TRANSLATION

March 6, 2019

TO OUR SHAREHOLDERS:

SHOWA DENKO K.K.
(Securities Code: 4004)
13-9, Shiba Daimon 1-Chome, Minato-ku,
Tokyo, Japan

Kohei Morikawa
President and Chief Executive Officer

Notice of Convocation of the 110th Ordinary General Meeting of Shareholders

The 110th Ordinary General Meeting of Shareholders of Showa Denko K.K. will be held as described below and you are cordially invited to attend the Meeting.

If you do not expect to attend the Meeting, please exercise your voting rights in writing or by electronic means (including the use of the Internet) after reviewing the following Reference Materials for the General Meeting of Shareholders.

1. **Date and Hour** Thursday, March 28, 2019 at 10:00 a.m.
2. **Place** Tokyo International Forum (Hall B7)
   5-1, Marunouchi 3-Chome, Chiyoda-ku, Tokyo, Japan
3. **Matters constituting the Purpose of the Meeting:**

Matters to be Reported:
(1) Reports on the Business Report and the Consolidated Financial Statements for the 110th Business Term (January 1, 2018 to December 31, 2018), and reports on the Auditing Results from Accounting Auditors and the Audit & Supervisory Board.
(2) Reports on the Non-consolidated Financial Statements for the 110th Business Term (January 1, 2018 to December 31, 2018).

Matters to be Resolved upon:

Proposal No. 1: Appropriation of Surplus
Proposal No. 2: Election of Nine Directors
Proposal No. 3: Election of One Audit & Supervisory Board Member

4. Other Matters that have been decided by the Board of Directors before Convocation:

Repeated voting:

1) If the voting rights are exercised both in writing and via the Internet, the voting via the Internet will be regarded as effective.

2) If the voting rights are exercised repeatedly using one and the same method, either via the Internet or in writing, the last voting will be regarded as effective.

5. Methods for exercising voting rights for shareholders who do not expect to attend the Meeting:

1) Exercise of voting rights in writing (by mail)

Please indicate your consent or dissent to the proposals on the enclosed Card for Exercise of Voting Rights, and return it by mail to reach us no later than Wednesday, March 27, 2019.

2) Exercise of voting rights via the Internet, etc.

Please log on to the designated website for exercise of voting rights at https://soukai.mizuho-tb.co.jp/. Enter your code number and password as provided on the enclosed Card for Exercise of Voting Rights and, by following the instructions on the computer screen, enter your consent or dissent and send it to reach us no later than 5:45 p.m. on Wednesday, March 27, 2019. For your information, we are also a member to the electronic voting rights exercise platform for institutional investors operated by ICJ, Inc.

✧ Upon attending the Meeting, please present the enclosed Card for Exercise of Voting Rights to the receptionist.

✧ When the need arises to amend Reference Materials for the General Meeting of Shareholders, such amendments will be announced on the Company's website at http://www.sdk.co.jp/.

Reference Materials for the General Meeting of Shareholders

Proposals and References

Proposal No. 1: Appropriation of Surplus

It is proposed that surplus be appropriated as follows:

It is the Company's basic policy to decide on the distribution of dividends in consideration of earnings performance of the relevant business term and the need to retain earnings for future business development.

Concerning the term-end dividends for this term, the Company, after taking into account the business results of the term as well as the need to improve future competitiveness and financial strength, proposes a term-end dividend as described below. If this proposal is approved, the total amount of dividends paid for this term per common share of the Company, including a midterm dividend which became effective on September 11, 2018, will be 120 yen. There is no matter related to the appropriation of other surplus.

(1) Type of dividend assets

Cash

(2) Matters related to the appropriation of dividend assets and total amount thereof:

100 yen per common share of the Company Total amount: 14,616,332,800 yen

(3) Effective date for appropriation of surplus:

March 29, 2019

Proposal No. 2: Election of Nine Directors

The term of office of all the nine Directors is to expire at the close of this ordinary general meeting of shareholders.

The Company proposes election of nine Directors, including three Outside Directors.

