

February 3, 2010

Mitsubishi Rayon Co., Ltd.

**Update regarding Mitsubishi Rayon Group's Management  
Integration with Mitsubishi Chemical Holdings Corporation**

Mitsubishi Rayon Co., Ltd. (Head office: Minato-ku, Tokyo; President: Masanao Kambara; hereafter "MRC") and Mitsubishi Chemical Holdings Corporation (Head office: Minato-ku, Tokyo; President: Yoshimitsu Kobayashi; hereafter "MCHC") have agreed to integrate management, with MRC becoming a subsidiary of MCHC. The two companies announced in the press release entitled "Announcement of Memorandum of Understanding for Management Integration." dated November 19 2009, their details.

In undertaking management integration, MCHC had expected to initiate a tender offer for all the outstanding shares in MRC with a target date of the beginning of February 2010 and planned completion by the end of March 2010, subject to the completion of all necessary procedures and responses pursuant to relevant laws in Japan and overseas.

The following is an update regarding preliminary procedures and the tender offer process.

MCHC has commenced the necessary preliminary procedures prerequisite to the submission of a tender offer for the acquisition of outstanding shares in MRC, as described in a press release issued today by MCHC. As of today, February 3, however, these preliminary procedures had not yet been completed.

Therefore, MCHC intends to issue further updated information by the end of February 2010, indicating the progress made regarding preliminary procedures, as well as the schedule for submitting a tender offer.

Reference materials: A press release issued by Mitsubishi Chemical Holdings Corporation on Feb. 3, entitled, "Notification with Respect to the Progress Towards Commencement of Tender Offer for Shares of Mitsubishi Rayon Co., Ltd."

## Reference



February 3, 2010

Company Name: Mitsubishi Chemical Holdings Corporation  
(Stock Code: 4188)  
Name of Representative: Yoshimitsu Kobayashi, President and CEO  
Direct your queries to: Hajime Takasaka, General Manager, Public Relations and Investor Relations Office  
(Tel: +81-3-6414-4870)

### **Notification with Respect to the Progress Towards Commencement of Tender Offer for Shares of Mitsubishi Rayon Co., Ltd.**

Mitsubishi Chemical Holdings Corporation (head office: Minato-ku, Tokyo; President: Yoshimitsu Kobayashi; hereinafter, "Mitsubishi Chemical Holdings") and Mitsubishi Rayon Co., Ltd. (head office: Minato-ku, Tokyo; President: Masanao Kambara; hereinafter, "Mitsubishi Rayon") previously announced, in the press release entitled "Announcement of Memorandum of Understanding for Management Integration" dated November 19, 2009, their plan to conduct a management integration (the "Management Integration"). As the method of Management Integration, Mitsubishi Chemical Holdings announced that it will initiate a tender offer (the "Tender Offer") for all of the issued and outstanding shares of Mitsubishi Rayon with a target date of the beginning of February 2010 at the latest and planned completion by the end of March 2010, subject to the completion of all necessary procedures and responses pursuant to relevant laws in Japan and overseas (the "Procedures for the Tender Offer").

We are working towards the commencement of the Tender Offer by proceeding with the Procedures for the Tender Offer. However, as of the date of this press release, the Procedures for the Tender Offer are not yet complete.

We will provide further updated information with respect to the status of the Procedures for the Tender Offer and the expected commencement date of the Tender Offer by the end of February at the latest.

Please be advised that pursuant to Article 167, Paragraph 3 of the Financial Instrument and Exchange Law of Japan (the “Law”) and Article 30 of the Financial Instruments and Exchange Law Enforcement Ordinance of Japan, any person who has received information concerning the Tender Offer through this press release may be restricted from purchasing or otherwise trading the shares and other securities of Mitsubishi Rayon as a first-hand recipient of information under the regulations on insider trading, for 12 hours from the publication of this press release (3:30 p.m. on February 3, 2010, the time this press release was published on the Tokyo Stock Exchange’s Timely Disclosure Information Access Service.) Also, please note that the Tender Offeror or the Target Company shall not be held responsible for any criminal, civil or administrative changes brought against any person for his/her purchase or other trade.

