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(Securities Identification code number: 4183)

May 31, 2011

**Mitsui Chemicals, Inc.**  
5-2, Higashi-Shimbashi 1-chome,  
Minato-ku, Tokyo, Japan  
Toshikazu Tanaka, President

**CONVOCAION NOTICE FOR  
THE 14th ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to extend our deepest sympathy and condolences to the people who were affected by the Great East Japan Earthquake, and to those who passed away in the disaster and their families.

Notice is hereby given that the 14th Ordinary General Meeting of Shareholders will be held as detailed below, and your attendance is cordially requested.

**In the event that you are unable to attend the meeting, you are able to exercise of voting rights by mail or electronic means (the Internet, etc.). So please exercise your voting rights, after reviewing the attached reference materials.**

- 1. Date:** Friday, June 24, 2011 at 10:00 a.m. (Time of starting registration of shareholders: 9:00 a.m.)  
**2. Place:** Nihonbashi Mitsui Hall, 4th floor of Coredo Muromachi,  
2-1, Nihonbashi-Muromachi 2-chome, Chuo-ku, Tokyo, Japan

**3. Agenda**

- A. Reports**
1. Business report, consolidated financial statements and the results of auditing consolidated financial statements by accounting auditors (April 1, 2010 to March 31, 2011)
  2. Non-consolidated financial statements (April 1, 2010 to March 31, 2011)

**B. Proposals**

- No. 1** Appropriation of surplus
- No. 2** Election of eleven (11) Directors
- No. 3** Election of two (2) Corporate Auditors
- No. 4** Payment of bonuses for Directors

#### **4. Exercise of voting rights**

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

Indicate your approval or disapproval for each of the proposals on the enclosed Voting Rights Exercise Form and send the completed form to the Company to arrive no later than **5:40 p.m. on Thursday, June 23, 2011.**

##### **(2) Exercise of voting rights electronically (via the Internet, etc.)**

Read the “Guidance for the Exercise of Voting Rights via the Internet, etc.” described on page 56, access the website designated by the Company for exercising voting rights (<http://www.web54.net>), and use the voting right exercise code and password shown on the right of the enclosed Voting Rights Exercise Form. Then, indicate your approval or disapproval for each of the proposals following the instructions on the display. Your vote must be transmitted by no later than **5:40 p.m. on Thursday, June 23, 2011.**

Shareholders participating in the Electronic Voting Rights Exercise Platform for Institutional Investors, operated by Investor Communications Japan Inc., may exercise their voting rights through that platform.

##### **(3) Handling multiple exercises of voting rights**

When voting rights are exercised in duplicate, both in writing and via the Internet, etc. the vote that is cast last shall be deemed effective. However, if votes arrive on the same day, the vote cast via the Internet, etc. shall be deemed effective.

When voting rights are exercised via the Internet, etc. more than once, the last vote shall be deemed effective.

\*Attendees are kindly requested to submit the enclosed ballot, completed, at the reception desk at the entrance to the meeting hall.

\*Any revisions made to the shareholders’ meeting Proposals and Reference Matters, business report, non-consolidated financial statements and consolidated financial statements will be posted on the Company’s website (<http://kabunushi.mitsui-chem.jp>).

**Consolidated Balance Sheet**  
(As of March 31, 2011)

(Millions of yen)

| Item                                   | Increase<br>(Decrease) | Item   | Increase<br>(Decrease) |
|--|------------------------|--|------------------------|
| <b>ASSETS</b>                          | <b>1,295,627</b>       | <b>LIABILITIES</b>                             | <b>864,526</b>         |
| <b>Current Assets:</b>                 | <b>665,976</b>         | <b>Current Liabilities:</b>                    | <b>442,298</b>         |
| Cash and time deposits                 | 81,219                 | Notes and accounts payable - trade             | 196,823                |
| Notes and accounts receivable-trade    | 264,420                | Short-term bank loans                          | 103,092                |
| Short-term investment securities       | 2,373                  | Current portion of long-term debt              | 23,787                 |
| Inventories                            | 239,931                | Commercial paper                               | 7,400                  |
| Deferred tax assets                    | 4,971                  | Current portion of bonds                       | 21,000                 |
| Accrued revenue                        | 66,505                 | Lease obligations                              | 118                    |
| Other                                  | 6,999                  | Accounts payable-other                         | 51,697                 |
| Allowance for doubtful accounts        | (442)                  | Income taxes payable                           | 4,979                  |
|  |                        | Allowance for directors' bonuses               | 79                     |
|  |                        | Reserve for periodic repairs                   | 11,728                 |
|  |                        | Asset retirement obligations                   | 161                    |
|  |                        | Other  | 21,434                 |
| <b>Fixed Assets:</b>                   | <b>629,651</b>         | <b>Long-term Liabilities:</b>                  | <b>422,228</b>         |
| <b>Property, plant and equipment</b>   | <b>467,735</b>         | Bonds  | 113,000                |
| Buildings and structures               | 112,271                | Long-term debt                                 | 211,733                |
| Machinery and transportation equipment | 160,175                | Lease obligations                              | 571                    |
| Land                                   | 166,431                | Deferred tax liabilities                       | 12,848                 |
| Construction in progress               | 21,005                 | Accrued retirement benefits                    | 54,528                 |
| Other                                  | 7,853                  | Reserve for directors' retirement bonuses      | 341                    |
|  |                        | Reserve for periodic repairs                   | 2,324                  |
|  |                        | Reserve for environmental remediation          | 10,650                 |
|  |                        | Asset retirement obligations                   | 2,215                  |
|  |                        | Other  | 14,018                 |
| <b>Intangible fixed assets</b>         | <b>11,293</b>          | <b>NET ASSETS</b>                              | <b>431,101</b>         |
| Goodwill                               | 825                    | <b>Shareholders' equity:</b>                   | <b>403,556</b>         |
| Software                               | 4,798                  | Common stock                                   | 125,053                |
| Other                                  | 5,670                  | Capital surplus                                | 91,065                 |
|  |                        | Retained earnings                              | 201,692                |
| <b>Investments and other assets</b>    | <b>150,623</b>         | Treasury stock                                 | (14,254)               |
| Investment securities                  | 98,973                 | <b>Accumulated other comprehensive income:</b> | <b>(19,816)</b>        |
| Deferred tax assets                    | 3,436                  | Net unrealized gain on securities              | 11,490                 |
| Other                                  | 49,542                 | Deferred gain or loss on hedges                | 120                    |
| Allowance for doubtful accounts        | (1,328)                | Foreign currency translation adjustments       | (31,426)               |
|  |                        | <b>Minority interests:</b>                     | <b>47,361</b>          |
| <b>Total</b>                           | <b>1,295,627</b>       | <b>Total</b>                                   | <b>1,295,627</b>       |

