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(Stock Exchange Code 6810)
June 8, 2016

To Shareholders with Voting Rights:

Yoshihiro Senzai
President & Chief Executive Officer
Hitachi Maxell, Ltd.
1-1-88, Ushitora, Ibaraki-shi, Osaka

**NOTICE OF
THE 70TH ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

You are cordially invited to attend the 70th Annual General Meeting of Shareholders of Hitachi Maxell, Ltd. (the “Company”) to be held as follows.

In the event you are not able to attend, it is possible to exercise your voting rights in writing. Please review the Reference Documentation, indicate your approval or disapproval in the enclosed voting rights exercise form, and return it so that it may reach us no later than 5:00 p.m.(Japan time), Monday, June 27, 2016.

- 1. Date and Time:** Tuesday, June 28, 2016 at 10:00 a.m. (Japan time) (reception starts at 9 a.m.)
- 2. Location:** Tsuru, at the fifth floor, Hotel Nikko Osaka
1-3-3 Nishi-Shinsaibashi, Chuo-ku, Osaka-shi, Osaka
- 3. Agenda:**
- Reporting Matter:**
1. Report on contents of the Business Report, Consolidated Financial Statements for the 70th Business Term (from April 1, 2015 to March 31, 2016) and the results of audits on the Consolidated Financial Statements by the Independent Auditors and the Audit and Supervisory Board.
 2. Non-consolidated Financial Statements for the Company’s 70th Business Term (from April 1, 2015 to March 31, 2016)

Matters to be Resolved:

<Proposals>

- Item No. 1:** Partial Amendments to the Articles of Incorporation
- Item No. 2:** Election of 7 Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)
- Item No. 3:** Election of 3 Directors Who Serve as Audit and Supervisory Committee Members
- Item No. 4:** Decisions Regarding Remuneration, etc., of Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)
- Item No. 5:** Decisions Regarding Remuneration, etc., of Directors Who Serve as Audit and Supervisory Committee Members

**4. Matters determined
for the Meeting**

- (1) In exercising your voting rights in writing, you will be deemed to have approved the proposal should no indication be made on the voting form of whether you approve or disapprove the proposal.
- (2) In the event of non-uniform exercise of voting rights, please notify the Company in writing to this effect, together with the reason thereof, no later than three days prior to the General Meeting of Shareholders.

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- Of documents that should be provided along with this Notice, Notes to Consolidated Financial Statements and Notes to Non-consolidated Financial Statements are not included in this Notice as they are posted on our website (<http://www.maxell.co.jp/>) in accordance with provisions of laws and regulations, and the Articles of Incorporation. Please also note that Consolidated Financial Statements and Non-consolidated Financial Statements contained in this Notice are excerpt of Consolidated Financial Statements and Non-consolidated Financial Statements which are audited by Accounting Auditors and Audit & Supervisory Board Members in preparing reports of Accounting Auditors and Audit Reports.
 - Any changes to the Reference Documentation, Business Report, Consolidated Financial Statements, and Non-consolidated Financial Statements will be posted on our website (<http://www.maxell.co.jp/>).
 - If your proxy attends the meeting on your behalf, please submit a letter of proxy along with the voting rights exercise form to the reception. You may appoint only one proxy who is a shareholder of the Company with his/her own voting rights to exercise at this meeting.

Reference Documentation

(Proposals and References)

Item No. 1: Partial Amendments to the Articles of Incorporation

1. Reasons for proposal

- (1) Following the enforcement of the Act for Partial Amendment of the Companies Act (Act No. 90, 2014) on May 1, 2015, the Company is now able to transition to a company with an Audit and Supervisory Committee.

The Company shall establish an Audit and Supervisory Committee, and further strengthen the audit and supervising functions of the Board of Directors by granting voting rights for the Board of Directors to the Directors who serve as Audit and Supervisory Committee Members. Furthermore, the Company would like to transition to a company with an Audit and Supervisory Committee from a company with an Audit and Supervisory Board, with an aim to further enhance the Company's corporate governance structure.

Therefore, the Company shall make amendments necessary for the transition to a company with an Audit and Supervisory Committee, including the new establishment of rules regarding the Audit and Supervisory Committee and Directors who serve as Audit and Supervisory Committee Member as well as the deletion of rules regarding Audit & Supervisory Board Members and the Audit and Supervisory Board.

- (2) In addition, certain amendments, including revised article numbering and corrected language, are made in accordance with the new establishment and deletion of articles.

