

This represents an abridged translation, for reference and convenience only, of the original notice issued in Japanese. In the event of any discrepancies between the Japanese and English versions, the former shall prevail.



Securities Code: 4620
June 2, 2017

FUJIKURA KASEI CO.,LTD.
20-7, Hasune 3-chome,
Itabashi-ku, Tokyo, Japan

Notice of Invitation to the 106th Ordinary General Meeting of Shareholders

To our shareholders:

You are cordially invited to attend the 106th Ordinary General Meeting of Shareholders of FUJIKURA KASEI CO.,LTD. (hereinafter “the Company”), which will be held as indicated below.

If you are unable to attend the meeting, you may exercise your voting rights in writing. After reviewing the attached Reference Document for the General Meeting of Shareholders, please indicate your approval or disapproval on the enclosed voting form, and return it to us to arrive by June 28, 2017 (Wednesday), 5:00 p.m. (JST).

- 1. Date and time:** June 29, 2017 (Thursday) at 10:00 a.m. (JST)
- 2. Place:** Mielparque-tokyo 5F “ZUIUN”
5-20, Shibakoen 2-chome, Minato-ku, Tokyo

3. Purpose of the meeting

Matters to be reported:

- 1. Details of the business report, the consolidated financial statements, and the reports by the accounting auditors and the Audit & Supervisory Board on the audit results of the consolidated financial statements for the Company’s 106th business year (from April 1, 2016 to March 31, 2017).
- 2. Details of the non-consolidated financial statements for the Company’s 106th business year (from April 1, 2016 to March 31, 2017).

Matters to be resolved:

- 1st Proposal** Appropriation of surplus
- 2nd Proposal** Election of nine (9) Directors
- 3rd Proposal** Election of three (3) Audit & Supervisory Board Members

Daisuke Kato
President

To shareholders attending the meeting in person

1. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting hall without detaching from the rest of the form.
2. If attending the meeting by proxy, in addition to submitting the voting form, the proxy must submit a letter to certify the right of proxy to the reception desk at the meeting hall.
(The Articles of Incorporation of the Company state that a person who can be appointed as a proxy is limited to one shareholder of the Company who is entitled to exercise voting rights.)

To shareholders exercising voting rights in writing

If you choose not to attend the meeting in person and exercise voting rights in writing, please note the following when indicating your approval or disapproval for the proposal.

1. You must use the enclosed voting form.
2. If you do not indicate your approval or disapproval for a proposal, your vote will be treated as an approval for the proposal.

-
1. If any circumstance gives rise to the need for alteration to the business report, the consolidated financial statements, the non-consolidated financial statements and the reference document for the General Meeting of Shareholders, we will post the altered contents on the Company's website (<http://www.fkkasei.co.jp>).
 2. If attending the meeting in person, please submit the enclosed voting form to the reception desk at the meeting place.

Reference Document for the General Meeting of Shareholders

Proposals and References

1st Proposal Appropriation of surplus

Concerning the year-end dividend for the current business year, the Company, aiming to continually provide stable payment of dividends, has considered the forecasts of future revenue, the internal reserves necessary to strengthen the financial standing, and future business development such as capital investment, R&D investment, and enhancement of overseas bases. Based on these considerations, we propose the following.

1. Matters concerning allocation of dividend property to shareholders and the total amount thereof
¥9 per share of common stock of the Company Total amount: ¥286,462,503
Including the interim dividend, the annual dividend shall be ¥16 per share.
2. Effective date for dividends from surplus
June 30, 2017

2nd Proposal Election of nine (9) Directors

The terms of office of all Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of nine (9) Directors.

The candidates for Directors are as follows.