## Consolidated Statement of Income

(April 1, 2010 to March 31, 2011)

(Millions of yen)

| Item   | Amount |                  |
|--|--------|------------------|
| <b>Net sales:</b>  |        | <b>1,391,713</b> |
| <b>Cost of sales:</b>  |        | <b>1,174,178</b> |
| <b>Gross profit</b>  |        | <b>217,535</b>   |
| <b>Selling, general and administrative expenses:</b>                                   |        | <b>176,987</b>   |
| <b>Operating income</b>  |        | <b>40,548</b>    |
| <b>Non-operating income:</b>   |        |                  |
| Interest and dividends income  | 2,221  |                  |
| Amortization of negative goodwill  | 1,238  |                  |
| Equity in income of affiliates   | 7,304  |                  |
| Other  | 4,866  | 15,629           |
| <b>Non-operating expenses:</b>   |        |                  |
| Interest expenses  | 7,621  |                  |
| Operation stop expenses  | 2,158  |                  |
| Foreign exchange losses  | 2,977  |                  |
| Other  | 4,570  | 17,326           |
| <b>Ordinary income</b>   |        | <b>38,851</b>    |
| <b>Extraordinary Profit:</b>   |        |                  |
| Gain on sale of property, plant and equipment  | 673    |                  |
| Gain on sale of investment securities  | 58     |                  |
| Reversal of provision for retirement benefits  | 14,618 | 15,349           |
| <b>Extraordinary Loss:</b>   |        |                  |
| Loss on disposal of property, plant and equipment                                      | 2,863  |                  |
| Loss on sale of property, plant and equipment  | 152    |                  |
| Impairment loss  | 2,248  |                  |
| Loss on devaluation of investment securities   | 670    |                  |
| Loss on restructuring of subsidiaries and affiliates                                   | 974    |                  |
| Loss on disaster   | 1,365  |                  |
| Loss on adjustment for changes of accounting standard for asset retirement obligations | 970    | 9,242            |
| <b>Income before Income Taxes</b>  |        | <b>44,958</b>    |
| Current income taxes   | 10,419 |                  |
| Deferred income taxes  | 626    | 11,045           |
| <b>Income before minority interests</b>  |        | <b>33,913</b>    |
| Minority interests in income   |        | 9,059            |
| <b>Net income</b>  |        | <b>24,854</b>    |

**Consolidated Statement of Changes in Shareholders' Equity**  
(April 1, 2010 to March 31, 2011)

(Millions of yen)

|  | Shareholders' equity |                 |                   |                |                            |
|--|----------------------|-----------------|-------------------|----------------|----------------------------|
|  | Common stock         | Capital surplus | Retained earnings | Treasury stock | Total shareholders' equity |
| Balance as of March 31, 2010   | 125,053              | 91,065          | 182,922           | (14,215)       | 384,825                    |
| Changes during the term  |                      |                 |                   |                |                            |
| Distribution of surplus  |                      |                 | (6,014)           |                | (6,014)                    |
| Net income   |                      |                 | 24,854            |                | 24,854                     |
| Acquisition of treasury stock  |                      |                 |                   | (149)          | (149)                      |
| Disposal of treasury stock   |                      |                 | (70)              | 110            | 40                         |
| Changes in items other than shareholders' equity during the term (net) |                      |                 |                   |                |                            |
| Total changes during the term  | —                    | —               | 18,770            | (39)           | 18,731                     |
| Balance as of March 31, 2011   | 125,053              | 91,065          | 201,692           | (14,254)       | 403,556                    |