2. Description of the amendment

The details of amendments are as follows:

The amendments to these Articles of Incorporation shall take effect at the close of this Meeting.

(Amended parts are underlined.)

Current Articles of Incorporation	Proposed Amendment
<p>CHAPTER I. GENERAL PROVISIONS</p> <p>Articles 1 to 3. (Omitted)</p> <p>(New)</p> <p>Articles 4 to 16. (Omitted)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>Article 17. (Establishment of Board of Directors) <u>The Company shall have a Board of Directors.</u></p> <p>Article 18. (Number of Directors) The Company shall have up to 15 Directors.</p> <p>(New)</p>	<p>CHAPTER I. GENERAL PROVISIONS</p> <p>Articles 1. to 3. (Unchanged)</p> <p><u>Article 4. (Organs)</u> <u>The Company shall have the following organs in addition to General Meeting of Shareholders and Directors:</u> <u>1. Board of Directors;</u> <u>2. Audit and Supervisory Committee;</u> <u>3. Accounting Auditor.</u></p> <p>Articles 5 to 17. (Unchanged)</p> <p>CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS</p> <p>(Deleted)</p> <p>Article 18. (Number of Directors) <u>1. The Company shall have up to 15 Directors (excluding Directors who serve as Audit and Supervisory Committee Members).</u> <u>2. The Company shall have up to 4 Directors who serve as Audit and Supervisory Committee Members.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p>Article 19. (Method of Election)</p> <ol style="list-style-type: none"> 1. The Directors shall be elected at the General Meeting of Shareholders. 2. (Omitted) 3. (Omitted) <p>Article 20. (Terms of Office of Directors)</p> <p>The term of office of a Director shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within 1 year from his/her election to office.</p> <p style="text-align: center;">(New)</p> <p>Article 21. (Representative Director)</p> <p>Representative Directors shall be elected by resolution of the Board of Directors.</p> <p>Article 22. (Managerial Director)</p> <ol style="list-style-type: none"> 1. 1 President shall be elected by resolution of the Board of Directors. However, President must be a Representative Director. 2. Depending on the business circumstances, the Company may elect one Chairman, and several Deputy Presidents, Senior Executive Managing Directors and Executive Managing Directors. 	<p>Article 19. (Method of Election)</p> <ol style="list-style-type: none"> 1. The Directors shall be elected at the General Meeting of Shareholders, <u>making a distinction between Directors who serve as Audit and Supervisory Committee Members and other Directors.</u> 2. (Unchanged) 3. (Unchanged) <p>Article 20. (Terms of Office of Directors)</p> <ol style="list-style-type: none"> 1. The term of office of a Director <u>(excluding Directors who serve as Audit and Supervisory Committee Members)</u> shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within 1 year from his/her election to office. 2. <u>The term of office of a Director who serves as Audit and Supervisory Committee Member shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within 2 years from his/her election to office. However, the term of office of a Director who serves as Audit and Supervisory Committee Members, selected as a substitute for a Director who served as Audit and Supervisory Committee Member and who resigned before the expiration of his/her term of office, is until the expiration of the term of office of the resigned Director who served as Audit and Supervisory Committee Member.</u> <p>Article 21. (Representative Director)</p> <p>Representative Directors shall be elected by resolution of the Board of Directors <u>from the Directors (excluding Directors who serve as Audit and Supervisory Committee Members).</u></p> <p>Article 22. (Managerial Director)</p> <ol style="list-style-type: none"> 1. 1 President shall be elected by resolution of the Board of Directors. However, President must be a Representative Director. 2. Depending on the business circumstances, the Company may elect one Chairman, and several Deputy Presidents, Senior Executive Managing Directors and Executive Managing Directors <u>by a resolution of the Board of Directors from Directors (excluding Directors who serve as Audit and Supervisory Committee Members).</u>

