representative Director & Chairman of the Board	Reelection
2	Mitsuru Okada	Representative Director & President	Reelection
3	Takayoshi Nakano	Director and Senior Managing Executive Officer In charge of Global Business Strategy Department and Public and Investor Relations Department	Reelection
4	Kazuhisa Shibue	Director and Senior Managing Executive Officer Delegated Chief Executive, Research and Development Division	Reelection
5	Kiyoshi Tanaka	Director and Managing Executive Officer	Reelection
6	Hisashi Hasegawa	Director and Managing Executive Officer In charge of Finance and Accounting Department and Corporate Planning Department	Reelection
7	Miyuki Ishihara	Director and Managing Executive Officer Delegated Chief Executive, Production Division	Reelection
8	Mizuho Taneoka	Managing Executive Officer Delegated Chief Executive, Marketing and Sales Division	New election
9	Masahiro Teshima	Managing Executive Officer Delegated Vice Chief Executive, Marketing and Sales Division	New election
10	Toshio Suzuki		Reelection Outside Independent
11	Ryoko Sugiyama		Reelection Outside Independent

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	Shigenori Yamauchi (February 24, 1949) Reelection Tenure as Director 15 years Record of attendance at Board of Director meetings 15 / 15	July 1971 Joined Sumitomo Light Metal Industries, Ltd. June 2002 Company Director June 2004 Managing Director Apr. 2005 Director and Managing Executive Officer Apr. 2007 Director and Senior Managing Executive Officer June 2009 President and CEO Oct. 2013 Representative Director & Chairman of the Board of the Company (current position)	82,858 shares
	[Reasons for nomination as a candidate for Director] As Representative Director and Chairman of the Board of the Company, Mr. Yamauchi has been responsible for management of the Company and its corporate group (the "Group") and has exercised strong leadership in business operations. He has extensive experience in the Company's business and broad knowledge regarding management in general, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		
2	Mitsuru Okada (November 21, 1956) Reelection Tenure as Director 9 years Record of attendance at Board of Director meetings 15 / 15	Apr. 1982 Joined Furukawa Electric Co., Ltd. June 2008 Director of the Company June 2010 Managing Director June 2012 President Apr. 2016 Representative Director & President (current position)	64,000 shares
	[Reasons for nomination as a candidate for Director] As Representative Director and President of the Company, Mr. Okada has exercised strong leadership and exhibited outstanding managerial execution performance in management of the Company and the Group. He has extensive experience in the Company's business and broad knowledge regarding management in general, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		
3	Takayoshi Nakano (May 11, 1955) Reelection Tenure as Director 7 years Record of attendance at Board of Director meetings 15 / 15	Apr. 1978 Joined Nippon Steel (currently Nippon Steel & Sumitomo Metal Corporation) Apr. 2004 Manager of European Office June 2009 Adviser of the Company June 2010 Director June 2012 Managing Director June 2013 Director and Managing Executive Officer Apr. 2015 Director and Senior Managing Executive Officer (current position) Significant concurrent positions outside the Company President of Tri-Arrows Aluminum Holding Inc.	45,000 shares
	[Reasons for nomination as a candidate for Director] Mr. Nakano has long been active in planning division and overseas business division operations and has exercised strong leadership in the global development, including M&As, of the Company and the Group as Director and Senior Managing Executive Officer since April 2015. He has extensive experience as described above and broad knowledge regarding group companies' management, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		

Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
4	Kazuhisa Shibue (August 10, 1955) Reelection Tenure as Director 3 years Record of attendance at Board of Director meetings 15 / 15	Apr. 1980 Joined Sumitomo Light Metal Industries, Ltd. Apr. 2010 Executive Officer Oct. 2013 Managing Executive Officer of the Company June 2014 Director and Managing Executive Officer Apr. 2017 Director and Senior Managing Executive Officer (current position)	42,452 shares
	[Reasons for nomination as a candidate for Director] Mr. Shibue has long been active in R&D division operations and has exercised strong leadership in developing new technologies and products. He was appointed Director, Senior Managing Executive Officer and Chief Executive of Research and Development Division in April 2017. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		
5	Kiyoshi Tanaka (May 5, 1958) Reelection Tenure as Director 7 years Record of attendance at Board of Director meetings 15 / 15	Apr. 1981 Joined Furukawa Electric Co., Ltd. June 2010 Director of the Company June 2013 Director and Managing Executive Officer (current position)	30,000 shares
	[Reasons for nomination as a candidate for Director] Mr. Tanaka has long been active in sales division operations and has exercised strong leadership in creating the global sales structure of the Company and the Group as Director and Managing Executive Officer. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		
6	Hisashi Hasegawa (April 5, 1955) Reelection Tenure as Director 6 years Record of attendance at Board of Director meetings 15 / 15	Apr. 1980 Joined Furukawa Electric Co., Ltd. June 2009 Director of the Company June 2012 Managing Director June 2013 Managing Executive Officer June 2015 Director and Managing Executive Officer (current position)	70,000 shares
	[Reasons for nomination as a candidate for Director] Mr. Hasegawa has long been active in accounting and finance division operations and has overseen financial strategies and implemented measures to reinforce the financial standing of the Company and the Group as Director and Managing Executive Officer since June 2015. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.		

<table>
<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">7</td><td>Miyuki Ishihara
(July 9, 1957)
Reelection

Tenure as Director
2 years
Record of attendance at Board of Director meetings
15 / 15</td><td>Apr. 1981
Oct. 2012
Oct. 2013
June 2015
Apr. 2017</td><td>Joined Sumitomo Light Metal Industries, Ltd.
Executive Officer
Executive Officer of the Company
Director and Executive Officer
Director and Managing Executive Officer (current position)</td><td>27,418 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Mr. Ishihara has long been active in production division operations and has exercised strong leadership in creating optimal production systems for the Company and the Group. He was appointed Director, Managing Executive Officer and Chief Executive of Production Division in April 2017. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to continue serving as Director and nominates him as a candidate for Director.</td></tr>
<tr><td rowspan="2">8</td><td>Mizuho Taneoka
(May 24, 1956)
New election</td><td>Apr. 1980
Sept. 2010
Oct. 2012

Oct. 2013

Apr. 2015

Apr. 2017</td><td>Joined Sumitomo Corporation
Joined Sumitomo Light Metal Industries, Ltd.
Executive Officer, Deputy General Manager of Marketing and Sales Division, General Manager of Commercial Affairs Division and Deputy General Manager of Administrative Division
Executive Officer and General Manager of Global Marketing and Sales Department, Marketing and Sales Division of the Company
Executive Officer and Vice Chief Executive, Marketing and Sales Division
Managing Executive Officer and Chief Executive, Marketing and Sales Division (current position)</td><td>25,422 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Mr. Taneoka has long been active in sales division operations and has exercised strong leadership in creating the global sales structure of the Company and the Group. He was appointed Managing Executive Officer and Chief Executive of the Marketing and Sales Division in April 2017. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to serve as Director and nominates him as a candidate for Director.</td></tr>
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<tr><th>Candidate No.</th><th>Name
(Date of birth)</th><th colspan="2">Career summary, position in the Company, and significant concurrent positions outside the Company</th><th>Number of the Company's shares held</th></tr>
<tr><td rowspan="2">9</td><td>Masahiro Teshima
(August 4, 1958)
New election</td><td>Apr. 1982
Apr. 2010