This press release has been prepared only for the purpose of informing the public of the Tender Offer. This has not been prepared for soliciting sales or purchases in relation to the Tender Offer. When conducting any sales, shareholders should make appropriate judgments after reviewing the tender offer explanatory statement for the Tender Offer.

Neither this press release nor any part hereof constitutes a document to subscribe for, solicit the sales of, or apply for the purchase of, securities. Neither this press release (nor any part hereof) nor its distribution shall be interpreted to be the basis of any agreement in relation to the Tender Offer, nor may it be relied on at the time of concluding any agreement.

This press release contains future business development predictions based on the considerations of the management teams of Mitsubishi Chemical Holdings and Mitsubishi Rayon. Actual results are affected by many factors and may differ materially from these predictions.

Unless otherwise stipulated, all procedures with respect to the Tender Offer shall be conducted in Japanese. If any part of the documents relating to the Tender Offer is prepared in English, and in the event that any inconsistency exists between the English and Japanese documents, the Japanese documents shall take priority over the English documents.

Although the Tender Offer is being conducted in accordance with the procedures and disclosure standards prescribed by the Law, these procedures and disclosure standards may not always coincide with those of the United States. In particular, the rules and regulations under Sections 13(e) and 14(d) of the U.S. Securities Exchange Act of 1934, as amended, do not apply to the Tender Offer and the Tender Offer is not being conducted in accordance with the procedures and requirements thereunder.

This press release includes forward-looking statements. These forward-looking statements contain predictions relating to future operating results and financial position; discussion, plans, differing opinions, strategies and expectations relating to such predictions; as well as foundations of the assumptions for these forward-looking statements and other information pertaining to the future. As a result of known or unknown risks, uncertainty or other factors, actual results could differ materially from any forward-looking statements contained herein. No guarantee is given by the Mitsubishi Chemical Holdings, Mitsubishi Rayon or its affiliates that any such forward-looking statements or expectations will be achieved. The forward-looking statements contained in this press release were made based on the information available to Mitsubishi Chemical Holdings and Mitsubishi Rayon as of the date of this press release and, except where required by laws, regulations or stock exchange rules, neither the Tender Offeror nor any of its affiliates accepts any obligation to change or revise the statements to reflect future events or circumstances.

Certain countries, regions and other jurisdictions may impose certain restrictions on the release, issue or distribution of press releases of this nature under their laws and regulations. In such cases, you are required to comply with such laws and regulations in such countries, regions and other jurisdictions in light of such restrictions. In jurisdictions where the implementation of the Tender Offer is illegal, even if you receive this press release or its translation, such receipt shall not constitute any application for the sale of share certificates or solicitation for the application for the purchase of share certificates in relation to this Tender Offer, and this press release shall be deemed as the distribution of information for reference only.

THIS ENGLISH TRANSLATION OF THE “NOTIFICATION WITH RESPECT TO STATUS OF PROGRESS TOWARDS COMMENCEMENT OF TENDER OFFER FOR SHARES OF MITSUBISHI RAYON CO., LTD.” HAS BEEN PREPARED SOLELY FOR THE CONVENIENCE OF NON-JAPANESE SPEAKING SHAREHOLDERS OF MITSUBISHI RAYON CO., LTD. WHILE THIS ENGLISH TRANSLATION IS BELIEVED TO BE GENERALLY ACCURATE, IT IS SUBJECT TO, AND QUALIFIED BY, IN ITS ENTIRETY, THE OFFICIAL JAPANESE-LANGUAGE ORIGINAL FILED WITH THE DIRECTOR-GENERAL OF THE KANTO LOCAL FINANCE BUREAU. SUCH JAPANESE-LANGUAGE ORIGINAL SHALL BE THE CONTROLLING DOCUMENT FOR ALL PURPOSES.