

NOTE:

Please note that this is a summary translation of the Notice of Meeting in Japanese only for the reference of foreign investors and is not official texts and the Card for Exercise of Voting Rights is not attached.

The official Notice has been mailed to the custodian in Japan of each foreign shareholder.

The company is not responsible for the accuracy or completeness of the translation.

June 2, 2015

To Shareholders:

Notice of the 10th Ordinary General Meeting of Shareholders

On behalf of the Board, I would like to thank you, our shareholders, for your continued support.

Mitsubishi Chemical Holdings Corporation (hereinafter the “Company” or “MCHC”) cordially invites you to attend the 10th Ordinary General Meeting of Shareholders to be held on the date and at the venue specified below.

If you are unable to attend the meeting, please refer to the “Reference Materials for the General Meeting of Shareholders” on pages 5 to 29 of this notice and exercise your voting rights by one of the following methods.

[Vote-By-Mail]

If you vote by mail, please refer to “Guidance on filling in Card for Exercise of Voting Rights” in “Exercise of Voting Rights” on page 3 of this notice.

[Vote-By-Internet]

If you vote by Internet, please refer to “Notes on exercising voting rights via the Internet” in “Exercise of Voting Rights” on page 4 of this notice.

(Supplemental Note: Foreign investors may not vote by mail or Internet. The official Notice and the Card for Exercise of Voting Rights have been mailed to each custodian in Japan. The Company asks foreign investors to indicate their agreement or disagreement on the proposals to the custodians. However, in case they have participated in the Electronic Platform to Exercise Voting Rights for Institutional Investors operated by ICJ, Inc., they can exercise their rights via the said platform.)

Sincerely yours,

Hitoshi Ochi, President & CEO

Mitsubishi Chemical Holdings Corporation

- 1. Date** Wednesday, June 24, 2015, from 10:00 a.m. (Reception starts at 9:00 a.m.)
2. Venue Royal Park Hotel, 3rd Floor, Royal Hall
1-1, Nihonbashi Kakigara-cho 2-chome, Chuo-ku, Tokyo

3. Agenda

Matters to be Reported

- Item 1. The contents of the Business Report, the Consolidated Financial Statements, and results of audit by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements for the 10th fiscal year from April 1, 2014, to March 31, 2015
- Item 2. The contents of the Non-consolidated Financial Statements for the 10th fiscal year from April 1, 2014, to March 31, 2015

Matters to be Resolved

- Agendum 1. Appropriation of Retained Earnings
Agendum 2. Partial Amendment to Articles of Incorporation
Agendum 3. Election of Thirteen (13) Directors

4. Guidance Notes on the Exercise of Voting Rights

Please refer to “Exercise of Voting Rights” on pages 3 and 4 of this notice.

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1. When attending the meeting, please submit the enclosed Card for Exercise of Voting Rights to the reception at the meeting venue.
 2. Pursuant to the relevant laws and ordinances and Article 17 of MCHC’s Articles of Incorporation, the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements and, the Non-consolidated Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements are posted on MCHC’s website (<http://mitsubishichem-hd.co.jp/>), and hence are not presented as attachments to this Notice of the 10th Ordinary Meeting of Shareholders.
(Supplemental Note: This English translation file contains the Consolidated Statement of Changes in Net Assets and the Notes to the Consolidated Financial Statements and, the Non-consolidated Statement of Changes in Net Assets and the Notes to the Non-consolidated Financial Statements.)
 3. Please be aware that if it becomes necessary to revise information contained in the Reference Materials for the General Meeting of Shareholders, Business Report, Non-consolidated Financial Statements, or Consolidated Financial Statements, the revised information will be posted on the MCHC’s website (<http://www.mitsubishichem-hd.co.jp/>).

Exercise of Voting Rights

Voting rights are principal rights of shareholders. Please exercise your voting rights after reading the Reference Materials for the General Meeting of Shareholders on pages 5 to 29 of this notice.

There are three ways to exercise your voting rights as described below:

1. By attending the general meeting of shareholders

Please submit the enclosed Card for Exercise of Voting Rights to reception at the meeting venue.

Date and Time: Wednesday, June 24, 2015, from 10:00 a.m. (Reception starts at 9:00 a.m.)

2. By submitting Card for Exercise of Voting Rights by mail

Please indicate your approval or disapproval of the proposals on the enclosed Card for Exercise of Voting Rights and return it to the Company.

Exercise due date: To be received no later than 5:45 p.m. on June 23, 2015

3. By exercising voting rights via the Internet

Please access our Internet voting website through a computer, a smartphone or a mobile phone and enter your approval or disapproval of the proposals. Please read further instructions given below.

Exercise due date: No later than 5:45 p.m. on June 23, 2015

[Notes on exercising voting rights via the Internet]

- (1) Please access our Internet voting website (<http://www.evotepj.com>), log in using the Login ID and a Temporary Password indicated on the right-hand side of the Card for Exercise of Voting Rights and indicate your approval or disapproval following the instructions on the screen. (Please note that votes cannot be cast from 2:00 a.m. to 5:00 a.m. each day.)
- (2) Please be aware that in order to prevent improper access or vote altering by non-shareholders you will be asked to change your Temporary Password on the voting site the first time you log in. The Login ID and Temporary Password are only effective for this General Meeting of Shareholders.
- (3) The costs incurred when accessing the Internet voting website, including Internet access fees and communication expenses will be the responsibility of the shareholder.
- (4) When exercising your voting rights using a PC, a smartphone or a mobile phone, the Internet voting website may be disabled by certain Internet settings, or by the service to which you are subscribed or the model of the device you use to access the Web site. For details, please contact the Help Desk shown below.

[Exercising Voting Rights by Proxy]

If you are unable to attend the Ordinary General Meeting of Shareholders, you may exercise voting rights by a proxy who is also a shareholder with voting rights. Please be aware that a written statement attesting to the right of proxy must be submitted.

[Handling of Redundant Voting]

In the case where the Card for Exercise of Voting Rights is submitted by mail and voting rights are exercised via the Internet, votes exercised via the Internet will be considered effective. If voting rights are exercised multiple times via the Internet, the final vote cast will be considered effective.

[For Institutional Investors]

Shareholders who have participated in the Electronic Platform to Exercise Voting Rights for Institutional Investors operated by ICJ, Inc. can exercise their rights via the said platform.

[Inquiries]

(1) Inquiries regarding the exercise of voting rights via the Internet

Mitsubishi UFJ Trust and Banking Corporation

Stock Transfer Agency Division (Help Desk)

Phone: 0120-173-027 (toll-free, within Japan only)

Hours: 9:00 a.m. to 9:00 p.m. (including weekends and holidays)

(2) Other inquiries

Mitsubishi UFJ Trust and Banking Corporation

Stock Transfer Agency Division

Phone: 0120-232-711 (toll-free, within Japan only)

Hours: 9:00 a.m. to 5:00 p.m. (excluding weekends and holidays)

Reference Materials for the General Meeting of Shareholders

Agenda and References

Agendum 1. Appropriation of Retained Earnings

The basic policy of the Company for shareholder returns is to enhance the Company's shareholder value by increasing corporate value. Regarding the dividend, the Company works to perform stable dividend and maintain the consolidated dividend payout ratio at 30% or higher based on a consideration of the medium-term profit level while balancing with the increase of retained earnings as a resource for future business activities and focusing on stable dividend.

Based on the policy above, regarding the year-end dividend, the Company will increase the dividend by 1 yen and proposes the dividend amounts as follows:

- (1) Type of dividend
Cash
- (2) Matters concerning appropriation of dividend property and total amount thereof
7 yen per share of the Company's common stock
Total dividends: 10,253,854,912 yen
- (3) Date on which distribution of retained earnings takes effect
June 25, 2015

Since an interim dividend of 6 yen per share was paid, the total annual dividend will be 13 yen per share, with a consolidated dividend payout ratio of 31.4%.

Agendum 2. Partial Amendment to Articles of Incorporation

1. Reason for Amendment

The Company would like to transfer to a Company with Nominating Committee, etc., for the purpose of increasing management transparency and fairness as well as enhancing management flexibility by strengthening the management oversight function and expediting the decision-making process. Accordingly, the Company proposes to amend the Articles of Incorporation, including addition of new provisions for committees and Corporate Executive Officers and removal of the existing provisions for corporate auditors and the Board of Corporate Auditors.

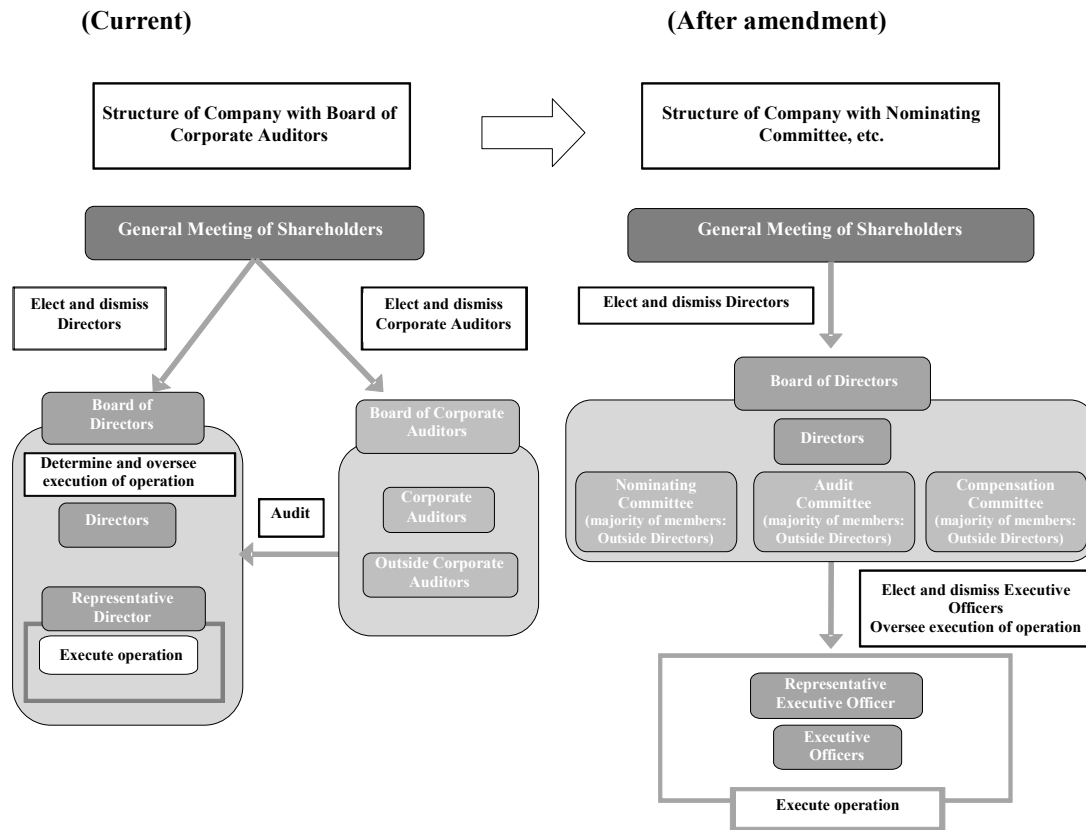
Also, the Company proposes to establish provisions that allow the matters concerning appropriations of retained earnings stipulated by Article 459, Paragraph 1 of the Companies Act to be determined by a resolution of the Board of Directors so that the Company can swiftly perform profit return to the shareholders and execute its capital policy.