|  | Accumulated other comprehensive income         |                                 |  |  | Minority interests | Total net assets |
|--|--|---------------------------------|--|--|--------------------|------------------|
|  | Net unrealized gain (loss) on other securities | Deferred gain or loss on hedges | Foreign currency translation adjustments | Total accumulated other comprehensive income |                    |                  |
| Balance as of March 31, 2010   | 13,095   | 0                               | (20,637)                                 | (7,542)                                      | 41,721             | 419,004          |
| Changes during the term  |  |                                 |  |  |                    |                  |
| Distribution of surplus  |  |                                 |  |  |                    | (6,014)          |
| Net income   |  |                                 |  |  |                    | 24,854           |
| Acquisition of treasury stock  |  |                                 |  |  |                    | (149)            |
| Disposal of treasury stock   |  |                                 |  |  |                    | 40               |
| Changes in items other than shareholders' equity during the term (net) | (1,605)  | 120                             | (10,789)                                 | (12,274)                                     | 5,640              | (6,634)          |
| Total changes during the term  | (1,605)  | 120                             | (10,789)                                 | (12,274)                                     | 5,640              | 12,097           |
| Balance as of March 31, 2011   | 11,490   | 120                             | (31,426)                                 | (19,816)                                     | 47,361             | 431,101          |

## Non-consolidated Balance Sheet

(As of March 31, 2011)

(Millions of yen)

| Item   | Amount           | Item  | Amount           |
|--|------------------|---|------------------|
| <b>ASSETS</b>  | <b>1,022,295</b> | <b>LIABILITIES</b>  | <b>736,240</b>   |
| <b>Current Assets:</b>   | <b>410,358</b>   | <b>Current Liabilities:</b>                               | <b>357,802</b>   |
| Cash and time deposits   | 56,864           | Trade accounts payable                                    | 146,982          |
| Trade notes receivable   | 371              | Short-term bank loans                                     | 69,482           |
| Trade accounts receivable  | 173,570          | Current portion of long-term debt                         | 15,157           |
| Merchandise and products   | 66,031           | Commercial papers   | 5,000            |
| Work in process  | 2,246            | Current portion of bonds                                  | 20,000           |
| Raw materials and supplies   | 31,977           | Lease obligations   | 108              |
| Advance payments-trade   | 194              | Accounts payable-other                                    | 38,290           |
| Prepaid expenses   | 1,128            | Accrued expenses  | 9,504            |
| Short-term loans   | 7,810            | Income taxes payable                                      | 338              |
| Accrued revenue  | 68,088           | Deferred tax liabilities                                  | 15               |
| Other  | 2,086            | Advances received   | 105              |
| Allowance for doubtful accounts  | (7)              | Deposits received   | 43,964           |
|  |                  | Allowance for directors' bonuses                          | 48               |
| <b>Fixed Assets:</b>   | <b>611,937</b>   | Reserve for periodic repairs                              | 8,400            |
| <b>Property, plant and equipment</b>                                       | <b>300,968</b>   | Reserve for loss on debt guarantees                       | 23               |
| Buildings  | 49,218           | Other   | 386              |
| Structures   | 23,787           |   |                  |
| Machinery and equipment  | 63,884           | <b>Long-term Liabilities:</b>                             | <b>378,438</b>   |
| Transportation equipment   | 196              | Bonds   | 110,000          |
| Tools, furniture and fixtures  | 3,844            | Long-term debt  | 191,000          |
| Land   | 144,944          | Lease obligations   | 298              |
| Lease assets   | 406              | Deferred tax liabilities                                  | 5,741            |
| Construction in progress   | 14,689           | Accrued retirement benefits                               | 49,848           |
|  |                  | Reserve for periodic repairs                              | 883              |
| <b>Intangible fixed assets</b>   | <b>4,584</b>     | Reserve for environmental remediation                     | 10,650           |
| Goodwill   | 97               | Asset retirement obligations                              | 476              |
| Industrial property rights   | 596              | Other   | 9,542            |
| Licenses   | 586              |   |                  |
| Software   | 3,305            | <b>NET ASSETS</b>   | <b>286,055</b>   |
|  |                  | <b>Shareholders' equity:</b>                              | <b>275,536</b>   |
| <b>Investments and other assets</b>  | <b>306,385</b>   | <b>Common Stock</b>                                       | <b>125,053</b>   |
| Investment securities  | 52,207           | <b>Capital Surplus</b>                                    | <b>93,783</b>    |
| Investment in common stock of affiliated companies                         | 205,682          | Capital reserve   | 93,783           |
| Investment in capital  | 946              | <b>Retained Earnings</b>                                  | <b>70,954</b>    |
| Investment in affiliated companies   | 5,204            | Legal reserve   | 12,506           |
| Long-term loans  | 1,453            | Other retained earnings                                   | 58,448           |
| Claims provable in bankruptcy, claims provable in rehabilitation and other | 1,440            | Reserve for reduction of acquisition cost of fixed assets | 3,624            |
| Long-term loans receivable from subsidiaries and affiliates                | 2,494            | Reserve for dividends                                     | 10,000           |
| Long-term prepaid expenses   | 1,495            | General reserve   | 28,070           |
| Prepaid pension cost   | 30,497           | Retained earnings carried forward                         | 16,754           |
| Other  | 6,323            | <b>Treasury Stock</b>                                     | <b>(14,254)</b>  |
| Allowance for doubtful accounts  | (1,356)          | <b>Valuation and translation adjustments:</b>             | <b>10,519</b>    |
|  |                  | <b>Unrealized Gain on Securities</b>                      | <b>10,496</b>    |
|  |                  | <b>Deferred gain or loss on hedges</b>                    | <b>23</b>        |
| <b>Total</b>   | <b>1,022,295</b> | <b>Total</b>  | <b>1,022,295</b> |