Current Articles of Incorporation	Proposed Amendment
<p>Article 23. (Directors' Remuneration) A Director's remuneration, bonus, and other economic benefits received from the Company as consideration for execution of duties (collectively, "Remunerations, etc.") are set forth by a resolution of a General Meeting of Shareholders.</p>	<p>Article 23. (Directors' Remuneration) A Director's remuneration, bonus, and other economic benefits received from the Company as consideration for execution of duties (collectively, "Remunerations, etc.") shall be set forth by a resolution of a General Meeting of Shareholders, <u>making a distinction between Directors who serve as Audit and Supervisory Committee Members and other Directors.</u></p>
<p>Article 24. (Convocation of the Meeting of the Board of Directors) A notice of convocation of a meeting of the Board of Directors will be sent to the Directors <u>and Audit & Supervisory Board Members</u> at least three days before the day of the meeting. This period, however, may be shortened in case of emergency.</p>	<p>Article 24. (Convocation of the Meeting of the Board of Directors) A notice of convocation of a meeting of the Board of Directors will be sent to the Directors at least three days before the day of the meeting. This period, however, may be shortened in case of emergency.</p>
(New)	<p><u>Article 25. (Delegation of Execution of Important Operations)</u> <u>In accordance with the Article 399-13, Paragraph 6 of the Companies Act, the Company may delegate a Director to make all or part of decisions regarding execution of important operations (excluding matters listed in each item of Paragraph 5 of the same article) by a resolution of the Board of Directors.</u></p>
Articles <u>25</u> to <u>27</u> . (Omitted)	Articles <u>26</u> to <u>28</u> . (Unchanged)
(New)	<p><u>CHAPTER V. AUDIT AND SUPERVISORY COMMITTEE</u></p>
(New)	<p><u>Article 29. (Full-time Audit and Supervisory Committee Members)</u> <u>Full-time Audit and Supervisory Committee Members shall be elected by resolution of the Audit and Supervisory Committee.</u></p>
(New)	<p><u>Article 30. (Convocation of the Meeting of the Audit and Supervisory Committee)</u> <u>A notice of convocation of a meeting of the Audit and Supervisory Committee will be sent to the Audit and Supervisory Committee Members at least three days before the day of the meeting. This period, however, may be shortened in case of emergency.</u></p>
(New)	<p><u>Article 31. (Audit and Supervisory Committee Rules)</u> <u>Matters regarding Audit and Supervisory Committee shall be governed by laws and regulations, and the Articles of Incorporation, as well as by the Audit and Supervisory Committee Rules set forth by the Audit and Supervisory Committee.</u></p>

Current Articles of Incorporation	Proposed Amendment
<p><u>CHAPTER V. AUDIT & SUPERVISORY BOARD MEMBERS AND AUDIT AND SUPERVISORY BOARD</u></p>	<p>(Deleted)</p>
<p><u>Article 28. (Audit & Supervisory Board Members and Audit and Supervisory Board)</u> <u>The Company shall have Audit & Supervisory Board Members and Audit and Supervisory Board.</u></p>	<p>(Deleted)</p>
<p><u>Article 29. (Number of Audit & Supervisory Board Members)</u> <u>The Company shall have up to 4 Audit & Supervisory Board Members).</u></p>	<p>(Deleted)</p>
<p><u>Article 30. (Election of Audit & Supervisory Board Members)</u> <u>1. Audit & Supervisory Board Members shall be elected at the General Meeting of Shareholders.</u> <u>2. Resolutions for the election of Audit & Supervisory Board Members shall be adopted by a majority vote of the attending shareholders who hold 1/3 or more of the voting rights of shareholders entitled to exercise voting rights.</u></p>	<p>(Deleted)</p>
<p><u>Article 31. (Terms of Office of Audit & Supervisory Board Members)</u> <u>The term of office of an Audit & Supervisory Board Members shall expire upon conclusion of the Annual General Meeting of Shareholders held with respect to the last business year ending within 4 years from his/her election to office. However, the term of office of an Audit & Supervisory Board Member, selected as a substitute for an Audit & Supervisory Board Member and who resigned before the expiration of his/her term of office, is until the expiration of the term of office of the resigned Audit & Supervisory Board Member.</u></p>	<p>(Deleted)</p>
<p><u>Article 32 (Full-time Audit & Supervisory Board Members)</u> <u>Full-time Audit and Supervisory Board Members shall be elected by resolution of the Audit and Supervisory Board.</u></p>	<p>(Deleted)</p>
<p><u>Article 33. (Audit & Supervisory Board Members' Remuneration)</u> <u>An Audit & Supervisory Board Member's Remunerations, etc. shall be set forth by a resolution of a General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>
<p><u>Article 34. (Convocation of the Meeting of the Audit and Supervisory Board)</u> <u>A notice of convocation of a meeting of the Audit and Supervisory Board will be sent to the Audit & Supervisory Board Members at least three days before the day of the meeting. This period, however, may be shortened in case of emergency.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Amendment
<u>Article 35. (Audit and Supervisory Board Rules)</u> <u>Matters regarding Audit and Supervisory Board shall be governed by laws and regulations, and the Articles of Incorporation, as well as by the Audit and Supervisory Board Rules set forth by the Audit and Supervisory Board.</u>	(Deleted)
<u>Article 36. (Exemption from Liabilities of Audit & Supervisory Board Members)</u> <u>1. The Company may, by resolution of the Board of Directors, exempt any Audit & Supervisory Board Member (including former Audit & Supervisory Board Members), from liability of damages for neglect of duty, in accordance with Article 426, Paragraph 1 of the Companies Act, to the extent as provided in laws and regulations.</u> <u>2. The Company may enter into an agreement, in accordance with Article 427, Paragraph 1 of the Companies Act, with any Audit & Supervisory Board Member, whereby liability of damages resulting from neglect of duty is limited to the amount stipulated by laws and regulations.</u>	(Deleted)
<u>CHAPTER VI. ACCOUNTING AUDITOR</u>	(Deleted)
<u>Article 37. (Accounting Auditor)</u> <u>The Company shall have an Accounting Auditor.</u>	(Deleted)
<u>CHAPTER VII. ADVISOR</u>	<u>CHAPTER VI. ADVISOR</u>
Article <u>38.</u> (Omitted)	Article <u>32.</u> (Unchanged)
<u>CHAPTER VIII. CALCULATION</u>	<u>CHAPTER VII. CALCULATION</u>
Articles <u>39</u> to <u>42.</u> (Omitted)	Articles <u>33</u> to <u>36.</u> (Unchanged)
(New)	<u>Supplementary Provisions</u> <u>(Transitional Measures Related to Liability Exemptions for Audit & Supervisory Board Members)</u> <u>In accordance with the Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt an Audit & Supervisory Board Member (including a person who was an Audit & Supervisory Board Member) from liability of damages caused by a failure to perform his/her duties, regarding acts conducted before the effective term of the partially amended Articles of Incorporation, resolved at the 70th Annual General Meeting of Shareholders, up to the maximum allowed under laws and regulations.</u>