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Daisuke Kato (May 1, 1954)	April 1977	Joined the Company	29,400
		April 2000	Manager of Marketing Department, Coatings for Plastics Division of the Company	
		June 2005	Executive Director and Division Director of Coatings for Plastics Division of the Company	
		July 2009	Executive Director of the Company President of Red Spot Paint & Varnish Co., Inc.	
		June 2012	Senior Vice President and Division Director of Electronics Materials Division of the Company	
		April 2013 to present	President of the Company	
Reasons for nomination as a candidate for Director Mr. Daisuke Kato has led the management of the Group since assuming the position of President of the Company in 2013. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
2	Hikoji Ueda (August 17, 1951)	March 1974	Joined the Company	31,400
		July 1996	Manager of Technology Department 1, Polymers & Resins Division of the Company	
		April 2001	Manager of Polymers & Resins Department of the Company	
		June 2003	Executive Director and Manager of Polymers & Resins Department of the Company	
		July 2003	Executive Director and Division Director of Polymers & Resins Division of the Company	
		June 2009 to present	Senior Vice President and Branch Manager of Washinomiya R&D Center, and Division Director of Polymers & Resins Division of the Company	
Reasons for nomination as a candidate for Director Mr. Hikoji Ueda is in charge of R&D and Polymers & Resins as the Branch Manager of the Washinomiya R&D Center, and Division Director of the Polymers & Resins Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
3	Yoshizo Shimoda (September 14, 1954)	April 1978	Joined the Company	26,400
		May 2002	Manager of Accounting Department of the Company	
	July 2007	Assistant Division Manager of Administrative Headquarters and Manager of Accounting Department of the Company		
	June 2009	Executive Director and Division Director of Administrative Headquarters of the Company		
	June 2013 to present	Senior Vice President and Division Director of Administrative Headquarters of the Company		
Reasons for nomination as a candidate for Director Mr. Yoshizo Shimoda is in charge of administration as the Division Director of the Administrative Headquarters of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
4	Hisashi Kajiwara (October 7, 1959)	April 1982	Joined the Company	20,000
		April 2004	Branch Manager of Nagoya Branch, Coatings for Plastics Division of the Company	
	July 2007	Assistant Division Manager of Coatings for Plastics Division and Branch Manager of Nagoya Branch of the Company		
	June 2009 to present	Executive Director and Division Director of Coatings for Plastics Division of the Company		
	(Significant Concurrent Positions)	President of Chukyo Paint Service Co., Ltd. Board Chairman of Fujikura Kasei Coating (Tianjin) Co., Ltd. Board Chairman of Fujikura Kasei (Foshan) Coating Co., Ltd. Board Chairman of Shanghai Fujikura Kasei Coating Co., Ltd.		
Reasons for nomination as a candidate for Director Mr. Hisashi Kajiwara is in charge of coatings for plastics as the Division Director of the Coatings for Plastics Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
5	Hiroaki Watanabe (December 26, 1954)	April 1981 July 2003	Joined the Company Manager of Research & Development Department, Electronics Materials Division of the Company	11,800
		July 2007 October 2010 June 2013 June 2015 to present	Manager of Electronics Materials Production Department, Electronics Materials Division of the Company Assistant Division Manager of Electronics Materials Division and Manager of Electronics Materials Production Department of the Company Executive Director and Division Director of Electronics Materials Division of the Company Executive Director and Branch Manager of Sano Plant of the Company	
Reasons for nomination as a candidate for Director Mr. Hiroaki Watanabe is in charge of production as the Branch Manager of Sano Plant of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
6	Masahiro Takano (May 1, 1958)	April 1982 April 2008	Joined the Company Manager of Research & Development Department, Architectural Coatings Division of the Company	11,500
		July 2010 July 2012 June 2013 to present	Manager of Production Department, Architectural Coatings Division of the Company Assistant Division Manager of Architectural Coatings Division and Manager of Research & Development Department of the Company Executive Director and Division Director of Architectural Coatings Division of the Company	
Reasons for nomination as a candidate for Director Mr. Masahiro Takano is in charge of architectural coatings as the Division Director of the Architectural Coatings Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				

No.	Name (Date of Birth)	Career Summary, Positions and Areas of Responsibility in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
7	Satoshi Watanabe (July 16, 1959)	April 1984 July 2007	Joined the Company Manager of Research & Development Department, Electronics Materials Division of the Company	5,400
		July 2013 April 2014 June 2015 to present	Manager of Research & Development Department, Electronics Materials Division and Manager of Electronics Materials Production Department of the Company Manager of Research & Development Department, Electronics Materials Division of the Company Executive Director and Division Director of Electronics Materials Division of the Company	
Reasons for nomination as a candidate for Director Mr. Satoshi Watanabe is in charge of electronics materials as the Division Director of the Electronics Materials Division of the Company. We propose that he be elected as Director because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can contribute to the Group's sustainable growth and to boosting corporate value.				
8	Osamu Tanaka (August 12, 1952)	April 1980 June 2007 June 2015 to present	Registered as an attorney (Daiichi Tokyo Bar Association) Outside Audit & Supervisory Board Member of the Company Outside Director of the Company	13,300
		Reasons for nomination as a candidate for Outside Director Mr. Osamu Tanaka possesses expert knowledge, experience, etc., gained as an attorney. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions from a compliance perspective concerning the general management of the Group.		
9	Akio Miyagi (November 1, 1950)	April 1973 April 2008 April 2010 June 2013 April 2016 June 2016 to present (Significant Concurrent Position) Advisor of Fujikura Ltd. Outside Director of Fujikura Rubber Ltd.	Joined Fujikura Electric Wire Corporation (present Fujikura Ltd.) Executive Officer of Fujikura Ltd. Managing Executive Officer of Fujikura Ltd. Senior Vice President & Member of the Board of Fujikura Ltd. Member of the Board of Fujikura Ltd. Outside Director of the Company Advisor of Fujikura Ltd.	0
		Reasons for nomination as a candidate for Outside Director Mr. Akio Miyagi served as Member of the Board at Fujikura Ltd. He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Director because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.		