Furthermore, the Company has decided to clarify its business purposes in accordance with the present condition of its businesses, and therefore proposes to partially amend Article 2 (Purpose) of the Articles of Incorporation.

In addition, as the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014) enforced on May 1, 2015 changes the scope of directors, etc., with whom the Company can conclude a liability-limiting agreement, the Company proposes to partly amend the Articles of Incorporation so that the Company can conclude a liability-limiting agreement with a non-executive director other than outside directors as necessary.

The Company also proposes to change the numbering of articles based on each amendment mentioned above.

The said amendment of the Articles of Incorporation shall take effect at the conclusion of this General Meeting of Shareholders. The Company has obtained approval of each Corporate Auditor for the amendment of the Articles of Incorporation regarding a liability-limiting agreement.



2. Contents of Amendment

Details of the amendment are as follows:

(Underlined portions indicate the parts that are to be changed)

Current Articles of Incorporation	Proposed Changes
<p>(Purpose)</p> <p>Article 2</p> <p>1. The purpose of the Company shall be, by means of holding shares or interests, to control and manage the business activities of companies engaged in the <u>following businesses.</u></p> <p>(1) <u>Manufacture of organic and inorganic industrial chemicals, pharmaceuticals, chemical fertilizers and other chemical industries</u></p> <p>(2) <u>Manufacture of chemical fiber, carbon fiber and other fiber industries</u></p>	<p>(Purpose)</p> <p>Article 2</p> <p>1. The purpose of the Company shall be, by means of holding shares or interests, to control and manage the business activities of companies engaged in the <u>businesses provided for by each of the following items:</u></p> <p>(1) <u>Businesses for manufacture and marketing of the following products</u></p> <p>a) <u>Organic and inorganic industrial chemicals, pharmaceuticals, industrial gas and other chemical industries</u></p>

Current Articles of Incorporation	Proposed Changes
(3) <u>Manufacture of petroleum and coal products</u>	b) <u>Chemical fiber, carbon fiber and other fiber</u>
(4) <u>Manufacture of carbon and graphite products</u>	industries
(5) <u>Manufacture of plastics</u>	c) <u>Petroleum, coke and other coal products</u>
(6) <u>Manufacture of electrical machinery, equipment and supplies, including magnetic tapes and disks</u>	d) <u>Carbon and graphite products and other ceramic, stone and clay products</u>
(7) <u>Manufacture of electronic parts and devices</u>	e) <u>Plastics</u>
(8) <u>Manufacture of precision instruments and machinery, including medical instruments and apparatus</u>	f) <u>Electrical machinery, equipment and supplies, including recording media</u>
(9) <u>Manufacture of foodstuffs</u>	g) <u>Electronic parts, devices and circuits</u>
(10) <u>Manufacture of non-ferrous metals and fabricated metal products</u>	h) <u>Pharmaceutical products, including regenerative medical products</u>
(11) <u>Supply of electricity, gas and heat</u>	i) <u>Industrial instruments and machinery, including medical instruments and apparatus</u>
(12) <u>Wholesale and retail trade, including wholesale of chemical products and wholesale and retail trade of pharmaceuticals and cosmetics</u>	j) <u>Chemical machinery and devices</u>
(13) <u>Construction work, including general construction work and equipment installation work</u>	k) <u>Plant cultivation systems, including plant factories and tank farming devices</u>
(14) <u>Transportation services including road freight transport, water transport and warehousing</u>	l) <u>Foodstuffs and soft drink</u>
(15) <u>Information services including computer programming and other software services, data processing and information services</u>	m) <u>Non-ferrous metals and fabricated metal products</u>
(16) <u>Medical and other health services, care services and inspection services</u>	n) <u>Household goods, including household articles and sporting equipment</u>
(17) <u>Real estate agencies and real estate lessors and managers</u>	(2) <u>Businesses for provision of the following services</u>
(18) <u>Credit and finance business, non-life insurance agents and brokers, and life insurance agents and brokers</u>	a) <u>Wholesale and retail trade, including chemical products, pharmaceuticals and cosmetics and products listed in each item of (1) above</u>
(19) <u>Education and learning support including business relating vocational and educational support facilities</u>	b) <u>Inspection services, medical and other health services and care services</u>
	c) <u>Information services, including data processing and information services</u>
	d) <u>Supply of electricity, gas and heat</u>
	e) <u>Construction work, including plant engineering</u>
	f) <u>Information system services</u>
	g) <u>Logistics services</u>

Current Articles of Incorporation	Proposed Changes
<p>(20) Miscellaneous services including scientific and development research institutes, travel sub-agency, services for amusement and hobbies, waste disposal business and worker dispatching services</p> <p>(21) Eating and drinking places, accommodations</p> <p>(22) Printing and publishing business</p> <p>(23) Any and all businesses incidental and relating to any of the forgoing items</p> <p>2. (Description omitted)</p> <p>3. (Description omitted)</p> <p>(Organs)</p> <p>Article 4 In addition to the General Meeting of Shareholders and Directors, the Company shall establish the following organs.</p> <p>(1) Board of Directors</p> <p>(2) <u>Corporate Auditors</u></p> <p>(3) Board of Corporate Auditors</p> <p>(4) Independent Auditors</p> <p>(Transfer Agent)</p> <p>Article 12</p> <p>1. (Description omitted)</p> <p>2. The transfer agent and its place of business shall be determined <u>by resolution of the Board of Directors</u>, and announced by public notice.</p> <p>3. (Description omitted)</p>	<p>h) Real estate services</p> <p>i) Financial services</p> <p>j) Crop farming</p> <p>k) Miscellaneous services, including scientific and development research services, travel sub-agency, services for amusement and hobbies, waste disposal business and worker dispatching services</p> <p>l) Education and learning support, including business relating vocational and educational support facilities</p> <p>m) Eating and drinking places, accommodations</p> <p>(3) Any and all businesses incidental and relating to any of the forgoing items</p> <p>2. (No change)</p> <p>3. (No change)</p> <p>(Organs)</p> <p>Article 4 In addition to the General Meeting of Shareholders and Directors, the Company, <u>as a Company with Nominating Committee, etc.</u>, shall establish the following organs:</p> <p>(1) Board of Directors</p> <p>(2) <u>Nominating Committee, Audit Committee and Compensation Committee</u></p> <p>(Deleted)</p> <p>(3) Independent Auditors</p> <p>(Transfer Agent)</p> <p>Article 12</p> <p>1. (No change)</p> <p>2. The transfer agent and its place of business shall be determined <u>by the Representative Executive Officer</u>, and announced by public notice.</p> <p>3. (No change)</p>

Current Articles of Incorporation	Proposed Changes
<p>(Record Date)</p> <p>Article 14</p> <ol style="list-style-type: none"> 1. (Description omitted) 2. In addition to the provisions in the preceding paragraph or the provisions in these Articles of Incorporation of the Company, if any, by <u>resolution of the Board of Directors</u>, the Company may, as necessary, regard the shareholders who are entered or recorded on the final shareholder registry on any date designated by public notice in advance or registered stock pledgees as those shareholders and registered stock pledgees entitled to exercise their rights. <p>(Convener <u>and Chairperson</u> of the General Meeting of Shareholders)</p> <p>Article 16 <u>The President and Director shall act as the convener and Chairperson of the General Meeting of Shareholders. If the President and Director is unable to act or if the post of President and Director is vacant,</u> one of the other Directors shall act as the convener thereof <u>Chairperson thereat</u>, in the order previously determined by the Board of Directors.</p> <p style="text-align: center;">(Newly added)</p> <p>Article <u>17-19</u> (Description omitted)</p>	<p>(Record Date)</p> <p>Article 14</p> <ol style="list-style-type: none"> 1. (No change) 2. In addition to the provisions in the preceding paragraph or the provisions in these Articles of Incorporation of the Company, if any, by <u>a decision of the Representative Corporate Executive Officer</u>, the Company may, as necessary, regard the shareholders who are entered or recorded on the final shareholder registry on any date designated by public notice in advance or registered stock pledgees as those shareholders and registered stock pledgees entitled to exercise their rights. <p>(Convener of the General Meeting of Shareholders)</p> <p>Article 16 <u>A Director appointed by the Board of Directors in advance shall act as the convener of the General Meeting of Shareholders. If the said Director is unable to act, one of the other Directors shall act as the convener thereof, in the order previously determined by the Board of Directors.</u></p> <p><u>(Chairperson of the General Meeting of Shareholders)</u></p> <p><u>Article 17 A Director or Corporate Executive Officer appointed by the Board of Directors in advance shall act as the Chairperson of the General Meeting of Shareholders. If the said Director or Corporate Executive Officer is unable to act, one of the other Directors or Corporate Executive Officers shall act as the Chairperson thereat, in the order previously determined by the Board of Directors.</u></p> <p>Article <u>18-20</u> (No change)</p>