Item No. 2: Election of 7 Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)

Subject to the approval of Item No.1: Partial Amendments to the Articles of Incorporation, the Company will transition to a Company with an Audit and Supervisory Committee at the end of this Meeting and the term of office of all 5 Directors will expire.

Accordingly, it is proposed that 7 Directors (excluding Directors who serve as Audit and Supervisory Committee Members; hereinafter the same in this proposal) be elected, with the addition of 2 Directors to strengthen the management structure.

The resolution of this proposal shall become effective upon coming into effect of the amendments to the Articles of Incorporation proposed under Item No.1 “Partial Amendments to the Articles of Incorporation.”

The candidates are as follows:

No.	Name (Date of birth)	Brief Biography and Other Principal Positions Held	Number of shares of the Company held
1	Yoshihiro Senzai (April 2, 1948)	<p>Apr. 1971: Joined the Company</p> <p>Aug. 1998: General Manager, Rechargeable Battery Division, Battery Business Group of the Company</p> <p>Jun. 1999: Director of the Company</p> <p>Jun. 2003: Vice President and Executive Officer of the Company</p> <p>Apr. 2006: Senior Vice President and Executive Officer of the Company</p> <p>Jun. 2006: Director, Senior Vice President and Executive Officer of the Company</p> <p>Apr. 2008: Director, Representative Executive Officer, Senior Vice President and Executive Officer of the Company</p> <p>Jun. 2010: Representative Executive Officer, Senior Managing Director of the Company</p> <p>Apr. 2011: President and Representative Director of the Company</p> <p>Jul. 2013: President and Representative Director of the Company, and Chairman of Hitachi Digital Products China Co., Ltd.</p> <p>Jun. 2014: President and Representative Director, Chief Executive Officer of the Company, and Chairman of Hitachi Digital Products China Co., Ltd. (incumbent)</p>	11,500
2	Yoshiharu Katsuta (February 27, 1956) *New Candidate	<p>Apr. 1980: Joined the Company</p> <p>Mar. 2003: General Manager of Rechargeable Battery Division, Energy Solution Business Group of the Company</p> <p>Apr. 2005: Executive Officer of the Company</p> <p>Apr. 2008: Vice President and Executive Officer of the Company</p> <p>Jun. 2010: Executive Managing Director of the Company</p> <p>Apr. 2011: Executive Vice President, Board Director of Hitachi Vehicle Energy, Ltd.</p> <p>Apr. 2013: President and Representative Director of Hitachi Vehicle Energy, Ltd.</p> <p>Apr. 2016: Senior Vice President and Executive Officer of the Company</p>	10,000