## Non-consolidated Statement of Income

(April 1, 2010 to March 31, 2011)

(Millions of yen)

| Item  | Amount |                |
|---|--------|----------------|
| <b>Net sales:</b>   |        | <b>857,902</b> |
| <b>Cost of sales:</b>   |        | <b>773,953</b> |
| <b>Gross profit</b>   |        | <b>83,949</b>  |
| <b>Selling, general and administrative expenses:</b>                                      |        | <b>93,832</b>  |
| <b>Operating loss</b>   |        | <b>9,883</b>   |
| <b>Non-operating income:</b>  |        |                |
| Interest and dividends income   | 23,490 |                |
| Rent income   | 1,278  |                |
| Other   | 2,832  | 27,600         |
| <b>Non-operating expenses:</b>  |        |                |
| Interest expenses   | 6,195  |                |
| Foreign exchange losses   | 2,619  |                |
| Operation stop expenses   | 2,078  |                |
| Other   | 4,077  | 14,969         |
| <b>Ordinary income</b>  |        | <b>2,748</b>   |
| <b>Extraordinary profit:</b>  |        |                |
| Gain on sale of property, plant and equipment   | 666    |                |
| Reversal of provision for retirement benefits   | 14,618 | 15,284         |
| <b>Extraordinary Loss:</b>  |        |                |
| Loss on disposal of property, plant and equipment   | 2,096  |                |
| Loss on sale of property, plant and equipment   | 146    |                |
| Impairment loss   | 2,087  |                |
| Loss on devaluation of investment securities  | 590    |                |
| Loss on restructuring of subsidiaries and affiliates                                      | 684    |                |
| Loss on disaster  | 983    |                |
| Loss on adjustment for changes of accounting standard<br>for asset retirement obligations | 288    | 6,874          |
| <b>Income before income taxes</b>   |        | <b>11,158</b>  |
| Current income taxes  | 157    | 157            |
| <b>Net income</b>   |        | <b>11,001</b>  |

**Non-consolidated Statement of Changes in Shareholders' Equity**  
(April 1, 2010 to March 31, 2011)

(Millions of yen)

|  | Shareholders' equity |                 |                       |                   |                         |                         |                |                            |
|--|----------------------|-----------------|-----------------------|-------------------|-------------------------|-------------------------|----------------|----------------------------|
|  | Common stock         | Capital surplus |                       | Retained earnings |                         |                         | Treasury stock | Total shareholders' equity |
|  |                      | Capital reserve | Total capital surplus | Legal reserve     | Other retained earnings | Total retained earnings |                |                            |
| Balance as of March 31, 2010   | 125,053              | 93,783          | 93,783                | 12,506            | 53,748                  | 66,254                  | (14,215)       | 270,875                    |
| Changes during the term  |                      |                 |                       |                   |                         |                         |                |                            |
| Dividends from surplus   |                      |                 |                       |                   | (6,014)                 | (6,014)                 |                | (6,014)                    |
| Net income   |                      |                 |                       |                   | 11,001                  | 11,001                  |                | 11,001                     |
| Decrease due to split-type corporate division                          |                      |                 |                       |                   | (217)                   | (217)                   |                | (217)                      |
| Acquisition of treasury stock  |                      |                 |                       |                   |                         |                         | (149)          | (149)                      |
| Disposal of treasury stock   |                      |                 |                       |                   | (70)                    | (70)                    | 110            | 40                         |
| Changes in items other than shareholders' equity during the term (net) |                      |                 |                       |                   |                         |                         |                |                            |
| Total changes during the term  | —                    | —               | —                     | —                 | 4,700                   | 4,700                   | (39)           | 4,661                      |
| Balance as of March 31, 2011   | 125,053              | 93,783          | 93,783                | 12,506            | 58,448                  | 70,954                  | (14,254)       | 275,536                    |

|  | Valuation and translation adjustments          |                                 |   | Total net assets |
|--|--|---------------------------------|---|------------------|
|  | Net unrealized gain (loss) on other securities | Deferred gain or loss on hedges | Total valuation and translation adjustments |                  |
| Balance as of March 31, 2010   | 11,827   | 3                               | 11,830                                      | 282,705          |
| Changes during the term  |  |                                 |   |                  |
| Dividends from surplus   |  |                                 |   | (6,014)          |
| Net income   |  |                                 |   | 11,011           |
| Decrease due to split-type corporate division                          |  |                                 |   | (217)            |
| Acquisition of treasury stock  |  |                                 |   | (149)            |
| Disposal of treasury stock   |  |                                 |   | 40               |
| Changes in items other than shareholders' equity during the term (net) | (1,331)  | 20                              | (1,311)                                     | (1,311)          |
| Total changes during the term  | (1,331)  | 20                              | (1,311)                                     | 3,350            |
| Balance as of March 31, 2011   | 10,496   | 23                              | 10,519                                      | 286,055          |

Note: Breakdown of other retained earnings.