Current Articles of Incorporation	Proposed Changes
<p>(Number)</p> <p><u>Article 20</u> The number of Directors of the Company shall be <u>ten (10)</u> or less.</p> <p>Article <u>21-22</u> (Description omitted)</p> <p><u>(Representative Directors and Directors in Title)</u></p> <p>Article <u>23</u></p> <ol style="list-style-type: none"> 1. Representative <u>Directors shall be elected</u> by resolution of the Board of Directors. 2. <u>Each Representative Director shall represent the Company and execute the business of the Company.</u> 3. <u>The Chairperson of the Board of Directors, and the President and Director may be appointed by resolution of the Board of Directors.</u> <p>(Convener and Chairperson of Meetings of the Board of Directors)</p> <p>Article <u>24</u> <u>The</u> Chairperson of the Board of Directors shall convene a Meeting of the Board of Directors and act as Chairperson thereat. If the Chairperson of the Board of Directors is unable to act or if the post of Chairperson of the Board of Directors is vacant, <u>the President and Director shall act in place of the Chairperson. If the President is unable to act or the post of President and Director is vacant,</u> one of the other Directors shall act in place of the President and Director, in the order previously determined by the Board of Directors.</p>	<p>(Number)</p> <p>Article <u>21</u> The number of Directors of the Company shall be <u>twenty (20)</u> or less.</p> <p>Article <u>22-23</u> (No change)</p> <p><u>(Directors in Title)</u></p> <p>Article <u>24</u></p> <ol style="list-style-type: none"> 1. <u>The Chairperson and Vice Chairperson of the Board of Directors may be appointed</u> by a resolution of the Board of Directors. <p>(Deleted)</p> <p>(Deleted)</p> <p>(Convener and Chairperson of Meetings of the Board of Directors)</p> <p>Article <u>25</u> The Chairperson of the Board of Directors shall convene a Meeting of the Board of Directors and act as Chairperson thereat. If the Chairperson of the Board of Directors is unable to act or if the post of Chairperson of the Board of Directors is vacant, one of the other Directors shall act in place of the President and Director, in the order previously determined by the Board of Directors.</p>

Current Articles of Incorporation	Proposed Changes
<p>(Notice Convening Meetings)</p> <p>Article <u>25</u> A notice convening Meetings of the Board of Directors shall be dispatched to each Director <u>and Corporate Auditor</u> at least three (3) days prior to the date of the meeting. In the event of an urgency, however, this period may be shortened.</p>	<p>(Notice Convening Meetings)</p> <p><u>Article 26</u> A notice convening Meetings of the Board of Directors shall be dispatched to each Director at least three (3) days prior to the date of the meeting. In the event of an urgency, however, this period may be shortened.</p>
<p>(Omission of Adoption of Resolution)</p> <p>Article <u>26</u> In the event that all Directors have given consent in writing or electromagnetic records for items that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue, <u>unless an objection is raised by any Corporate Auditor.</u></p>	<p>(Omission of Adoption of Resolution)</p> <p>Article <u>27</u> In the event that all Directors have given consent in writing or electromagnetic records for items that requires a resolution of the Board of Directors, the Company shall deem the Board of Directors to have adopted a resolution on the said issue.</p>
<p>Article <u>27</u> (Description omitted)</p>	<p>Article <u>28</u> (No change)</p>
<p><u>(Remunerations and Other Payments for Directors)</u></p> <p><u>Article 28 Remuneration, bonuses and other payments for Directors as consideration for the execution of their duties (hereafter, “Remunerations, etc.”) shall be determined by resolution of the General Meeting of Shareholders.</u></p>	<p>(Deleted)</p>

Current Articles of Incorporation	Proposed Changes
<p>(Limitation of Liability of Directors)</p> <p>Article 29</p> <p>1. (Description omitted)</p> <p>2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>an Outside Director</u> to limit the liability of same as provided for by Article 423, Paragraph 1 of said Law, provided that the amount of the liability limitation under said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the Companies Act.</p>	<p>(Limitation of Liability of Directors)</p> <p>Article 29</p> <p>1. (No change)</p> <p>2. In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with <u>a Director (excluding an Executive Director, etc.)</u> to limit the liability of same as provided for by Article 423, Paragraph 1 of said Law, provided that the amount of the liability limitation under said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the Companies Act.</p>
<p><u>CHAPTER 5 : CORPORATE AUDITORS AND BOARD OF CORPORATE AUDITORS</u></p>	<p>(Deleted)</p>
<p>(Number)</p> <p><u>Article 30 The number of Corporate Auditors of the Company shall be six (6) or less.</u></p>	<p>(Deleted)</p>
<p>(Election)</p> <p><u>Article 31 Corporate Auditors shall be elected at the General Meeting of Shareholders by a majority vote of the shareholders present and holding at least one-third (1/3) of all shareholders' voting rights.</u></p>	<p>(Deleted)</p>
<p>(Term of Office)</p> <p><u>Article 32</u></p> <p>1. <u>The term of office of Corporate Auditors shall expire at the conclusion of the Ordinary General Meeting of Shareholders for the last business year that ends within four (4) years from assumption of office.</u></p> <p>2. <u>The term of office of a Corporate Auditor elected to fill a vacancy shall be until the expiration of the term of office of the retired Corporate Auditor who</u></p>	<p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Changes
<p><u>created the vacancy.</u></p> <p><u>(Full-time Corporate Auditors)</u></p> <p><u>Article 33 The Board of Corporate Auditors shall select full-time Corporate Auditors from among the Corporate Auditors.</u></p> <p><u>(Notice Convening Meeting)</u></p> <p><u>Article 34 A notice convening Meeting of the Board of Corporate Auditors shall be dispatched to each Corporate Auditor at least three (3) days prior to the date of the meeting. In the event of an urgency, however, this period may be shortened.</u></p> <p><u>(Board of Corporate Auditors Regulations)</u></p> <p><u>Article 35 In addition to the case where otherwise provided for by laws and regulations and in these Articles of Incorporation, matters regarding the Board of Corporate Auditors shall be governed by the Board of Corporate Auditors Regulations established by the Board of Corporate Auditors.</u></p> <p><u>(Remunerations and Other Payments for Directors)</u></p> <p><u>Article 36 The Remunerations, etc. of Corporate Auditors shall be determined by resolution of the General Meeting of Shareholders.</u></p>	<p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p> <p>(Deleted)</p>

Current Articles of Incorporation	Proposed Changes
<u>(Limitation of Liability of Corporate Auditors)</u>	
<u>Article 37</u>	
<p>1. <u>In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt any Corporate Auditor (including any former Corporate Auditor) from the liability as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p>	(Deleted)
<p>2. <u>In accordance with the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with an Outside Corporate Auditor to limit the liability of same as provided for by Article 423, Paragraph 1 of the Companies Act, provided that the amount of the liability limitation under said agreement is the minimum liability amount provided for by Article 425, Paragraph 1 of the Companies Act.</u></p>	(Deleted)
(Newly added)	<u>CHAPTER 5 : COMMITTEE</u>
(Newly added)	<u>(Appointment of Committee Members)</u>
(Newly added)	<u>Article 30 Members of each Committee shall be appointed from Directors by a resolution of the Board of Directors.</u>
(Newly added)	<u>(Matters Regarding Committee)</u>
(Newly added)	<u>Article 31 Matters regarding each Committee shall be determined in accordance with laws and regulations, these Articles of Incorporation or rules established by each Committee, or by the Board of Directors.</u>
(Newly added)	<u>CHAPTER 6 : CORPORATE EXECUTIVE OFFICER</u>
(Newly added)	<u>(Election)</u> <u>Article 32 Corporate Executive Officers shall be elected</u>

Current Articles of Incorporation	Proposed Changes
	<u>by a resolution of the Board of Directors.</u>
<p>(Newly added)</p> <p>(Newly added)</p> <p>(Newly added)</p> <p>(Newly added)</p> <p>CHAPTER <u>6</u> : INDEPENDENT AUDITOR Article <u>38-39</u> (Description omitted)</p>	<p><u>(Term of Office)</u> <u>Article 33 The term of office of Corporate Executive Officers shall expire at the last day of the business year that ends within one (1) year from assumption of office.</u></p> <p><u>(Representative Corporate Executive Officers and Corporate Executive Officers in Title)</u> <u>Article 34</u> <u>1. Representative Corporate Executive Officers shall be elected by resolution of the Board of Directors.</u> <u>2. The President and Corporate Executive Officer, the Vice President and Corporate Executive Officer, Senior Management Corporate Executive Officers and Managing Corporate Executive Officers may be appointed by a resolution of the Board of Directors.</u></p> <p><u>(Limitation of Liability of Corporate Executive Officers)</u> <u>Article 35 In accordance with the provisions of Article 426, Paragraph 1 of the Companies Act, the Company may, by resolution of the Board of Directors, exempt any Corporate Executive Officer (including any former Corporate Executive Officer) from the liability as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p> <p>CHAPTER <u>7</u> : INDEPENDENT AUDITOR Article <u>36-37</u> (No change)</p>