No.	Name (Date of birth)	Brief Biography and Other Principal Positions Held	Number of shares of the Company held
3	Meiro Iwasaki (June 11, 1951)	<p>Apr. 1974: Joined Hitachi, Ltd.</p> <p>Jul. 2009: General Manager of Hitachi Consumer Electronics Co., Ltd.</p> <p>Oct. 2009: Executive Officer of the Company</p> <p>Jun. 2010: Director of the Company</p> <p>Apr. 2011: Managing Director of the Company</p> <p>Jun. 2014: Director, Senior Vice President and Executive Officer of the Company</p> <p>Aug. 2015: Director, Senior Vice President and Executive Officer of the Company, and Chairman of Wuxi Hitachi Maxell Co., Ltd. (incumbent)</p>	8,300
4	Kenichi Yoshitake (August 4, 1951)	<p>Apr. 1974: Joined Hitachi, Ltd.</p> <p>Apr. 2009: General Manager, Marketing Business Unit, Consumer Business Group of Hitachi, Ltd.</p> <p>Jul. 2009: Director of Hitachi Consumer Electronics Co., Ltd.</p> <p>Apr. 2011: President and Representative Director of Hitachi Joei Tech Co., Ltd.</p> <p>Jul. 2013: Director of the Company, and President and Representative Director of Hitachi Joei Tech Co., Ltd.</p> <p>Jun. 2014: Director, Vice President and Executive Officer of the Company, and President and Representative Director of Hitachi Joei Tech Co., Ltd.</p> <p>Apr. 2015: Director, Vice President and Executive Officer of the Company</p> <p>Apr. 2016: Director, Senior Vice President and Executive Officer of the Company (incumbent)</p>	4,100
5	Masao Okafuji (July 7, 1958)	<p>Apr. 1981: Joined the Company</p> <p>Oct. 2001: General Manager, Advanced Tape Division, Information Storage Media Business Group of the Company</p> <p>Apr. 2006: Executive Officer of the Company</p> <p>Jun. 2010: Director of the Company</p> <p>Apr. 2011: President and Representative Director of Hitachi Maxell Energy Ltd.</p> <p>Jan. 2012: Director of the Company, President and Representative Director of Hitachi Maxell Energy Ltd.</p> <p>Jan. 2013: Managing Director of the Company, and Chairman of Wuxi Hitachi Maxell Co., Ltd.</p> <p>Jun. 2014: Director, Vice President and Executive Officer of the Company, and Chairman of Wuxi Hitachi Maxell Co., Ltd.</p> <p>Aug. 2015: Director, Vice President and Executive Officer of the Company (incumbent)</p>	7,000

No.	Name (Date of birth)	Brief Biography and Other Principal Positions Held		Number of shares of the Company held
6	Kazuhiro Kaizaki (April 24, 1959) *New Candidate	Apr. 1983:	Joined Hitachi, Ltd.	1,100
		Oct. 2002:	General Manager of Projector, Digital Media Division, Ubiquitous Platform Systems Group of Hitachi, Ltd.	
		Oct. 2004:	President of Hitachi Home Electronics (America) Inc.	
		Apr. 2008:	Assistant General Manager of FPD, Digital Consumer Division, Consumer Business Group of Hitachi, Ltd.	
		Jul. 2009:	Assistant General Manager of Imaging Solutions, Digital Consumer Division of Hitachi Consumer Electronics Co., Ltd.	
		Jul. 2013:	Deputy General Manager, Optronics Division of the Company	
		Jun. 2014:	Executive Officer of the Company	
		Apr. 2016:	Vice President and Executive Officer of the Company (incumbent)	
7	Akira Shimizu (November 3, 1954) *Candidate for Outside Director	Apr. 1979:	Joined Hitachi, Ltd.	-
		Apr. 2010:	Managing Director of Hitachi Europe Ltd.	
		Oct. 2012:	General Manager of International Strategy Division and Deputy General Manager of International Marketing Division, Corporate Sales & Marketing Group of Hitachi, Ltd.	
		Apr. 2013:	Vice President and Executive Officer, General Manager of International Strategy Division, and Deputy General Manager of International Marketing Division, Corporate Sales & Marketing Group of Hitachi, Ltd.	
		Oct. 2013:	Vice President and Executive Officer, Deputy General Manager of Corporate Sales & Marketing Group, General Manager of Regional Strategies Division, Corporate Sales & Marketing Group, and General Manager of Strategy Support Group of Hitachi, Ltd.	
		Apr. 2014:	Vice President and Executive Officer, Deputy General Manager of Corporate Sales & Marketing Group, General Manager of Regional Strategies Division, Corporate Sales & Marketing Group of Hitachi, Ltd.	
		Jun. 2014:	Director of the Company, and Vice President and Executive Officer, Deputy General Manager of Corporate Sales & Marketing Group, General Manager of Regional Strategies Division, Corporate Sales & Marketing Group of Hitachi, Ltd.	
		Apr. 2015:	Director of the Company, and Vice President and Executive Officer, Deputy General Manager of Corporate Sales & Marketing Group of Hitachi, Ltd.	
		Apr. 2016:	Director of the Company, and Vice President and Executive Officer, General Manager of Global Governments & External Relations Division of Hitachi, Ltd. (incumbent)	