The list of candidates is as follows:

Candidate No.	Name	Current Position and Duties at the Company	Statuses
1	Hideo Ichikawa	Representative Director; Chairman of the Board	To be reelected
2	Kohei Morikawa	Representative Director; President, Corporate Officer; Chief Executive Officer (CEO)	To be reelected
3	Jun Tanaka	Director; Managing Corporate Officer, in charge of Advanced Battery Materials Division, Institute for Integrated Product Development, Advanced Technology Laboratory, Corporate R&D and Intellectual Property departments; Chief Technology Officer (CTO)	To be reelected
4	Hidehito Takahashi	Director; Managing Corporate Officer, in charge of Ceramics Division, Yokohama Plant, Shiojiri Plant and Corporate Strategy Department; General Manager, Carbon Division	To be reelected
5	Keiichi Kamiguchi	Director; Corporate Officer, in charge of Internal Audit, Legal, CSR & General Affairs, Human Resources and Purchasing & SCM departments; Chief Risk Management Officer (CRO)	To be reelected
6	Motohiro Takeuchi	Corporate Officer, in charge of Finance & Accounting and Information Systems departments; Chief Financial Officer (CFO)	To be newly elected
7	Masaharu Oshima	Director	To be reelected Outside Independent
8	Kiyoshi Nishioka	Director	To be reelected Outside Independent
9	Kozo Isshiki		To be newly elected Outside Independent

To be reelected: Candidate for Director to be reelected

To be newly elected: Candidate for Director to be newly elected

Outside: Candidate for Outside Director

Independent: Candidate for Independent Director under the provisions of the stock exchange, etc.