Current Articles of Incorporation	Proposed Changes
<p>(Remunerations and Other Payments for Independent Auditor)</p> <p>Article <u>40</u> The Remunerations, etc. of the Independent Auditor shall be determined by <u>the President and Director</u> with the approval of <u>the Board of Corporate Auditors</u>.</p> <p style="text-align: center;">CHAPTER <u>7</u> : ACCOUNTS</p> <p>Article <u>41</u> (Description omitted)</p> <p><u>(Year-end Dividends and Interim Dividends)</u></p> <p>Article <u>42</u></p> <p>1. <u>The Company shall, by resolution of the General Meeting of Shareholders, pay cash dividends from surplus to shareholders or registered stock pledgees whose names have been entered or recorded in the final shareholder registry as of March 31 of each year (hereinafter, “year-end dividends”).</u></p> <p>2. <u>The Company may, by resolution of the Board of Directors, pay cash dividends from surplus as provided for in Article 454, Paragraph 5 of the Companies Act to shareholders or registered stock pledgees whose names have been entered or recorded in the final shareholder registry as of September 30 of each year (hereinafter, “interim dividends”).</u></p> <p>3. <u>If year-end dividends or interim dividends are not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be exempt from liability to make such payment.</u></p> <p>4. <u>No interest shall accrue on unpaid year-end dividends and interim dividends.</u></p>	<p>(Remunerations and Other Payments for Independent Auditor)</p> <p>Article <u>38</u> The Remunerations, etc., of the Independent Auditor shall be determined by <u>the Representative Corporate Executive Officer</u> with the approval of <u>the Audit Committee</u>.</p> <p style="text-align: center;">CHAPTER <u>8</u> : ACCOUNTS</p> <p>Article <u>39</u> (No change)</p> <p style="text-align: right;">(Deleted)</p> <p style="text-align: right;">(Deleted)</p> <p style="text-align: right;">(Deleted)</p> <p style="text-align: right;">(Deleted)</p>

Current Articles of Incorporation	Proposed Changes
(Newly added)	<p><u>(Organ Which Determines Dividend Payment from Surplus, etc.)</u></p> <p><u>Article 40 The Company may, by resolution of the Board of Directors, determine dividend payment from surplus and matters provided for in the items in Article 459, Paragraph 1 of the Companies Act.</u></p>
(Newly added)	<p><u>(Record Date for Dividend Payment from Surplus, etc.)</u></p> <p><u>Article 41</u></p> <p><u>1. The Company may pay cash dividends from surplus to shareholders or registered stock pledgees whose names have been entered or recorded in the final shareholder registry as of March 31 or September 30 of each year.</u></p>
(Newly added)	<p><u>2. When dividend property is cash and dividends are not claimed within three (3) years from the date of commencement of payment thereof, the Company shall be exempt from liability to make such payment.</u></p>
(Newly added)	<p><u>3. When dividend property is cash, no interest shall accrue on unpaid dividend property.</u></p>
(Newly added)	<p style="text-align: center;"><u>SUPPLEMENTARY PROVISIONS</u></p> <p><u>(Provisional Measures)</u></p>
(Newly added)	<p><u>Article 1 The Company may, by resolution of the Board of Directors, exempt any former Corporate Auditor from the liability for any act prior to conclusion of the Tenth Ordinary General Meeting of Shareholders as provided for by Article 423, Paragraph 1 of the Companies Act, to the extent permitted by laws and regulations.</u></p>

Agendum 3. Election of Thirteen (13) Directors

The term of office of eight directors and all five corporate auditors will expire at the conclusion of this General Meeting of Shareholders as a result of the Company's transfer to a Company with Nominating Committee, etc. It is therefore proposed that 13 directors should be elected.

The candidates for directors are as described in No. 1 to 13 below.

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
1	Yoshimitsu Kobayashi (November 18, 1946)	<p>Dec. 1974 Joined Mitsubishi Chemical Industries Limited (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2003 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2005 Managing Executive Officer of Mitsubishi Chemical Corporation</p> <p>Jun. 2006 Member of the Board of Mitsubishi Chemical Holdings Corporation</p> <p>Feb. 2007 Member of the Board of Mitsubishi Chemical Corporation</p> <p>Apr. 2007 Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2009 Member of the Board, President and Chief Executive Officer of The KAITEKI Institute, Inc. (current)</p> <p>Apr. 2012 Member of the Board, Chairperson of Mitsubishi Chemical Corporation (current)</p> <p>Feb. 2015 Member of the Board, Chairperson of The KAITEKI Institute, Inc. (current)</p> <p>Apr. 2015 to present Member of the Board, Chairperson of Mitsubishi Chemical Holdings Corporation</p> <p>(Significant concurrent positions)</p> <p>Member of the Board, Chairperson of Mitsubishi Chemical Corporation</p> <p>Member of the Board, Chairperson of The KAITEKI Institute, Inc.</p> <p>Chairperson of Japan Association of Corporate Executives</p> <p>Chairperson of Japan Chemical Industry Association</p>	83,903

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
2	Hiroaki Ishizuka (February 23, 1950)	<p>Apr. 1972 Joined Mitsubishi Chemical Industries Limited (present-day Mitsubishi Chemical Corporation)</p> <p>Apr. 2007 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2009 Managing Executive Officer of Mitsubishi Chemical Corporation</p> <p>Jun. 2009 Member of the Board of Mitsubishi Chemical Corporation</p> <p>Apr. 2011 Senior Managing Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2012 Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Corporation (current) Member of the Board of The KAITEKI Institute, Inc. (current)</p> <p>Jun. 2012 to present Member of the Board of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Corporation Member of the Board of The KAITEKI Institute, Inc. Member of the Board, Chairperson of SPDC Ltd.</p>	26,381
3	Takumi Ubagai (August 7, 1948)	<p>Apr. 1971 Joined Mitsubishi Rayon Co., Ltd.</p> <p>Jun. 2001 Member of the Board and Executive Officer of Mitsubishi Rayon Co., Ltd.</p> <p>Jun. 2004 Managing Director and Senior Executive Officer of Mitsubishi Rayon Co., Ltd.</p> <p>Jun. 2007 Member of the Board and Senior Executive Officer of Mitsubishi Rayon Co., Ltd. (until March 2012)</p> <p>Apr. 2012 Member of the Board, President and Chief Executive Officer of Mitsubishi Plastics, Inc. (current) Member of the Board of The KAITEKI Institute, Inc. (current)</p> <p>Jun. 2012 to present Member of the Board of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Member of the Board, President and Chief Executive Officer of Mitsubishi Plastics, Inc. Member of the Board of The KAITEKI Institute, Inc.</p>	82,231

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
4	Hitoshi Ochi (October 21, 1952)	<p>Apr. 1977 Joined Mitsubishi Chemical Industries Limited (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2007 Executive Officer of Mitsubishi Chemical Holdings Corporation Executive Officer of Mitsubishi Chemical Corporation (until March 2010)</p> <p>Apr. 2009 Member of the Board of Mitsubishi Plastics, Inc. (until March 2011)</p> <p>Jun. 2009 Member of the Board of Mitsubishi Chemical Holdings Corporation (until June 2011)</p> <p>Jun. 2010 Managing Executive Officer of Mitsubishi Chemical Holdings Corporation (until March 2011) Member of the Board of Mitsubishi Rayon Co., Ltd. (until June 2011)</p> <p>Apr. 2011 Member of the Board and Managing Executive Officer of Mitsubishi Chemical Corporation (until March 2012)</p> <p>Apr. 2012 Member of the Board, President and Chief Executive Officer of Mitsubishi Rayon Co., Ltd. (current) Member of the Board of The KAITEKI Institute, Inc. (current)</p> <p>Jun. 2012 Member of the Board of Mitsubishi Chemical Holdings Corporation</p> <p>Apr. 2015 to present Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Member of the Board, President and Chief Executive Officer of Mitsubishi Rayon Co., Ltd. Member of the Board of The KAITEKI Institute, Inc. Member of the Board, Chairperson of Mitsubishi Rayon Lucite Group Limited Director, Chi Mei Corporation</p>	24,334

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
5	Masayuki Mitsuka (October 30, 1954)	<p>Apr. 1982 Joined Mitsubishi Chemical Industries Limited (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2008 Executive Officer of Mitsubishi Tanabe Pharma Corporation</p> <p>Jun. 2009 Member of the Board of Mitsubishi Tanabe Pharma Corporation</p> <p>Apr. 2012 Managing Executive Officer of Mitsubishi Tanabe Pharma Corporation</p> <p>Apr. 2014 Senior Managing Executive Officer of Mitsubishi Tanabe Pharma Corporation (Significant concurrent positions)</p> <p>Member of the Board of Mitsubishi Tanabe Pharma Corporation</p> <p>Jun. 2014 to present Member of the Board, President and Chief Executive Officer of Mitsubishi Tanabe Pharma Corporation Member of the Board of Mitsubishi Chemical Holdings Corporation Member of the Board of The KAITEKI Institute, Inc. (Significant concurrent positions) Member of the Board, President and Chief Executive Officer of Mitsubishi Tanabe Pharma Corporation Member of the Board of The KAITEKI Institute, Inc.</p>	3,875
6	Glenn H. Fredrickson (May 8, 1959)	<p>Jan. 1990 Associate Professor, Departments of Chemical Engineering and Materials, University of California, Santa Barbara</p> <p>Jul. 1991 Professor, Departments of Chemical Engineering and Materials, University of California, Santa Barbara (current)</p> <p>May 1998 Chairperson, Chemical Engineering Department, University of California, Santa Barbara (until Jul. 2001)</p> <p>Mar. 2001 Director of Mitsubishi Chemical Center for Advanced Materials (current)</p> <p>Apr. 2009 Executive Director of The KAITEKI Institute, Inc. (until Mar. 2014)</p> <p>Apr. 2014 Managing Executive Officer of Mitsubishi Chemical Holdings Corporation (R&D) (current)</p> <p>Jun. 2014 to present Member of the Board of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Professor, Departments of Chemical Engineering and Materials, University of California, Santa Barbara</p>	0