(Notes)

1. There is no special interest between each candidate for Director and the Company.
2. Mr. Akira Shimizu is a candidate for Outside Director under Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
The Company proposes his election as Outside Director, as we expect him to leverage his extensive knowledge and experience in international business to the management of the Company, and to enhance functions of the Board of Directors.
3. The term of office of Mr. Akira Shimizu as Outside Director of the Company will be 2 years at the conclusion of this Meeting.
4. In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into a limited liability agreement with Mr. Akira Shimizu, whereby liability is limited to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act. The Company will renew such agreement with him if his reappointment is approved.
5. The Company has registered Mr. Akira Shimizu as an Independent Officer as required by Tokyo Stock Exchange, Inc. If the reelection of Mr. Shimizu is approved, he will continue to serve as an Independent Officer.

Item No. 3: Election of 3 Directors Who Serve as Audit and Supervisory Committee Members

Subject to the approval of Item No.1: Partial Amendments to the Articles of Incorporation, the Company will transition to a Company with an Audit and Supervisory Committee at the end of this Meeting and accordingly, it is proposed that 3 Directors who serve as Audit and Supervisory Committee Members be elected. The Audit & Supervisory Board has given its approval to this Item in advance.

The resolution of this proposal shall become effective upon coming into effect of the amendments to the Articles of Incorporation proposed under Item No.1 “Partial Amendments to the Articles of Incorporation.”

The candidate is as follows:

No.	Name (Date of birth)	Brief Biography and Other Principal Positions Held		Number of shares of the Company held
1	Katsunori Ikegami (August 31, 1957) *New candidate	Apr. 1980: Jun. 2008: Apr. 2011: Jun. 2014: Apr. 2015: Jun. 2015:	Joined the Company General Manager, Business Strategy Division of the Company Director of the Company Executive Officer of the Company Special-purpose contract employee of the Company Full-time Audit & Supervisory Board Member of the Company (incumbent)	3,400
2	Kouji Kihira (October 8, 1945) *New candidate *Candidate for Outside Director	Apr. 1968: Apr. 2001: Apr. 2003: Apr. 2005: Nov. 2013:	Joined Ube Industries, Ltd. Executive Officer of Ube Industries, Ltd. Managing Executive Officer of Ube Industries, Ltd. Senior Managing Executive Officer of Ube Industries, Ltd. Audit & Supervisory Board Member of the Company (incumbent)	300
3	Wataru Kitao (June 21, 1950) *New candidate *Candidate for Outside Director	Apr. 1974: Jun. 2003: Jun. 2007: Jun. 2010: Nov. 2013: Jun. 2015	Joined Nitto Electric Industrial Co., Ltd. (currently Nitto Denko Corporation) Director of Nitto Denko Corporation Senior Vice President of Nitto Denko Corporation Corporate Advisor of Nitto Denko Corporation Audit & Supervisory Board Member of the Company, Corporate Advisor of Nitto Denko Corporation Audit & Supervisory Board Member of the Company (incumbent)	500

(Notes)