Notes:

1. Mr. Osamu Tanaka and Mr. Akio Miyagi are candidates for Outside Directors.
2. Mr. Osamu Tanaka belongs to Abe & Tanaka Law Offices. Although the Company has entered into the legal advisory contracts with Abe & Tanaka Law Offices, the amount is immaterial.
Mr. Osamu Tanaka will have served as Outside Director of the Company for two years upon the conclusion of this General Meeting of Shareholders.
3. Mr. Akio Miyagi serves as Advisor at Fujikura Ltd. Although the Company has business relations with Fujikura Ltd. in the area of sales of products and others, the amount of such transactions to the consolidated

net sales of the current business year is immaterial.

Mr. Akio Miyagi will have served as Outside Director of the Company for one year upon the conclusion of this General Meeting of Shareholders.

4. The Company entered into agreements with Mr. Osamu Tanaka and Mr. Akio Miyagi to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are reelected, the Company will continue the said agreements.
5. Mr. Osamu Tanaka and Mr. Akio Miyagi have been designated as independent directors/auditors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.
We intend to designate them as independent directors/auditors when they are reelected.

3rd Proposal Election of three (3) Audit & Supervisory Board Members

The term of office of all Audit & Supervisory Board Members will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of three (3) Audit & Supervisory Board Members.

This proposal has obtained the consent of the Audit & Supervisory Board.

The candidates for Audit & Supervisory Board Members are as follows.

The candidates for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Career Summary and Positions in the Company (Significant Concurrent Positions)		Ownership of the Company's Shares
1	Yuzo Saisu (April 17, 1942)	Aril 1965	Joined the Company	27,000
		June 1995	Executive Director of the Company	
	June 1999	Senior Vice President of the Company		
	June 2007	Senior Managing Director of the Company		
	June 2009 to present	Audit & Supervisory Board Member of the Company		
Reasons for nomination as a candidate for Audit & Supervisory Board Member Mr. Yuzo Saisu serves as a full-time Audit & Supervisory Board Member and possesses abundant knowledge and experience concerning the general management of the Group. We propose that he be elected as Audit & Supervisory Board Member because, based on his abundant experience, solid track history of performance, and wide-ranging knowledge and insight, we expect he can appropriately perform his duties as an Audit & Supervisory Board Member of the Company.				
2	Mitsuyoshi Naka (October 20, 1951)	Aril 1975	Joined Fujikura Rubber Ltd.	0
		June 2002	Director of Fujikura Rubber Ltd.	
	April 2008	Representative Director and President of Fujikura Rubber Ltd.		
	June 2009 to present	Outside Audit & Supervisory Board Member of the Company		
	April 2016 to present	Director and Executive Advisor of Fujikura Rubber Ltd.		
		(Significant Concurrent Position) Director and Executive Advisor of Fujikura Rubber Ltd.		
Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Mr. Mitsuyoshi Naka served as Representative Director and President of Fujikura Rubber Ltd. He has abundant experience and a solid track history of performance in corporate management, etc., and he possesses wide-ranging knowledge and insight. We propose that he be elected as Outside Audit & Supervisory Board Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Group.				
3	Takashi Watanabe (August 13, 1948)	September 1973	Joined Chiyoda Audit Corporation	7,500
		August 1983	Registered as a certified public accountant	
	October 1984 to present	Head of Takashi Watanabe Certified Public Accountant Office		
	June 2005 to present	Outside Audit & Supervisory Board Member of the Company		
Reasons for nomination as a candidate for Outside Audit & Supervisory Board Member Mr. Takashi Watanabe is qualified as a certified public accountant and possesses an appreciable extent of insight regarding financial affairs and accounting. We propose that he be elected as Outside Audit & Supervisory Board Member because we expect he can strengthen corporate governance at the Group by offering opinions concerning the general management of the Company.				

Notes:

1. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe are candidates for Outside Audit & Supervisory Board Members.
2. Mr. Mitsuyoshi Naka serves as Director and Executive Advisor of Fujikura Rubber Ltd. Although the Company has business relations with Fujikura Rubber Ltd. in the area of sales of products and others, the

amount of such transactions to the consolidated net sales for the current business year is immaterial. Mr. Mitsuyoshi Naka will have served as Outside Audit & Supervisory Board Member for eight years upon the conclusion of this General Meeting of Shareholders.

3. Mr. Takashi Watanabe does not have any special interest with the Company. Mr. Takashi Watanabe will have served as Outside Audit & Supervisory Board Member for 12 years upon the conclusion of this General Meeting of Shareholders.
4. The Company entered into agreements with Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe to limit their liability for damages as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of the same law, and the maximum amount of liability for damages based on these agreements shall be the amount prescribed in laws and regulations. If they are reelected, the Company will continue the said agreements.
5. Mr. Mitsuyoshi Naka and Mr. Takashi Watanabe have been designated as independent directors/auditors by the Company in accordance with the provisions of the Tokyo Stock Exchange and notification thereof has been provided to the aforementioned stock exchange.
We intend to designate them as independent directors/auditors when they are reelected.