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
7	Yujiro Ichihara (November, 13, 1951) (Newly Appointed)	<p>Apr. 1974 Joined Nippon Sanso Corporation (currently Taiyo Nippon Sanso Corporation)</p> <p>Jun. 2005 Executive Officer of Taiyo Nippon Sanso Corporation</p> <p>Jun. 2008 Managing Executive Officer of Taiyo Nippon Sanso Corporation</p> <p>Jun. 2010 Managing Director of Taiyo Nippon Sanso Corporation</p> <p>Jun. 2012 Senior Managing Director of Taiyo Nippon Sanso Corporation</p> <p>Jun. 2013 Vice President, Member of the Board of Taiyo Nippon Sanso Corporation</p> <p>Jun. 2014 President and CEO of Taiyo Nippon Sanso Corporation (current)</p> <p>Feb. 2015 to present Member of the Board of The KAITEKI Institute, Inc. (Significant concurrent positions) President and CEO of Taiyo Nippon Sanso Corporation Member of the Board of The KAITEKI Institute, Inc.</p>	0
8	Akira Nakata (June 16, 1954) (Newly Appointed)	<p>Apr. 1981 Joined Mitsubishi Rayon Co., Ltd.</p> <p>Apr. 2008 Director, Research & Development Administration Department of Mitsubishi Rayon Co., Ltd.</p> <p>Jun. 2008 Member of the Board and Executive Officer of Mitsubishi Rayon Co., Ltd. (until March 2012)</p> <p>Jan. 2011 Executive Officer of Mitsubishi Chemical Holdings Corporation (until March 2012)</p> <p>Jun. 2012 Outside Corporate Auditor of Mitsubishi Plastics, Inc. (current) Corporate Auditor of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Apr. 2014 to present Corporate Auditor of Life Science Institute, Inc. (Significant concurrent positions) Outside Corporate Auditor of Mitsubishi Plastics, Inc. Corporate Auditor of Life Science Institute, Inc. Outside Corporate Auditor of Mitsubishi Chemical Engineering Corporation Corporate Auditor of Mitsubishi Chemical Logistics Corporation</p> <p>(Scheduled to resign from the position of Corporate Auditor of Mitsubishi Chemical Logistics Corporation on June 17, 2015 and the position of Outside Corporate Auditor of Mitsubishi Chemical Engineering Corporation on June 30, 2015)</p>	36,029

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
9	Yoshihiro Umeha (March 15, 1955) (Newly Appointed)	<p>Apr. 1977 Joined Mitsubishi Chemical Industries Limited (present-day Mitsubishi Chemical Corporation)</p> <p>Mar. 2007 General manager of Petrochemicals planning and administration division of Mitsubishi Chemical Corporation</p> <p>Jun. 2008 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2012 Member of the Board and Managing Executive Officer of Mitsubishi Chemical Corporation (until March 2015)</p> <p>(Scheduled to assume the position of Corporate Auditor of Mitsubishi Chemical Corporation and Mitsubishi Rayon Co., Ltd. on June 23, 2015 and of Corporate Auditor of The KAITEKI Institute, Inc. on June 24, 2015)</p>	12,156
10	Takeo Kikkawa (August 24, 1951) (Outside the Company)	<p>Apr. 1987 Associate Professor, School of Business, Aoyama Gakuin University</p> <p>Oct. 1993 Associate Professor, Institute of Social Science, The University of Tokyo</p> <p>Apr. 1996 Professor, Institute of Social Science, The University of Tokyo</p> <p>Apr. 2007 Professor, Graduate School of Commerce and Management, Hitotsubashi University</p> <p>Jun. 2013 Outside Director of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Apr. 2015 Professor, Graduate School of Innovation Studies of Tokyo University of Science to present</p> <p>(Significant concurrent positions) Professor, Graduate School of Innovation Studies of Tokyo University of Science</p>	0
<p>[Reason for choosing as candidate for outside Director] Takeo Kikkawa plays appropriate roles as an outside Director of the Company by utilizing his profound insight into company management from the perspective of business history and his experience as an expert in theories on the energy industry. Therefore, we conclude that Takeo Kikkawa would be qualified for outside Director and request that he be elected as proposed. While he has not been involved in practical business management except for serving as outside Director, we trust that he will properly execute his duties as an outside Director of the Company.</p> <p>[Term of office as the Company's outside Director] Takeo Kikkawa will have served as an outside Director for two years at the conclusion of this General Meeting of Shareholders.</p> <p>[Attendance at meetings of the Board of Directors meetings] Takeo Kikkawa attended 15 out of 16 meetings of the Board of Directors that were held during the fiscal year under review.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
11	Taigi Ito (October 13, 1946) (Newly appointed / Outside the Company)	<p>Jan. 1970 Joined Tsuji Audit Corporation</p> <p>May 1973 Registered as a Certified Public Accountant</p> <p>Feb. 1989 Representative Partner of MISUZU Audit Corporation</p> <p>Jul. 2004 Deputy Chairperson of the Japanese Institute of Certified Public Accountants (JICPA) (until Jun. 2007)</p> <p>May 2006 Executive Board Member of MISUZU Audit Corporation</p> <p>Jul. 2007 Retired from MISUZU Audit Corporation</p> <p>Apr. 2009 Professor, the Graduate School of Accounting of Waseda University (until Mar. 2013)</p> <p>Jan. 2012 Chairperson of Disciplinary Committee of JICPA (current)</p> <p>Jun. 2014 to present Outside Corporate Auditor of Mitsubishi Chemical Corporation Outside Corporate Auditor of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Certified Public Accountant Outside Corporate Auditor of Mitsubishi Chemical Corporation Outside Corporate Auditor of IT Holdings Corporation Outside Corporate Auditor of Idemitsu Kosan Co., Ltd.</p>	2,224
<p>[Reason for choosing as candidate for outside Director] Taigi Ito, as the Company's outside Corporate Auditor, currently performs audit on a fair and neutral ground, given his experience and professional viewpoint as a certified public accountant. Based on his experience and knowledge, he would contribute to proper decision-making as well as fair oversight at the Board of Directors of the Company. Therefore, we conclude that Taigi Ito would be qualified for outside Director and request that he be elected as proposed. While he has not been involved in practical business management except for serving as outside Director, we trust that he will properly execute his duties as an outside Director of the Company.</p> <p>[Term of office as the Company's outside Director] Taigi Ito currently serves as an outside Corporate Auditor of the Company and will have served as an outside Corporate Auditor for one year at the conclusion of this General Meeting of Shareholders.</p> <p>[Attendance at the meetings of the Board of Directors and meetings of the Board of Corporate Auditors] After assuming the position of Corporate Auditor in June 2014, Taigi Ito attended all 11 meetings of the Board of Directors and all 10 meetings of the Board of Corporate Auditors that were held during the fiscal year under review.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
12	Kazuhiro Watanabe (May 19, 1947) (Newly appointed / Outside the Company)	<p>Apr. 1974 Appointed as a Prosecutor</p> <p>Jul. 1998 Assistant Vice-Minister of Justice, Ministry of Justice</p> <p>Apr. 2001 Prosecutor of the Supreme Public Prosecutors Office</p> <p>Jan. 2002 Chief Prosecutor of the Nara District Public Prosecutors Office</p> <p>Sep. 2004 Chief Prosecutor of the Maebashi District Public Prosecutors Office</p> <p>Sep. 2005 Chief Prosecutor of the Nagoya District Public Prosecutors Office</p> <p>Jun. 2007 Chief Prosecutor of the Yokohama District Public Prosecutors Office</p> <p>Jul. 2008 Superintending Prosecutor of the Sapporo High Public Prosecutors Office (Retired in Jul. 2009)</p> <p>Sep. 2009 Registered as a lawyer Professor, the Law School of Tokai University (current)</p> <p>Jun. 2010 Outside Corporate Auditor of Mitsubishi Plastics, Inc. (current)</p> <p>Jan. 2011 Counselor, Higashimachi LPC (current)</p> <p>Jun. 2014 Outside Corporate Auditor of Mitsubishi Chemical Holdings Corporation (Significant concurrent positions) Lawyer, Counselor, Higashimachi LPC Outside Corporate Auditor of Mitsubishi Plastics, Inc. Professor, the Law School of Tokai University</p>	0
<p>[Reason for choosing as candidate for outside Director] Kazuhiro Watanabe performs audit on a fair and neutral ground as an outside Corporate Auditor of the Company, given his experience and professional viewpoint as a prosecutor and lawyer. Based on his experience and knowledge, he would contribute to proper decision-making as well as fair oversight at the Board of Directors of the Company. Therefore, we conclude that Kazuhiro Watanabe would be qualified for outside Director and request that he be elected as proposed. While he has not been involved in practical business management except for serving as outside Director, we trust that he will properly execute his duties as an outside Director of the Company.</p> <p>[Term of office as the Company's outside Director] Kazuhiro Watanabe currently serves as an outside Corporate Auditor of the Company and will have served as an outside Corporate Auditor for one year at the conclusion of this General Meeting of Shareholders.</p> <p>[Attendance at the meetings of the Board of Directors and meetings of the Board of Corporate Auditors] After assuming the position of Corporate Auditor in June 2014, Kazuhiro Watanabe attended all 11 meetings of the Board of Directors and all 10 meetings of the Board of Corporate Auditors that were held during the fiscal year under review.</p>			

No.	Name (Date of birth)	Personal history, position and duty at the Company, and significant concurrent positions outside the Company	Number of the Company's shares held
13	Hideko Kunii (December 13, 1947) (Newly appointed / Outside the Company)	<p>May. 1982 Joined Ricoh Company, Ltd.</p> <p>Jun. 2005 Corporate Senior Vice President of Ricoh Company, Ltd. (until March 2008)</p> <p>Apr. 2008 Chairperson of Ricoh Software Co., Ltd. (currently Ricoh IT Solutions Co., Ltd.)</p> <p>Apr. 2009 Associate Director of Ricoh Company, Ltd. (until March 2013)</p> <p>Jul. 2009 Chairperson of Ricoh IT Solutions Co., Ltd. (until March 2013)</p> <p>Apr. 2012 Professor, Graduate School of Engineering Management of Shibaura Institute of Technology (current)</p> <p>Apr. 2013 Deputy President of Shibaura Institute of Technology (current)</p> <p>Oct. 2013 Director of Center for Promotion of Educational Innovation Gender Equality Promotion Office of Shibaura Institute of Technology (Significant concurrent positions)</p> <p>to present Deputy President of Shibaura Institute of Technology Professor, Graduate School of Engineering Management of Shibaura Institute of Technology Director of Center for Promotion of Educational Innovation Gender Equality Promotion Office of Shibaura Institute of Technology Outside Director of Tokyo Electric Power Company, Incorporated. Outside Director of Honda Motor Co., Ltd.</p>	0
<p>[Reason for choosing as candidate for outside Director] Hideko Kunii, based on her abundant experience in corporate management and her profound insight on science and technology, would contribute to proper decision-making as well as fair oversight at the Board of Directors of the Company. Therefore, we conclude that Hideko Kunii would be qualified for outside Director and request that she be elected as proposed.</p>			