|   | Reserve for reduction of acquisition cost of fixed assts | Reserve for dividends | Special reserve | Retained earnings carried forward | Total   |
|---|--|-----------------------|-----------------|-----------------------------------|---------|
| Balance as of March 31, 2010                  | 3,726  | 10,000                | 73,070          | (33,048)                          | 53,748  |
| Changes during the term                       |  |                       |                 |                                   |         |
| Issuance of new shares                        |  |                       |                 | (6,014)                           | (6,014) |
| Distribution of surplus                       |  |                       |                 | 11,001                            | 11,001  |
| Net income                                    |  |                       |                 | (217)                             | (217)   |
| Decrease due to split-type corporate division |  |                       |                 | (70)                              | (70)    |
| Disposal of treasury stock                    | (102)  |                       |                 | 102                               | —       |
| Reversal of general reserve                   |  |                       | (45,000)        | 45,000                            | —       |
| Total changes during the term                 | (102)  | —                     | (45,000)        | 49,802                            | 4,700   |
| Balance as of March 31, 2011                  | 3,624  | 10,000                | 28,070          | 16,754                            | 58,448  |



## **REFERENCE MATERIALS**

### **Proposals and Reference Matters**

#### **No. 1: Appropriation of surplus**

We propose the following appropriation of surplus:

Year-end dividends

The Company regards increasing corporate value through business growth and expansion a top priority issue, and positions the return of profits to shareholders as a key management issue.

In appropriating profits, we give full consideration to returns on shareholder investment and securing of internal reserves for our future growth and expansion.

We strive to return profits to our shareholders based on consolidated performance results and maintain stable dividends from a medium to long term perspective, while taking into account consolidated payout ratio and consolidated dividends on equity (DOE). Specifically, we aim to achieve a consolidated payout ratio of 25% or more, and DOE of 2% or more.

We allot internal reserves to active loans and investments to further accelerate the growth and expansion of our businesses and the realization of business portfolios that we should pursue, as well as to research and development for creating new innovative technologies with an aim to improving earnings.

In the fiscal year under review, earnings results for fiscal 2010 exceeded our initial projections, while the outlook for the business environment remains uncertain because of the impact of the massive earthquake. However, we will pay year-end dividends to shareholders for the said fiscal year as shown below, as we recognize the significance of returning profit to shareholders.

(1) Type of dividend

Cash

(2) Allocation of dividends and total amount

We propose a year-end dividend of ¥3.00 per share as the same amount as the previous fiscal year. The total amount of dividends will be ¥3,005,766,555.

Consequently, the annual dividend for the fiscal year under review will be ¥6 per share, including the already paid interim dividend of ¥3 yen per share.

(3) Effective date for the commencement of dividend payment from surplus

June 27, 2011

## No. 2: Election of Eleven (11) Directors

As the terms of office of fourteen (14) Directors will expire at the end of this Ordinary General Meeting of Shareholders, we propose the appointment of eleven (11) Directors. To enhance corporate governance and increase the transparency of management, two (2) of the eleven (11) are candidates for Outside Director.

Director candidates are as follows:

| Candidate number | Name<br>(Date of Birth)            | Career Summary and Status as Representative of Other Companies  | Number of Shares of the Company Owned |
|------------------|------------------------------------|---|---------------------------------------|
| 1                | Kenji Fujiyoshi<br>(Feb. 14, 1944) | June 1997 Board Director of the Company<br>June 2001 Managing Director of the Company<br>June 2003 Senior Managing Director of the Company<br>June 2005 President of the Company<br>June 2009 Chairman of the Company<br>June 2010 Chairman and Director of the Company (to present)  | 84,000                                |
| 2                | Toshikazu Tanaka<br>(Feb. 7, 1945) | June 1999 Board Director of the Company<br>June 2003 Managing Director of the Company<br>June 2005 Executive Vice President of the Company<br>June 2009 President & CEO of the Company (to present)<br>(Supervision of general business execution; in charge of the New Business Development Division, Works, Corporate Communications Division, Representative in China and Representative in Europe)  | 70,000                                |
| 3                | Koichi Sano<br>(Aug. 30, 1948)     | June 2003 Executive Officer of the Company<br>June 2005 Managing Director of the Company<br>June 2009 Executive Vice President of the Company (to present)<br>(Assistant to the President; in charge of the Corporate Administration Division, Legal Division, Finance & Accounting Division, and Risk Compliance Committee)  | 31,200                                |
| 4                | Kiichi Suzuki<br>(May 23, 1949)    | June 2003 Executive Officer of the Company<br>General Manager, Corporate Planning Div.<br>June 2005 Executive Officer of the Company<br>General Manager, Fine & Performance Chemicals Div., Functional Chemicals & Engineered Materials Business Group<br>Apr. 2007 Managing Executive Officer<br>Business Sector President, Advanced Chemicals Business Sector<br>June 2007 Managing Director of the Company<br>Business Sector President, Advanced Chemicals Business Sector<br>June 2009 Senior Managing Director of the Company<br>Business Sector President, Advanced Chemicals Business Sector<br>Apr. 2010 Senior Managing Director of the Company (to present)<br>(In charge of the Functional Chemicals Business Sector, SCM Division, Purchasing Division, Logistics Division, and Information Management Division) | 11,000                                |