Oct. 2013

Apr. 2014

Oct. 2014

Apr. 2017</td><td>Joined Sumitomo Light Metal Industries, Ltd.
General Manager of No.2 Sheet & Plate Sales Department, Marketing and Sales Division
General Manager of No.2 Sales Department, Marketing and Sales Division of the Company
Executive Officer and General Manager of No.2 Sales Department, Marketing and Sales Division
Executive Officer and General Manager of Chubu Area Head Office, Marketing and Sales Division
Managing Executive Officer and Vice Chief Executive, Marketing and Sales Division (current position)</td><td>23,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for Director]
Mr. Teshima has long been active in sales division operations and has exercised strong leadership in creating the global sales structure of the Company and the Group. He was appointed Managing Executive Officer and Vice Chief Executive of the Marketing and Sales Division in April 2017. He has the extensive experience and broad knowledge described above, and consequently, the Company has determined that he is qualified to serve as Director and nominates him as a candidate for Director.</td></tr>
<tr><td rowspan="2">10</td><td>Toshio Suzuki
(May 19, 1947)
Reelection
Outside
Independent

Tenure as Director
3 years and 9 months
Record of attendance at Board of Director meetings
15 / 15</td><td>Apr. 1988
June 1994
Apr. 1995
Mar. 2012
June 2012

Oct. 2013</td><td>Assistant Professor of University of Tokyo
Professor
Professor of Graduate School
Retired from University of Tokyo
Professor Emeritus of University of Tokyo (current position)
Director of the Company (current position)</td><td>8,000 shares</td></tr>
<tr><td colspan="4">[Reasons for nomination as a candidate for outside Director]
Mr. Suzuki does not have corporate managerial experience, but since his appointment as Director, he has provided valuable advice regarding the Company's overall management from an objective perspective based on extensive academic experience as a professor emeritus. The Company has determined that he is qualified to continue serving as outside Director and nominates him as a candidate for outside Director.</td></tr>
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Candidate No.	Name (Date of birth)	Career summary, position in the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
11	Ryoko Sugiyama (July 27, 1955) Reelection Outside Independent Tenure as Director 2 years Record of attendance at Board of Director meetings 14 / 15	May 1996 Established Sugiyama & Kurihara Environmental Consultants, Inc., Representative Director Dec. 1997 Director of Gifu Shimbun Dec. 1999 Director of Gifu Broadcasting System, Inc. (current position) Aug. 2007 Director of Sugiyama & Kurihara Environmental Consultants, Inc. (current position) Dec. 2009 Owner of Gifu Shimbun Apr. 2010 Professor, Fuji Tokoha University (currently Tokoha University) Faculty of Social and Environmental Studies (Retired in March 2017) June 2010 Outside Director of Lecip Holdings Corporation (current position) May 2014 Owner, Director and Chairman of Gifu Shimbun (current position) June 2015 Director of the Company (current position) Jan. 2016 Representative Director of General Incorporated Foundation (currently Public Interest Incorporated Foundation) Gifu Sugiyama Memorial Foundation (current position) Significant concurrent positions outside the Company Owner, Director and Chairman of Gifu Shimbun Outside Director of Lecip Holdings Corporation Representative Director of Public Interest Incorporated Foundation Gifu Sugiyama Memorial Foundation	2,000 shares
	[Reasons for nomination as a candidate for outside Director] Since appointment as Director, Ms. Sugiyama has provided valuable advice regarding the Company's overall management based on extensive academic experience as a university professor and experience as a director involved in corporate management. The Company has determined that she is qualified to continue serving as outside Director and nominates her as a candidate for outside Director.		

Notes: 1. There are no special interests between any of the candidates and the Company.

2. Matters regarding candidates for outside Director

(1) The Company has provided notice to the Tokyo Stock Exchange for appointing Mr. Toshio Suzuki and Ms. Ryoko Sugiyama as independent officers of the Company. If re-elected, they will both remain independent officers.

(2) Mr. Toshio Suzuki and Ms. Ryoko Sugiyama are currently outside Directors of the Company. At the conclusion of this meeting, their tenures since assuming office as outside Directors will have been three years and nine months, and two years, respectively.

(3) The Company has entered into liability-limiting agreements with Mr. Toshio Suzuki and Ms. Ryoko Sugiyama pursuant to the Articles of Incorporation limiting their liability to pay compensation for damage to the total amount specified in Article 425, paragraph 1, item 1 of the Companies Act. If they are re-elected, the Company plans to maintain those agreements.