Notes:

1. Takeo Kikkawa, Taigi Ito, Kazuhiro Watanabe and Hideko Kunii are candidates for outside Directors. The Company has designated Takeo Kikkawa, Taigi Ito and Kazuhiro Watanabe as independent officers pursuant to the rules and regulations of the Tokyo Stock Exchange, and has notified the stock exchange accordingly. If this proposal is approved and Takeo Kikkawa, Taigi Ito and Kazuhiro Watanabe are inaugurated as outside Directors, they are expected to continue serving as independent officers. If this proposal is approved and Hideko Kunii is inaugurated as an outside Director, she is expected to serve as an independent officer. Takeo Kikkawa, Taigi Ito, Kazuhiro Watanabe and Hideko Kunii all meet the "Standards for Independence of Outside Directors" stipulated by the Company (on pages 28 and 29 of this notice).
2. The Company has concluded with Takeo Kikkawa, Taigi Ito and Kazuhiro Watanabe a liability-limiting agreement as prescribed in Article 423, Paragraph 1 of the Companies Act pursuant to the provisions of Article 427, Paragraph 1 of said Act, and set an upper limit of the liability for damages under said agreement to be the minimum amount of liability for damages set forth in Article 425, Paragraph 1 of said Act. If this proposal is approved, the Company intends to continue the agreement with those three and to conclude the

- liability-limiting agreement with Hideko Kunii.
3. Masayuki Mitsuka serves as Representative Director of Mitsubishi Tanabe Pharma Corporation (“MTPC”). MTPC pays its share of Group operating expenses to MCHC. MTPC has also offered short-term loans to MCHC as part of cross-group fund procurement operations. Yujiro Ichihara serves as Representative Director of Taiyo Nippon Sanso Corporation (“TNSC”). TNSC pays its share of Group operating expenses to MCHC. There are no special interests between any of the other candidates and MCHC.
 4. If this proposal is approved, the Company plans to appoint the following people to be members of each Committee:

Nominating Committee:	Takeo Kikkawa (Chairperson), Yoshimitsu Kobayashi, Hitoshi Ochi, Kazuhiro Watanabe and Hideko Kunii
Audit Committee:	Akira Nakata (Chairperson), Yoshihiro Umeha, Taigi Ito, Kazuhiro Watanabe and Hideko Kunii
Compensation Committee:	Taigi Ito (Chairperson), Hiroaki Ishizuka, Takumi Ubagai, Takeo Kikkawa and Kazuhiro Watanabe

<Reference> Standards for Independence of Outside Directors

The Company shall elect those as Outside Directors who do not fall under any of the following and are capable of overseeing the Company’s management from a fair and neutral standpoint, free of a conflict of interest with general shareholders.

1. Related party of the Company
 - (1) Person engaged in execution of operation of the MCHC Group (executive director, executive corporate officer, executive officer, manager, employee, partner, etc. The same shall apply hereafter.)
 - (2) Person who was engaged in execution of operation of the MCHC Group over the last 10 years
2. Major shareholder

A person who directly or indirectly holds 10% or more of MCHC’s total voting rights or a person engaged in execution of operation of a company that directly or indirectly holds 10% or more of MCHC’s total voting rights
3. Major business partner
 - (1) A person engaged in execution of operation of a company^{*1} whose major business partner includes MCHC and Group Operating Companies (Mitsubishi Chemical Corporation, Mitsubishi Tanabe Pharma Corporation, Mitsubishi Plastics, Inc., Mitsubishi Rayon Co., Ltd., Life Science Institute, Inc., and Taiyo Nippon Sanso Corporation. The same shall apply hereafter.)
 - (2) A person engaged in execution of operation of a major business partner^{*2} of MCHC and Group Operating Companies
4. Accounting Auditor

Accounting Auditor of the MCHC Group or an employee thereof

5. Transaction as an individual
A person who receives money and other financial benefits of 10 million yen or more per year from any of MCHC and Group Operating Companies
 6. Donation
A person who receives a donation or financial assistance of 10 million yen or more per year from any of MCHC and Group Operating Companies or a person engaged in execution of operation of a company that receives a donation or financial assistance of 10 million yen or more per year from any of MCHC and Group Operating Companies
 7. Reciprocal assumption of the position of Director
A person engaged in execution of operation of a company that has elected any of the Directors and employees of the MCHC Group as its Director
 8. Close relatives, etc.
 - (1) Close relatives, etc. of a person engaged in execution of important operations of the MCHC Group (spouse, relatives within the second degree of relationship or any person who shares the same livelihood. The same shall apply hereafter.)
 - (2) Close relatives, etc. of any person who meets the definition of items 3 through 7 above
 - (3) A person who met the definition of items 3 through 7 above over the last three years
- *1 If the said business partner receives from MCHC and Group Operating Companies an amount equivalent to 2% or more of its annual consolidated net sales in the latest fiscal year, this company shall be considered as the one whose major business partner includes MCHC.
- *2 If MCHC and Group Operating Companies receives from the said business partner an amount equivalent to 2% or more of MCHC's annual consolidated net sales in the latest fiscal year or the said business partner loans to the MCHC Group an amount equivalent to 2% or more of MCHC's total consolidated assets, the said business partner shall be considered as a major business partner of MCHC.

(Attachment)

Business Report
(From April 1, 2014 to March 31, 2015)

1. Group Overview of Operation

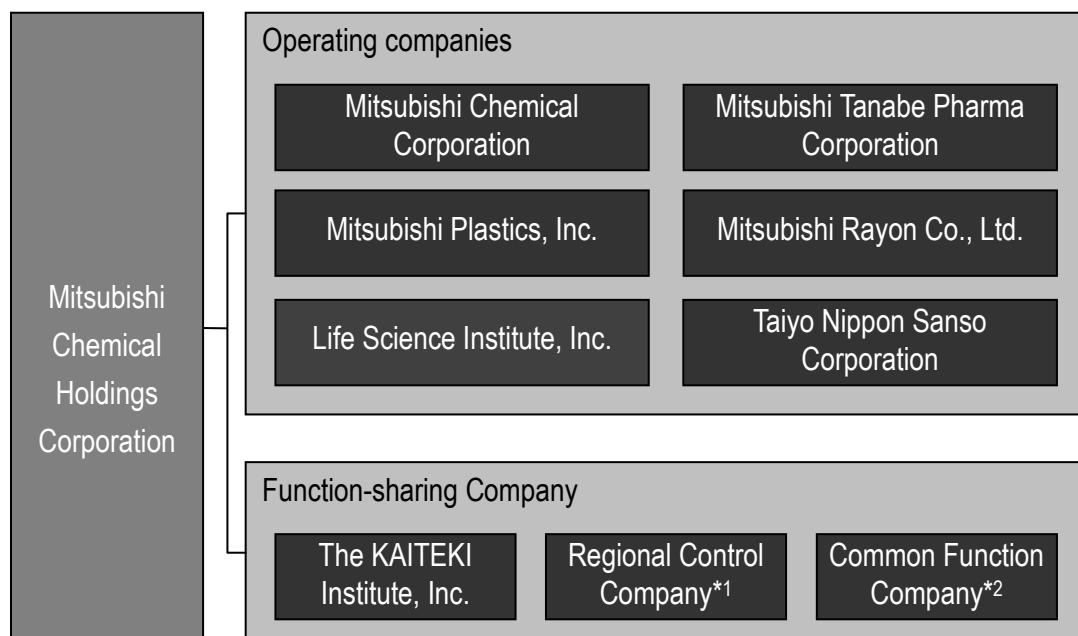
(1) Mitsubishi Chemical Holdings Group

Under the leadership of Mitsubishi Chemical Holdings Corporation (the “Company” or “MCHC”) as a holding company, the MCHC Group has conducted business activities in the three business domains of performance products, health care and industrial materials with Mitsubishi Chemical Corporation (“MCC”), Mitsubishi Tanabe Pharma Corporation (“MTPC”), Mitsubishi Plastics, Inc. (“MPI”) and Mitsubishi Rayon Co., Ltd. (“MRC”) serving as its four Core Operating Companies. In April 2014, MCHC integrated, under Life Science Institute, Inc., healthcare businesses, excluding pharmaceuticals business, as the healthcare solutions business. In addition, in November 2014, MCHC made Taiyo Nippon Sanso Corporation (“TNSC”) into a consolidated subsidiary by a takeover bid (TOB) and incorporated the industrial gas business, the main business of TNSC, into the MCHC Group’s portfolio to accelerate transformation of business structures.

MCHC, as the holding company, is responsible for formulating Group-wide strategies, optimally allocating management resources, supervising business management and taking other initiatives, while assigning part of the functional responsibilities to its subsidiaries to work on streamlining from a global perspective. Specifically, through Regional Control Companies established in North America, Europe and China, MCHC strives to drive home the significance of compliance and risk management based on the characteristics of each region. Meanwhile, in Japan, MCHC seeks to upgrade and streamline its operations by consolidating staff departments such as general affairs and accounting and the research and development departments of common platform technologies in a phased manner through Common Function Companies. Furthermore, The KAITEKI Institute, Inc. studies social challenges that are likely to occur in the future and responses thereto from a perspective of long-term sustainability.

MCHC is committed to effectively utilizing the Group’s management resources and working for further enhancement of corporate value under the new structure, which includes TNSC.