|   |                                     |   |        |
|---|-------------------------------------|---|--------|
| 5 | Shigeru Iwabuchi<br>(Jan. 31, 1952) | <p>Oct. 2003 Executive Officer of the Company<br/>General Manager, Polyethylene Division</p> <p>Apr. 2005 Contract Assistant to Executive Officer of the Company<br/>Director of Prime Polymer Co., Ltd.<br/>General Manager, Planning &amp; Coordination Division</p> <p>Apr. 2007 Contract Assistant to Managing Executive Officer of the Company<br/>Director of Prime Polymer Co., Ltd.<br/>General Manager, Planning &amp; Coordination Division</p> <p>June 2007 Contract Assistant to Managing Executive Officer of the Company<br/>President of Prime Polymer Co., Ltd.</p> <p>June 2009 Contract Assistant to Senior Managing Executive Officer of the Company<br/>President of Prime Polymer Co., Ltd.</p> <p>Apr. 2010 Senior Managing Executive Officer of the Company</p> <p>June 2010 Senior Managing Executive Officer of the Company (to present)<br/>(In charge of the Petrochemicals Business Sector, and Basic Chemicals Business Sector)</p>  | 21,000 |
| 6 | Yasuji Ohmura<br>(Feb. 14, 1954)    | <p>June 2005 Executive Officer of the Company<br/>General Manager, Planning &amp; Coordination Div., Basic Chemicals Business Group</p> <p>Apr. 2007 Executive Officer of the Company<br/>General Manager, PTA &amp; PET Div., Basic Chemicals Business Sector</p> <p>Apr. 2009 Managing Executive Officer of the Company<br/>General Manager, Corporate Planning Div., Corporate Management Center</p> <p>June 2009 Managing Director of the Company<br/>Representative in China, Center Executive, Corporate Management Center, and General Manager, Corporate Planning Division, Corporate Management Center</p> <p>Apr. 2010 Managing Director of the Company<br/>General Manager, Corporate Planning Division, and General Manager, Internal Control Division (to present)<br/>(In charge of Branch Offices; Mitsui Chemicals Asia Pacific, Ltd.; Mitsui Chemicals (Shanghai) Co., Ltd.; Mitsui Chemicals America, Inc.; Mitsui Chemicals Europe GmbH; Corporate Planning Division; Affiliates Coordination Division; and Internal Control Division)</p> | 29,000 |

|    |                                     |  |        |
|----|-------------------------------------|--|--------|
| 7  | Shinichi Otsuji<br>(May 3, 1952)    | <p>June 2006 General Manager, Purchasing Division of the Company</p> <p>Apr. 2007 Executive Officer of the Company<br/>General Manager, Omuta Works, Production &amp; Technology Center</p> <p>Apr. 2010 Executive Officer of the Company</p> <p>June 2010 Director of the Company (to present)<br/>(In charge of the Human Resources Division, CSR Promotion Division, and CSR Committee)</p>   | 8,600  |
| 8  | Gen Takemoto<br>(January 12, 1952)  | <p>Apr. 2007 Executive Officer of the Company<br/>General Manager, Ichihara Works, Production &amp; Technology Center</p> <p>Oct. 2009 Managing Executive Officer of the Company<br/>Business Sector President, Basic Chemicals Business Sector</p> <p>Apr. 2010 Managing Executive Officer of the Company<br/>Business Sector President, Petrochemicals Business Sector (to present)</p>  | 21,000 |
| 9  | Etsuo Takenouji<br>(Sept. 28, 1948) | <p>Apr. 1972 Du Pont Far East Inc. – Japan</p> <p>Oct. 1993 Director of Du Pont Kabushiki Kaisha</p> <p>Jan. 1996 Executive Director of the company</p> <p>Sept. 1997 Executive Director of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Jan. 2002 Senior Managing Director of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Jan. 2003 Executive Vice President of the company and CEO of Du Pont-Mitsui Fluorochemicals Company, Ltd.</p> <p>Sept. 2010 Joined the Company (to present)</p>                              | 10,000 |
| 10 | Taeko Nagai<br>(Jan. 30, 1938)      | <p>Apr. 1960 Joined Japan Broadcasting Corporation (NHK)</p> <p>Aug. 1990 Manager of the Urawa (currently Saitama) Station of NHK</p> <p>June 1993 Senior Commentator of NHK (specializing in culture, education and consumer economy)</p> <p>Apr. 1997 Director of the Setagaya Culture and Life Information Center</p> <p>Jan. 2005 Vice President of NHK</p> <p>June 2009 Vice President of the Setagaya Arts Foundation (to present)</p> <p>June 2010 Director of the Company (to present)<br/>Significant concurrent job<br/>Vice President of the Setagaya Arts Foundation</p> | 0      |

|    |                                 |   |       |
|----|---------------------------------|---|-------|
| 11 | Yoshio Suzuki<br>(Nov. 1, 1945) | Apr. 1970 Appointed as public prosecutor<br>Apr. 1983 Professor at the Legal Training and Research Institute<br>Mar. 1987 Manager in the Tax Litigation Division of the Litigation Bureau at the Ministry of Justice<br>June 1997 General Manager in the Criminal Division of the Tokyo High Public Prosecutors Office<br>Apr. 1999 Chief Prosecutor at the Otsu District Public Prosecutors Office<br>Feb. 2003 General Manager of General Affairs at the Supreme Public Prosecutors Office<br>Dec. 2006 Superintending Prosecutor at the Hiroshima High Public Prosecutors Office<br>Jan. 2008 Retired as public prosecutor<br>Apr. 2008 Law Office, Joined Ichibancho Sogo Law Offices (to present)<br>Professor at the Chuo Law School (to present)<br>Registered as an attorney<br>June 2010 Director of the Company (to present)<br>Significant concurrent job<br>Attorney, Law Office, Ichibancho Law Office<br>Professor at the Chuo Law School | 2,000 |
|----|---------------------------------|---|-------|