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
1.	Hideo Ichikawa (March 18, 1952) To be reelected	Reason for nomination as a candidate for Director After taking charge of Corporate Strategy Office and HD Sector, he served as President and CEO of the Company and promoted strategies to expand "individualized businesses." In 2017, he was appointed as Chairman of the Board, and has been making an effort to improve corporate governance of the Showa Denko Group since then. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director, and enough knowledge and business experience to realize management vision of the Group. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1975 Joined the Company May 2003 General Manager, Corporate Strategy Office January 2006 Corporate Officer; General Manager, Corporate Strategy Office March 2008 Director; Corporate Officer; General Manager, Corporate Strategy Office September 2008 Director; Corporate Officer; Executive Officer, HD Sector January 2010 Director; Managing Corporate Officer; Executive Officer, HD Sector January 2011 President and Chief Executive Officer (CEO) January 2017 Chairman of the Board (up to the present) Important Concurrent Post: None Term of office as a Director: 11 years Number of attendance at the Board of Directors' meeting: 14/14	38,700 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
2.	Kohei Morikawa (June 6, 1957) To be reelected	Reason for nomination as a candidate for Director He took charge of Chemicals section through many years, and developed the Company's high-purity gases for electronics and functional chemicals businesses to be a "Growth-accelerating businesses" in the previous medium-term business plan. In 2017, he was appointed as President and CEO, and has been supervising and promoting business strategy of the whole Company since then. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director, and enough knowledge and business experience to realize management vision of the Group. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1982 Joined the Company January 2013 Corporate Officer; General Manager, Electronic Chemicals Division January 2016 Managing Corporate Officer; Chief Technology Officer (CTO) March 2016 Director; Managing Corporate Officer; Chief Technology Officer (CTO) January 2017 President and Chief Executive Officer (CEO) (up to the present) Important Concurrent Post: None Term of office as a Director: 3 years Number of attendance at the Board of Directors' meeting: 14/14	6,700 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
3.	Jun Tanaka (November 28, 1958) To be reelected	Reason for nomination as a candidate for Director He took charge of development section through many years, promoted commercialization of lithium ion battery materials, and developed that business to be an "Advantage-establishing business" in the previous medium-term business plan. In 2017, he was appointed as CTO, and has been supervising and promoting technology strategy of the whole Company. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1982 Joined the Company January 2012 Corporate Fellow; Deputy General Manager, Advanced Battery Materials Department January 2013 Corporate Officer; General Manager, Advanced Battery Materials Department January 2017 Managing Corporate Officer; Chief Technology Officer (CTO) March 2017 Director; Managing Corporate Officer; Chief Technology Officer (CTO) January 2019 Director; Managing Corporate Officer, in charge of Advanced Battery Materials Division, Institute for Integrated Product Development, Advanced Technology Laboratory, Corporate R&D and Intellectual Property departments; Chief Technology Officer (CTO) (up to the present) Important Concurrent Post: None Term of office as a Director: 2 years Number of attendance at the Board of Directors' meeting: 14/14	2,400 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
4.	Hidehito Takahashi (July 21, 1962) To be reelected	Reason for nomination as a candidate for Director He has proven track record as corporate executive in his previous jobs. After joining the Company, he has been in charge of corporate planning section, drafting and promoting companywide business strategy. He has also been in charge of the Inorganics segment, and promoting structural reform of the segment. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1986 Joined Mitsubishi Bank, Ltd. (currently Bank of Mitsubishi UFJ, Ltd.) February 2002 General Manager, Business Development Department, GE Japan Holding Corporation October 2004 Asia Pacific President, GE Sensing & Inspection Technologies, GE Japan Holding Corporation October 2008 President & CEO, Silicones Business, Momentive Performance Materials Japan Inc. January 2013 President &CEO, GKN Driveline Japan plc October 2015 Joined the Company Senior Corporate Fellow, Assistant to President January 2016 Corporate Officer; General Manager, Corporate Strategy Department January 2017 Managing Corporate Officer March 2017 Director; Managing Corporate Officer July 2017 Director; Managing Corporate Officer; General Manager, Carbon Division January 2019 Director; Managing Corporate Officer, in charge of Ceramics Division, Yokohama Plant, Shiojiri Plant and Corporate Strategy Department; General Manager, Carbon Division (up to the present) Important Concurrent Post: Director, Chairman of the Board, Showa Denko Carbon, Incorporated Director, Showa Denko Sichuan Carbon Incorporated Term of office as a Director: 2 years Number of attendance at the Board of Directors' meeting: 14/14	2,100 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
5.	Keiichi Kamiguchi (September 3, 1958) To be reelected	Reason for nomination as a candidate for Director He took charge of corporate planning section through many years and drafted medium-term business plans through many years. From 2015, he took charge of two divisions of the Chemicals segment, and from 2017, he has been supervising and promoting measures to diminish business risks as CRO. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1983 Joined the Company September 2008 General Manager, Corporate Strategy Office January 2011 Corporate Officer; General Manager, Corporate Strategy Office January 2013 Corporate Officer; General Manager, Corporate Strategy Department January 2015 Corporate Officer January 2017 Corporate Officer; Chief Risk Management Officer (CRO) March 2017 Director; Corporate Officer; Chief Risk Management Officer (CRO) January 2019 Director; Corporate Officer, in charge of Internal Audit, Legal, CSR & General Affairs, Human Resources and Purchasing & SCM departments; Chief Risk Management Officer (CRO) (up to the present) Important Concurrent Post: None Term of office as a Director: 2 years Number of attendance at the Board of Directors' meeting: 14/14	4,200 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
6.	Motohiro Takeuchi (September 23, 1960) To be newly elected	Reason for nomination as a candidate for Director He took charge of corporate planning section and Ceramics Division. From 2017, he drafted medium-term business plan as General Manager, Corporate Strategy Department. From 2019, as Chief Financial Officer (CFO) of the Group, he has been supervising and promoting financial and accounting strategies of the Group in order to strengthen the Group's financial standing. He has high principles, wide-ranging insight, strict ethical view, fair judgement, and executive power, which are essential characters to carry out his duties as Director. Based on these, the Company judged he is suitable for a Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1983 Joined the Company January 2013 General Manager, Ceramics Division January 2015 Corporate Officer; General Manager, Ceramics Division January 2017 Corporate Officer; General Manager, Corporate Strategy Department January 2019 Corporate Officer, in charge of Finance & Accounting and Information Systems departments; Chief Financial Officer (CFO) March 2019 (Planned changes in entrusted functions) Corporate Officer, in charge of Information Systems Department; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO) (up to the present) Important Concurrent Post: None	2,300 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
7.	Masaharu Oshima (March 17, 1949) To be reelected Outside Independent	Reason for nomination as a candidate for Director We have received from him valuable advice on the management of the Company, especially in the field of research and development, based on his abundant expertise and experience as a researcher of electronics. We therefore believe he is suitable for the position as Outside Director. Though Mr. Oshima has never taken part in management of business companies in the past, he participated in commercialization of results of joint researches with multiple companies. We therefore judged he can appropriately fulfill his duties as Outside Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1974 Joined Nippon Telegraph and Telephone Public Corporation (currently Nippon Telegraph and Telephone Corporation) November 1995 Professor, Applied Chemistry Department, Graduate School of Engineering, The University of Tokyo April 2006 Director, Synchrotron Radiation Research Organization, The University of Tokyo October 2009 Chairman, The Japanese Society for Synchrotron Radiation Research April 2013 Project Professor, Synchrotron Radiation Research Organization, The University of Tokyo May 2013 Chairman, The Surface Science Society of Japan June 2013 Emeritus Professor, The University of Tokyo (incumbent) April 2014 Project Researcher, Synchrotron Radiation Research Organization, The University of Tokyo March 2015 Director, of the Company (incumbent) April 2015 Special Professor, Tokyo City University (incumbent) July 2016 Project Researcher, School of Engineering, The University of Tokyo (incumbent) December 2016 Project Researcher, Institute for Solid State Physics, The University of Tokyo (incumbent) (up to the present) Important Concurrent Post: None Term of office as a Director: 4 years Number of attendance at the Board of Directors' meeting: 14/14	0 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
8.	Kiyoshi Nishioka (March 10, 1952) To be reelected Outside Independent	Reason for nomination as a candidate for Director After taking part in R&D, manufacturing and sales sections of Nippon Steel Corporation, he took charge of technology development programs of the whole company. Thus he has rich expert knowledge and insight about R&D. In addition, he has been providing us with valuable advice on the management and business execution of the Company, based on his rich experience as an academic researcher in technology management and industry-academia collaboration. We therefore judged he can appropriately fulfill his duties as Outside Director, and nominated him as a candidate for Director. Personal history and positions at the Company April 1977 Joined Nippon Steel Corporation (currently Nippon Steel & Sumitomo Metal Corporation) April 1997 Plant Manager, Thick Steel Plate Plant, Kimitsu Works, Nippon Steel Corporation (General Manager) April 2001 General Manager, Thick Steel Plate Sales Department, Head Office, Nippon Steel Corporation June 2005 Director; General Manager, Technology Development Planning Department, Technology Development Headquarters, Nippon Steel Corporation June 2006 Corporate Officer; General Manager, Technology Development Planning Department, Technology Development Headquarters, Nippon Steel Corporation June 2009 Counselor, Nippon Steel Corporation November 2012 Special Professor, Research Center for Advanced Science and Technology, The University of Tokyo April 2017 Adviser, Research Center for Advanced Science and Technology, The University of Tokyo (incumbent) April 2017 Visiting Professor, Ehime University (incumbent) March 2018 Director, of the Company (incumbent) (up to the present) Important Concurrent Post: None Term of office as a Director: 1 year Number of attendance at the Board of Directors' meeting: 11/11	0 shares