<Group Overview>



*1 Mitsubishi Chemical Holdings America, Inc., Mitsubishi Chemical Europe GmbH, Mitsubishi Chemical Holdings (Beijing) Co., Ltd.

*2 Mitsubishi Chemical Holdings Corporate Staff, Inc., MCHC R&D Synergy Center, Inc.

(2) Business Development and Performance

The Japanese economy during the fiscal year under review recovered gradually, with improvement of corporate earnings in a steady export environment as a result of the correction of the strong yen. The global economy remained robust overall as some advanced economies, such as the U.S., were on a recovery trend, although growth of emerging economies such as China somewhat slowed down.

With respect to the business environment surrounding the MCHC Group, it remained steady overall, led by the performance products domain. In the industrial materials domain, while inventory valuation loss was recorded due to a sharp drop in the cost of raw materials and fuels, price variance between raw materials and final products improved for some products. In the health care domain, earnings grew due to an increase in overseas royalty revenues and growth in new pharmaceuticals, although business conditions were affected by the revision of pharmaceutical prices and expansion in the impact of generic pharmaceuticals in Japan.

During the fiscal year under review, the MCHC Group, under “APTSIS 15,” a medium-term management plan that covers the five years through fiscal 2015, pursued reforms and transformation of business structures, by making TNSC, whose main business involves industrial gas, into a consolidated subsidiary and strengthening and expanding its business foundation in healthcare solutions business by launching Life Science Institute, Inc. Furthermore, the MCHC Group accelerated business expansion by actively promoting capital expenditures and business acquisitions in its growing businesses such as MMA and carbon fiber, while facilitating structural reforms of the petrochemical business including restructuring of its ethylene plants. In addition, the MCHC Group sought to strengthen its comprehensive Group strengths by developing synergy effects among its operating companies, and made Group-wide efforts to implement measures to drastically reduce costs and streamline assets with a view to improving earnings.

As a result of these efforts and initiatives, the MCHC Group’s consolidated net sales for the fiscal year under review amounted to ¥3,656.2 billion (up ¥157.4 billion year on year) as the MCHC Group made TNSC into a consolidated subsidiary in the third quarter of the fiscal year under review. Consolidated operating income and consolidated ordinary income stood at ¥165.6 billion (up ¥55.2 billion year on year) and ¥163.0 billion (up ¥59.9 billion year on year), respectively. Consolidated net income came in at ¥60.8 billion (up ¥28.6 billion year on year), due largely to recordings of gain on step acquisition associated with making TNSC into a consolidated subsidiary, and gain from the sale of the fixed assets, despite of extraordinary losses in association with structural reforms.

Information for each domain follows below.

Performance Products Domain

Electronics Applications Segment

Principal Businesses: Recording media, electronics-related products, imaging supplies

Net sales of recording media dropped due largely to the scaling down of the optical disk market. Net sales of electronics-related products increased due to the increased sales volume of display materials and steady demand for precision cleaning and wafer regeneration for semiconductors, although the sales prices of LED-use phosphors were on a downward trend. Net sales of imaging supplies declined due to a drop in overseas sales prices of business equipment-use printing supplies such as organic photo conductor (OPC) drums and toners.

As a result, net sales for the segment amounted to ¥118.7 billion (down ¥14.9 billion year on year), but operating loss stood at ¥2.7 billion (improved ¥2.7 billion year on year).

Designed Materials Segment

Principal Businesses: Food ingredients, battery materials, fine chemicals, polymer processing products, composite materials, inorganic chemicals, fibers

Net sales of designed materials for food ingredients remained firm. Net sales of battery materials increased as the sales volume for automobile batteries increased, although the sales prices were generally on a downward trend. Net sales of fine chemicals increased as demand for automobile coating materials remained robust. Net sales of polymer-processing products grew as the sales volume of engineering plastic products increased and the demand for film sheets for touch panels remained steady. Net sales of composite materials grew as sales of carbon fiber and alumina fiber remained favorable. Net sales of inorganic chemicals remained firm generally. Net sales of fibers declined slightly as the sales volume decreased.

As a result, net sales for the segment amounted to ¥811.3 billion (up ¥12.2 billion year on year), and operating income stood at ¥56.0 billion (up ¥8.6 billion year on year).

In August 2014, MPI decided to build additional alumina fiber production facilities at the Sakaide Plant.

Health Care Domain

Health Care Segment

Principal Businesses: Pharmaceuticals, diagnostic reagents and instruments, clinical testing, pharmaceutical materials

Net sales of pharmaceuticals remained on a par with the previous fiscal year due largely to the increase of royalty revenues from Gilenya (a therapeutic substance for multiple sclerosis) and Invokana (a therapeutic substance for type 2 diabetes), as well as the increase in sales figures of Remicade (a therapeutic substance for rheumatoid arthritis, Crohn's disease and psoriasis) and Tenelia (a therapeutic substance for type 2 diabetes), despite the expanded impact of the revision of pharmaceutical prices, which was implemented in April 2014, and of generic pharmaceuticals. Net sales of diagnostic reagents and instruments and clinical testing increased due to the boost in sales in the diagnostics testing business. Net sales of the pharmaceutical materials business increased significantly as it has incorporated earnings of Qualicaps Co., Ltd., which was made a consolidated subsidiary of MCHC in March 2013, from the second quarter of the previous fiscal year, and sales remained strong.

As a result, net sales for the segment amounted to ¥531.9 billion (up ¥8.8 billion year on year), and operating income stood at ¥77.0 billion (up ¥9.7 billion year on year).

In September 2014, MTPC started marketing of Canaglu Tablets 100mg (a therapeutic substance for Type 2 diabetes) in Japan.

Industrial Materials Domain

Chemicals Segment

Principal Businesses: Basic petrochemicals, chemical derivatives, synthetic fiber materials, carbon products, industrial gas

The production volume of ethylene as a basic raw material for petrochemical products stood at 0.97 million tons, down 14.6% year on year as the first ethylene plant and the first benzene plant were shut down at MCC Kashima Plant in May 2014 and the scale of periodic repair was expanded. Net sales of basic petrochemicals, chemical derivatives and terephthalic acid, a raw material for synthetic fiber, decreased significantly due to the drop in sales prices in association with a decline in the cost of raw materials and fuels. Among carbon products, net sales of coke declined due to the drop in sales prices in the wake of the decrease in the prices of coking coal, although demand remained generally robust. Earnings of TNSC, which was made into a consolidated subsidiary in November 2014, were incorporated from the third quarter of the fiscal year under review, and accordingly, net sales of industrial gas were recorded from the same quarter.

As a result, net sales for the segment reached ¥1,139.3 billion (up ¥184.3 billion year on year), while operating income amounted to ¥9.1 billion (up ¥8.4 billion year on year) largely as a result of making TNSC into a consolidated subsidiary, although loss on valuation of inventories was recorded due to a drop in the cost of raw materials and fuels.

In January 2015, Matheson Tri-Gas, Inc. (U.S.), a subsidiary of TNSC, signed a contract to supply oxygen and nitrogen on-site to a large ethane plant Sasol Chemicals (USA) LLC (U.S.) plans to build.

Polymers Segment

Principal Businesses: Synthetic resins

In synthetic resins, a gradual recovery trend of demand for MMA monomer and polyolefin brought about a market rally. Net sales, however, declined due to a change in the accounting period of overseas subsidiaries for MMA monomer and other businesses and the recording of sales for a 15-month period in the previous fiscal year.

As a result, net sales for the segment amounted to ¥834.6 billion (down ¥23.8 billion year on year); however, operating income stood at ¥26.7 billion (up ¥24.4 billion year on year)

due largely to the improvement of price variance between raw materials and finished products.

In June 2014, MRC reached a basic agreement on production and marketing of MMA monomer in the U.S. in collaboration with The Dow Chemical Company (U.S.) and Mitsui & Co., Ltd.

Others

Principal Businesses: Engineering, logistics

Although the engineering business maintained was steady, net sales decreased due to the drop in external sales in the logistics business and changes in the accounting period of some of the overseas subsidiaries in the previous fiscal year.

As a result, net sales of the Others segment increased to ¥220.1 billion (down ¥9.2 billion year on year), while operating income stood at ¥6.4 billion (up ¥0.7 billion year on year).

Note: As of April 1, 2014, a segment which some businesses fall under was moved from the Health Care Segment to the Designed Materials Segment. Accordingly, figures for this segment in the previous fiscal year were recalculated based on the new segment classification and then compared with those in the fiscal year under review.

(3) Outstanding Issues

The MCHC Group is aiming to realize KAITEKI through its corporate activities. KAITEKI is an original concept of the MCHC Group that signifies “a sustainable condition which is comfortable for people, society and the Earth, transcending time and generations.” Aiming for the realization of KAITEKI, the MCHC Group has been practicing “KAITEKI management,” in which the Group pursues the enhancement of corporate value by incorporating three management benchmarks: optimization of capital efficiency, creation of innovative technologies, and improvement of sustainability for people, society and the Earth, with the additional element of time applied into these three management axes.

Under such environment, the MCHC Group, under the basic policy of “APTSIS 15,” the five-year medium-term management plan that ends in fiscal 2015, will pursue reforms and transformation of business structures, strengthen our earning capabilities and improve financial health in order to achieve the financial objectives announced in May 2015. In the Performance Products Domain, the MCHC Group will accelerate business expansion and boost profitability of growing domains such as carbon fiber and polyester film, and work on

early monetization of next-generation growth businesses such as lithium-ion battery materials. In the Health Care Domain, the MCHC Group will develop new pharmaceuticals for unmet medical needs and, strengthen and expand business foundations in the overseas market, while enhancing the next-generation health care service business that utilizes ICT (information and communication technology) and creating new businesses in the regenerative medicine and other domains. In the Industrial Materials Domain, the MCHC Group will steadily advance restructuring of the petrochemical business. As for MMA business, we will establish an optimal global supply system to maintain and enhance its competitive advantage in the business. In addition, through TNSC, which was made into a consolidated subsidiary of the MCHC Group in November 2014, we will actively promote global expansion of the industrial gas business and realize synergy effects within the MCHC Group through the supply of utilities, collaboration in the Health Care Domain and other initiatives.