Notes:

1. There are no conflicts of interests between the Company and the above candidates for Directors.
2. Taeko Nagai and Yoshio Suzuki are candidates for Outside Directors. The Company has appointed them as independent officers who are unlikely to cause a conflict of interests with ordinary shareholders, in accordance with the rules stipulated by the Tokyo Stock Exchange, and reported their appointment to that exchange. If Taeko Nagai and Yoshio Suzuki are reelected as Outside Directors, we will continue to appoint them as independent officers.
3. Reasons for nominating Taeko Nagai and Yoshio Suzuki as candidates for Outside Directors and our judgment of their being capable of properly executing duties as Outside Directors:
  - (1) Taeko Nagai  
Taeko Nagai has worked at Japan Broadcasting Corporation for many years, and now serves as vice president of an arts foundation. We expect that she will provide useful advice on the Company's management based on her expertise and experience in culture, education, and other fields. Hence, we believe she is the right person for the post of Outside Director.
  - (2) Yoshio Suzuki  
Yoshio Suzuki has worked in the public prosecutors offices and the Ministry of Justice for many years, and has expertise in the legal field. We expect that he will provide useful advice on the Company's promotion of compliance based on his broad experience in legal circles. Hence, we believe he is the right person for the post of Outside Director.
4. Taeko Nagai and Yoshio Suzuki are currently Outside Directors of the Company. At the close of this Ordinary General Meeting of Shareholders, they will have served as Outside Directors for one (1) year.
5. The Company has concluded a liability limitation contract with Taeko Nagai and Yoshio Suzuki in accordance with Article 427, Paragraph 1 of the Corporate Law to limit the liability for damages provided in Article 423, Paragraph 1 of the Corporate Law. Under that contract, the maximum liability for damages shall be the amount provided by laws and regulations. If Taeko Nagai and Yoshio Suzuki are reappointed as Outside Directors, the Company will continue the said contract with them.

### No. 3: Election of Two (2) Corporate Auditor

As the terms of office of Corporate Auditors Hisao Muramoto and Hideharu Kadowaki will end at the close of this General Meeting of Shareholders, we propose the appointment of two (2) Corporate Auditors

The consent of the Corporate Auditors has been obtained for this proposal.

The Corporate Auditor candidates are as follows:

| Candidate number | Name<br>(Date of Birth)               | Career Summary and Status as Representative of Other Company   | Number of Shares of the Company Owned |
|------------------|---------------------------------------|--|---------------------------------------|
| 1                | Hideharu Kadowaki<br>(June, 20, 1944) | <p>Apr. 1968 Joined Mitsui Bank</p> <p>Apr. 2001 Representative Senior Managing Director and Senior Managing Officer of Sumitomo Mitsui Banking Corporation</p> <p>Dec. 2002 Representative Senior Managing Director of Sumitomo Mitsui Financial Group</p> <p>June 2003 Executive Vice President of Sumitomo Mitsui Financial Group</p> <p>June 2004 Head Director of the Japan Research Institute, Limited</p> <p>June 2007 Corporate Auditor of the Company (to present)</p> <p>June 2008 Special Advisor of the Japan Research Institute, Limited</p> <p>Apr. 2009 Professor of the Faculty of Economics, Teikyo University (to present)</p> <p>Significant concurrent job<br/>Special Advisor of the Japan Research Institute, Limited<br/>Professor of the Faculty of Economics, Teikyo University</p> | 0                                     |
| 2                | Hiroshi Matsuda<br>(Apr., 23, 1947)   | <p>Apr. 1971 Joined the Mitsui Trust and Banking Company, Limited.</p> <p>June 2001 Executive Director of the Chuo Mitsui Trust and Banking Company, Limited.</p> <p>July 2005 Senior Managing Officer of the company</p> <p>June 2006 Representative Director of Sanshin Shinko Inc.</p> <p>June 2008 Full-time Corporate Auditor of Keisei Electric Railway Co., Ltd.</p> <p>Significant concurrent job<br/>Full-time Corporate Auditor of Keisei Electric Railway Co., Ltd.</p>   | 0                                     |

- Notes:
1. There are no conflicts of interests between the Company and the candidate.
  2. Hideharu Kadowaki and Hiroshi Matsuda are candidates for Outside Corporate Auditors.
  3. Reasons for nominating Hideharu Kadowaki and Hiroshi Matsuda as candidates for Outside Corporate Auditors and our judgment of their being capable of properly executing duties as Outside Corporate Auditors:
    - (1) Hideharu Kadowaki  
Hideharu Kadowaki has been engaged in the management of financial institutions for many years and worked for a think tank and a university; hence, he has extensive knowledge and experience in overall management. As a result, we have concluded that he is appropriate as an Outside Corporate Auditor from the perspective of ensuring the appropriate execution of operations of the Company.
    - (2) Hiroshi Matsuda  
Hiroshi Matsuda has been engaged in the management of financial institutions for many years and served as Full-Time Corporate Auditor of a private corporation; hence, he has extensive knowledge and experience in overall management. As a result, we have concluded that he is appropriate as an

Outside Corporate Auditor from the perspective of ensuring the appropriate execution of operations of the Company.