- There is no special interest between each candidate for Director and the Company.
- Mr. Kouji Kihira and Mr. Wataru Kitao are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of the Ordinance for Enforcement of the Companies Act.
The reasons for their election as Outside Director are as follows:
 - The Company proposes the election of Mr. Kouji Kihira as Outside Director as we expect him to leverage his extensive experience and knowledge in business areas which are closely related to the Company's businesses, obtained through his experience of holding positions, including Executive Officer responsible for supervising functional materials business at Ube Industries, Ltd., and to enhance the audit and supervisory functions of the Company.
 - The Company proposes the election of Mr. Wataru Kitao as Outside Director as we expect him to leverage his extensive experience and knowledge, obtained through his experience of holding positions, including Executive Officer responsible for supervising Business Strategy Division at Nitto Denko Corporation and its group company, and to enhance the audit and supervisory functions of the Company.
- Mr. Kouji Kihira and Mr. Wataru Kitao currently serve as Audit & Supervisory Board Members of the Company and the terms of their office of as Outside Audit & Supervisory Board Member will be 2 years and 7 months at the

conclusion of this Meeting.

4. If the election of Mr. Kouji Kihira and Mr. Wataru Kitao is approved, in accordance with Article 427, Paragraph 1 of the Companies Act, the Company plans to enter into a limited liability agreement with Mr. Kouji Kihira and Mr. Wataru Kitao, whereby liability is limited to the minimum liability amount set forth in Article 425, Paragraph 1 of the Act. Both candidates have currently entered into such agreement with the Company as Outside Audit & Supervisory Board Members.
5. The Company has registered Mr. Kouji Kihira and Mr. Wataru Kitao as an Independent Officer as required by Tokyo Stock Exchange, Inc. and they are planned to continue to serve as an Independent Officer.

Item No. 4: Decisions Regarding Remuneration, etc., of Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)

The amount of remuneration, etc., of Directors of the Company has been determined at up to 330 million yen per year by the resolution at the Extraordinary General Meeting of Shareholders held on June 14, 2013. The Company will transition to a company with an Audit and Supervisory Committee subject to the approval and resolution of Item No.1 “Partial Amendments to the Articles of Incorporation.”

Accordingly, the Company proposes to abolish the current provisions on the amount of remuneration, etc., of Directors and, in accordance with the provisions of Article 361, Paragraph 1 and 2 of the Companies Act, set the amount of remuneration, etc., of Directors (excluding Directors who serve as Audit and Supervisory Committee Members; hereinafter the same in this proposal) at up to 350 million yen per year (of which the amount of remuneration, etc., of Outside Directors shall be set at up to 6 million yen per year), taking into account the increase in the number of Directors to strengthen the management structure and various other factors, including economic conditions. The specific amounts and timing of payment, etc., of remuneration, etc., to Directors shall be resolved by the Board of Directors. The amount of remuneration, etc., to Directors does not include the employee salaries for Directors who also serve as employees.

If the Item No.1 “Partial Amendments to the Articles of Incorporation” and No.2 “Election of 7 Directors (Excluding Directors Who Serve as Audit and Supervisory Committee Members)” are approved as proposed, the number of Directors will be 7 (including 1 Outside Director).

The resolution of this proposal shall become effective upon coming into effect of the amendments to the Articles of Incorporation proposed under Item No.1 “Partial Amendments to the Articles of Incorporation.”

Item No. 5: Decisions Regarding Remuneration, etc., of Directors Who Serve as Audit and Supervisory Committee Members

The Company will transition to a company with an Audit and Supervisory Committee subject to the approval of Item No.1 “Partial Amendments to the Articles of Incorporation.”

Accordingly, in accordance with the provisions of Article 361, Paragraph 1 and 2 of the Companies Act, the Company proposes to set the amount of remuneration, etc., of Directors who serve as Audit and Supervisory Committee Members at up to 50 million yen per year, taking into account the duties and responsibilities of Directors who serve as Audit and Supervisory Committee Members and various other factors, including economic conditions. The specific amounts and timing of payment, etc., of remuneration, etc., to Directors who serve as Audit and Supervisory Committee Members shall be resolved through deliberation by Directors who serve as Audit and Supervisory Committee Members.

If the Item No.1 “Partial Amendments to the Articles of Incorporation” and No.3 “Election of 3 Directors Who Serve as Audit and Supervisory Committee Members” are approved as proposed, the number of Directors who serve as Audit and Supervisory Committee Members will be 3.

The resolution of this proposal shall become effective upon coming into effect of the amendments to the Articles of Incorporation proposed under Item No.1 “Partial Amendments to the Articles of Incorporation.”