Candidate No.	Name (Date of Birth)	Reason for nomination as a candidate for Director, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
9.	Kozo Isshiki (January 28, 1946) To be newly elected Outside Independent	Reason for nomination as a candidate for Director He has rich knowledge and experience of corporate management and financial industry. Therefore, we expect him to provide us with valuable advice on the management and business execution of the Company. Moreover, he has filled various posts as outside director and auditor of many companies. We therefore judged he can appropriately fulfill his duties as Outside Director, and nominated him as a candidate for Director. Personal history and positions at the Company July 1969 Joined Japan Development Bank (currently Development Bank of Japan Inc.) April 1993 General manager, General Affairs Department, Japan Development Bank May 1994 Executive Secretary, Japan Development Bank June 1996 General Manager, Industry & Technology Department, Japan Development Bank May 1998 General Manager, Human Resources Department, Japan Development Bank June 2001 Executive Director, Development Bank of Japan Inc. May 2005 Chairman of the Board, Technology Alliance Investment, Ltd. July 2007 Director, Fukoku Mutual Life Insurance Company (Outside Director) (incumbent) June 2009 Auditor Isuzu Motors Limited (Outside Auditor), June 2015 Director, Medical System Network Co., Ltd. (Outside Director) (incumbent) (up to the present) Important Concurrent Post: None	0 shares

Notes: 1. None of the candidates for the Directors has any special interest in the Company.

2. Mr. Motohiro Takeuchi and Mr. Kozo Isshiki are candidates to be newly elected.
3. Mr. Masaharu Oshima, Mr. Kiyoshi Nishioka and Mr. Kozo Isshiki are candidates for Outside Directors.
4. Mr. Oshima and Mr. Nishioka will have served as Outside Directors of the Company for four (4) years and one (1) year respectively at the close of this ordinary general meeting of shareholders.
5. Pursuant to the provisions of Articles of Incorporation, in case Mr. Oshima and Mr. Nishioka are reelected, the Company plans to extend the existing agreements with them limiting their liability for damages within a defined range. In addition, in case Mr. Isshiki is elected, the Company plans to conclude the same agreements with him. The amount of limited liability under the agreement shall be the minimum level stipulated by laws and regulations.
6. Pursuant to relevant rules of the Tokyo Stock Exchange, Inc. (TSE), the Company has notified the TSE that Mr. Oshima and Mr. Nishioka have been appointed the Company's independent directors who will not have conflicting interests with general shareholders. In addition, the Company plans to notify the TSE that Mr. Isshiki has been nominated as a candidate for the Company's independent director.