4. Hideharu Kadowaki is currently Outside Corporate Auditor of the Company. At the close of this Ordinary General Meeting of Shareholders, he will have served as Outside Corporate Auditor for four (4) years.
5. The Company has concluded a liability limitation contract with Hideharu Kadowaki in accordance with Article 427, Paragraph 1 of the Corporate Law to limit the liability for damages provided in Article 423, Paragraph 1 of the Corporate Law. Under that contract, the maximum liability for damages shall be the amount provided by laws and regulations. If he is reappointed as Outside Corporate Auditor, the Company will continue the said contract with him. If Hiroshi Matsuda is appointed as Outside Corporate Auditor, the Company will conclude a liability limitation contract with him in accordance with Article 427, Paragraph 1 of the Corporate Law to limit his liability for damages provided in Article 423, Paragraph 1 of the Corporate Law. Under the contract, the maximum liability for damages shall be the amount provided by laws and regulations.

#### No. 4: Payment of Bonuses for Directors

We propose to pay bonuses totaling ¥47,500,000 to thirteen (13) Directors (including three (3) retiring Directors but excluding Chairman and Outside Directors), taking into account non-consolidated net income, retained earnings carried forward and dividends, based on the achievement of the whole Company's earnings targets. We request that the specific amount of bonuses for each Director should be left to the decision of the Board of Directors.

The above amount is the sum of the bonuses of ¥43,920,000 to ten (10) Directors who were in office as of March 31, 2011, and the bonuses of ¥3,580,000 to three (3) Directors who retired at the close of the 13th Ordinary General Meeting of Shareholders held on June 24, 2010 for the period from April 2010 to their retirement.

## **Guidance for the Exercise of Voting Rights via the Internet, etc.**

### **1. Exercise of Voting Rights via the Internet**

Voting rights can be exercised via the Internet only on the website designated for exercising voting rights (<http://www.web54.net>), which can be accessed on a personal computer. When using this website, please read and confirm the following.

In exercising voting rights via the Internet, enter the voting right exercise code and the password shown on the right of the Voting Rights Exercise Form, and follow the instructions on the display.

#### **(1) Handling the exercise of voting rights**

- a. Voting rights shall be exercised via the Internet by no later than 5:40 p.m. on the day before the General Meeting of Shareholders.
- b. When voting rights are exercised in duplicate, both in writing and via the Internet, the vote that is cast last shall be deemed effective. However, if votes arrive on the same day, the vote cast via the Internet shall be deemed effective.
- c. When voting rights are exercised via the Internet more than once, the last vote shall be deemed effective.

#### **(2) Handling passwords**

- a. The password is used as a means to confirm that the person exercising his or her voting rights is the shareholder in question. You are advised to keep your password carefully, the same as you would a registered seal or personal ID code. We cannot accept inquiries about passwords over the telephone or by other means.
- b. If you enter the wrong password more than a specified number of times, you will be locked out and unable to use your password. To have a new password issued to you after you are locked out, please follow the instructions on the display.

#### **(3) System environment**

To exercise voting rights via the Internet, the following system environment is required.

- a. The display resolution shall be 800 × 600 pixels (SVGA) or more.
  - b. The following applications shall be installed:
    - (a) Microsoft® Internet Explorer Ver. 5.01 SP2 or later
    - (b) Adobe® Acrobat® Reader™ Ver. 4.0 or later, or Adobe® Reader® Ver. 6.0 or later (when referring to reference documents and such like on the display)
- \* Microsoft® and Internet Explorer are either registered trademarks or trademarks of Microsoft Corporation in the U.S. and other countries.
- \* Adobe® Acrobat® Reader™ and Adobe® Reader® are either registered trademarks or trademarks of Adobe Systems Incorporates in the U.S. and other countries.
- \* These pieces of software are available free of charge on the website of the relevant



company.

c. The aforementioned website uses a pop-up function. Hence, if your computer has a function to automatically block pop-ups, please switch that function off (or temporarily disable it) before accessing the website.

d. Communications via the Internet may be restricted if you have a firewall or such like in place. In this case, please contact the system administrator for assistance.

**(4) Inquiries about the operation of personal computers, etc.**

a. For inquiries regarding the operation of personal computers to exercise voting rights through the website above, contact the following.

Dedicated line for Transfer Agent Web Support, The Chuo Mitsui Trust & Banking Company, Limited:

Tel: 0120-65-2031 (Toll free)

(9 a.m. to 9 p.m., weekdays)

b. For other inquiries regarding your registered address, number of shares held or such like, contact the following.

Transfer Agent Business Center, The Chuo Mitsui Trust & Banking Company, Limited:

Tel: 0120-78-2031 (Toll free)

(9 a.m. to 5 p.m., weekdays)

**2. Use of the electronic voting rights exercise platform (for institutional investors)**

Institutional investors may use the electronic voting rights exercise platform operated by Investor Communications Japan Inc., as a means to exercise voting rights electronically, if they have made an application to use it in advance.