   Mr. Masaharu Oshima and the Company had joint researches until 2008. The annual research expenses were less than 10 million yen, and do not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Oshima will not have conflicting interests with general shareholders.

   Though Mr. Kiyoshi Nishioka was an employee and an executive of Nippon Steel & Sumitomo Metal Corporation, the amount of annual business transactions between the Company and Nippon Steel & Sumitomo Metal Corporation is less than 1% of the Company's net sales, and does not meet the condition to

be recognized as major business acquaintance of the Company. We therefore judge Mr. Nishioka will not have conflicting interests with general shareholders.

Mr. Isshiki was an employee of Development Bank of Japan Inc. Though the Company has business relations with Development Bank of Japan Inc. including borrowing money form it, the percentage of money borrowed from Development Bank of Japan Inc. is less than1% of the Company's total assets, and does not meet the condition to be recognized as major business acquaintance of the Company. We therefore judge Mr. Isshiki will not have conflicting interests with general shareholders.

Proposal No. 3: Election of One Audit & Supervisory Board Member

The term of office of Audit & Supervisory Board Member Saburo Muto is to expire at the close of this general meeting of shareholders. Therefore, the Company proposes election of one Audit & Supervisory Board Member to succeed Mr. Muto.

As to this proposal, approval from the Audit & Supervisory Board has been obtained.

The candidate for Audit & Supervisory Board Member is as listed below:

Name	Current Position at the Company	Statuses
Toshiharu Kato	Director	To be newly elected

[Reference] Audit & Supervisory Board Members who continue to be incumbent

Name	Current Position at the Company	Statuses
Tetsu Moriki	Standing Statutory Member of Audit & Supervisory Board	Incumbent
Hiroyuki Tezuka	Audit & Supervisory Board Member	Incumbent Outside Independent
Kiyomi Saito	Audit & Supervisory Board Member	Incumbent Outside Independent
Setsu Onishi	Audit & Supervisory Board Member	Incumbent Outside Independent

To be newly elected: Candidate for Audit & Supervisory Board Member to be newly elected

Incumbent: Audit & Supervisory Board Member who continues as incumbent

Outside: Outside Member of Audit & Supervisory Board (or its candidate)

Independent: Independent Member of Audit & Supervisory Board under the provisions of the stock exchange, etc.

Name (Date of Birth)	Reason for nomination as a candidate for Audit & Supervisory Board Member, Personal History, Positions at the Company, and Important Concurrent Posts	Number of Shares of the Company Held
Toshiharu Kato (March 20, 1957) To be newly elected	Reason for nomination as a candidate for Audit & Supervisory Board Member He took charge of finance and accounting sections through many years. From 2017, as Chief Financial Officer (CFO) of the Group, he supervised and promoted financial and accounting strategies of the Group in order to strengthen the Group's financial standing. He has capacity, knowledge, and experience rich enough to appropriately and fairly audit Directors' performance of their duties. Based on these, the Company judged he is suitable for Audit & Supervisory Board Member, and nominated him as a candidate for Audit & Supervisory Board Member. Personal history and positions at the Company April 1981 Joined Showa Aluminum Corporation (currently Showa Denko K.K.) August 2014 General Manager, Finance & Accounting Department, of the Company January 2016 Corporate Officer; General Manager, Finance & Accounting Department January 2017 Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO) March 2017 Director; Corporate Officer; General Manager, Finance & Accounting Department; Chief Financial Officer (CFO) January 2018 Director; Corporate Officer, in charge of Finance & Accounting and Information Systems departments; Chief Financial Officer (CFO) January 2019 Director, Assistant to President (up to the present) Important Concurrent Post: None	5,200 shares

Notes: 1. Mr. Toshiharu Kato does not have any special interest in the Company.
2. Mr. Toshiharu Kato is a candidate to be newly elected.
3. Mr. Toshiharu Kato engaged in finance and accounting sections of the Company through many years, and from 2017, he served as CFO, who supervises finance and accounting sections of the Company. Thus he has considerable knowledge about finance and accounting.