This year, the MCHC Group will formulate the next five-year medium-term management plan that will start in fiscal 2016. In this medium-term management plan, we will include various policies and specific initiatives to help us grow to a company with high profitability by establishing an optimal corporate management system from a global perspective, further strengthening the comprehensive Group strengths based on “harmonious relationships” that extend beyond the borders of traditional business units, and differentiating ourselves from competitors through productivity innovation. We, as the MCHC Group, will make a concerted effort to work on such initiatives.

We at the MCHC Group are fully aware of our social responsibility, and we will ensure safety for all of our corporate and individual members, drive home the compliance and risk management to all employees once again, and seek to bolster internal control including assuring reliability of financial reporting.

With the approval of the General Meeting of Shareholders to be held in June 2015, MCHC will transfer to a Company with Nominating Committee, etc., aiming to increase management transparency and fairness as well as to strengthen management flexibility by enhancing the management oversight function and expediting the decision-making process.

The MCHC Group is committed to meeting the expectations of our valued shareholders by exerting all-out efforts to address these management issues, and further enhancing the Group’s corporate value and shareholder value. We would therefore appreciate your

continued support and guidance.

(4) Capital Expenditures

The MCHC Group's aggregate capital expenditures for the fiscal year under review stood at ¥165.0 billion, the majority of which was applied to construction of new and additional manufacturing facilities, renewal of existing facilities, and rationalization investments in other existing facilities.

The amount of capital expenditures and the major new and additional facilities by segment include the following:

Segment	Capital expenditures	Major facilities completed during the fiscal year under review	Major facilities under construction
Electronics Applications	¥5.8 billion	MCC Tsukuba plant Production facility for gallium nitride substrates (addition)	Tai Young High Tech Co., Ltd. (Taiwan) Production facility for EL sulfuric acid (addition)
Designed Materials	¥53.3 billion	The Nippon Synthetic Chemical Industry Co., Ltd. Kumamoto Plant Production facility for polyvinyl alcohol film (addition)	Noltex L.L.C. (U.S.A.) Production facility for ethylene-vinyl alcohol copolymer (addition)
Health Care	¥24.6 billion	Mitsubishi Tanabe Pharma Corporation Head Office Building (new)	Mitsubishi Tanabe Pharma Factory Ltd. Yoshitomi Plant Plant for diagnostic pharmaceuticals (addition)
Chemicals	¥45.6 billion	-	Taiyo Nippon Sanso Higashikanto Corporation Production facility for liquefied gas (renovation)
Polymers	¥29.3 billion	Lucite International Inc. (U.S.A.) Production facility for methacrylic acid (new)	Lucite International Singapore Pte Ltd (Singapore) Production facility for MMA monomer (facility conversion)

Note: Other than the above, there were capital expenditures of ¥6.2 billion in "Others" and "Company-wide (Common)."

(5) Fund Procurement

In the fiscal year under review, the MCHC Group procured the necessary funds by borrowing funds and issuing corporate bonds and commercial paper.

The sum total of the MCHC Group's borrowings, corporate bonds and commercial paper amounted to ¥1,603.5 billion as of the end of the fiscal year under review, and the details are as follows:

Item	Balance at April 1, 2014	Balance at March 31, 2015	Change
Borrowings	943.0 billion yen	1,252.5 billion yen	Up 309.4 billion yen
Corporate bonds and commercial paper	315.0 billion yen	351.0 billion yen	Up 35.9 billion yen
Total	1,258.1 billion yen	1,603.5 billion yen	Up 345.4 billion yen

(6) Principal Lenders (as of March 31, 2015)

Lenders	Amount Borrowed
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	392.1 billion yen
Mizuho Bank, Ltd.	178.4 billion yen
Mitsubishi UFJ Trust and Banking Corporation	128.7 billion yen

(7) Significant Business Realignment

In April 2014, MCHC established Life Science Institute, under which API Corporation, Mitsubishi Chemical Medience Corporation, Qualicaps Co., Ltd. and Healthy Life Compass Corporation were integrated. Following this, API Corporation transferred its fine chemical business to MCC, and Mitsubishi Chemical Medience Corporation changed its trade name to LSI Medience Corporation. (Health Care Segment)

MRC, in October 2014, made Wethje Holding GmbH (Germany), which manufactures and markets carbon fiber reinforced plastic automobile parts, a consolidated subsidiary of MRC in order to strengthen and expand the automobile carbon fiber and composite materials business in Europe. (Designed Materials Segment)

MCHC, in November 2014, additionally acquired common stock of TNSC by a TOB and made it a consolidated subsidiary of MCHC in order to strengthen the capital and business alliance with TNSC, generate more synergy effects and promote reforms and transformation of the MCHC Group's business structures. (Overall Management)

(Reference) MCHC, in April 2015, transferred the pitch-based carbon fiber business of

MPC to MRC, which is engaged in the PAN-based carbon fiber business, through a company split in order to strengthen the carbon fiber and composite materials business. (Designed Materials Segment)

(8) Changes in the Conditions of Assets and Profit/Loss

Category	7th Term (Fiscal 2011)	8th Term (Fiscal 2012)	9th Term (Fiscal 2013)	10th Term (Year under Review; Fiscal 2014)
Net Sales (in billion yen)	3,208.1	3,088.5	3,498.8	3,656.2
Operating income (in billion yen)	130.5	90.2	110.4	165.6
Ordinary Income (in billion yen)	133.6	87.0	103.0	163.0
Net Income (in billion yen)	35.4	18.5	32.2	60.8
Net Income per Share (in yen)	24.06	12.61	21.89	41.40
Net Assets (in billion yen)	1,144.9	1,203.3	1,314.8	1,588.6
Net Assets per Share (in yen)	522.77	553.54	611.95	669.77
Total Assets (in billion yen)	3,173.9	3,307.7	3,479.3	4,323.0

Note: Net income per share is calculated on the basis of average aggregate number of issued and outstanding shares during fiscal year excluding treasury stocks. Net assets per share are calculated on the basis of the aggregate number of issued and outstanding shares as of the end of fiscal year excluding treasury stocks.

[For reference] Changes in the Conditions of Assets and Profit/Loss of Operating Companies for the 10th Fiscal Year (fiscal year under review)

Category	Mitsubishi Chemical Corporation	Mitsubishi Tanabe Pharma Corporation	Mitsubishi Plastics, Inc.	Mitsubishi Rayon Co., Ltd.	Life Science Institute, Inc.	Taiyo Nippon Sanso Corporation
Net Sales (in billion yen)	1,942.9	415.1	453.7	591.2	129.2	559.3
Operating income (in billion yen)	19.4	67.1	27.7	28.8	5.5	35.2
Total Assets (in billion yen)	1,599.9	929.3	383.2	698.6	151.9	782.3

Note: MCHC, in preparing consolidated financial statements, makes a consolidated adjustment such as eliminating inter-segment transactions (transactions between subsidiaries, etc.), and therefore simply adding up the figures of the operating companies (consolidated) in the table above does not agree with the consolidated figures of the Company. Net sales and operating income of TNSC in the table above are full-year results of fiscal 2014, while in MCHC's consolidated results, earnings of TNSC for the second half of fiscal 2014 are included.

(9) Status of MCHC, Major Subsidiaries and Affiliates (as of March 31, 2015)

(a) MCHC

Head Office	1-1 Marunouchi 1-chome, Chiyoda-ku, Tokyo
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(b) Major Subsidiaries

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business	Location
[Direct Investees] Mitsubishi Chemical Corporation	50.0 billion yen	100.0	Manufacture and marketing of chemical products	Tokyo
Mitsubishi Tanabe Pharma Corporation	50.0 billion yen	56.3	Manufacture and marketing of pharmaceuticals	Osaka
Mitsubishi Plastics, Inc.	21.5 billion yen	100.0	Manufacture and marketing of polymer processing products	Tokyo

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business	Location
Mitsubishi Rayon Co., Ltd.	53.2 billion yen	100.0	Manufacture and marketing of chemical products	Tokyo
Life Science Institute, Inc.	3.0 billion yen	100.0	Management of the healthcare solutions business	Tokyo
Taiyo Nippon Sanso Corporation	37.3 billion yen	50.5 (14.0)	Manufacture and marketing of industrial gas	Tokyo
The KAITEKI Institute, Inc.	10 million yen	100.0	Study and research on future social trends	Tokyo
[Indirect Investees] (Performance Products Domain) <u>Electronics Applications Segment</u>				
Verbatim Americas LLC	87 million U.S. dollars	100.0	Marketing of recording media and computer peripheral equipment	U.S.A.
Verbatim Ltd.	3 million euro	100.0	Marketing of recording media and computer peripheral equipment	U.K.
<u>Designed Materials Segment</u>				
The Nippon Synthetic Chemical Industry Co., Ltd.	17.9 billion yen	50.8	Manufacture and marketing of polymer processing products	Osaka
Nippon Kasei Chemical Co., Ltd.	6.5 billion yen	64.9	Manufacture and marketing of inorganic chemical products	Tokyo
J-Film Corporation	1.2 billion yen	87.7	Manufacture and marketing of plastic films	Tokyo
Quadrant AG	27 million Swiss franc	100.0	Processing and marketing of engineering plastic products	Switzerland
Mitsubishi Polyester Film, Inc.	29 million U.S. dollars	100.0	Manufacture and marketing of polyester film	U.S.A.
Mitsubishi Polyester Film GmbH	160, thousand euro	100.0	Manufacture and marketing of polyester film	Germany
(Health Care Domain) <u>Health Care Segment</u>				
API Corporation	4.0 billion yen	100.0	Manufacture and marketing of active pharmaceutical ingredients and intermediate bodies	Tokyo
LSI Medience Corporation	3.0 billion yen	100.0	Clinical testing and medical support services; marketing of in vitro diagnostic agents	Tokyo

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business	Location
Qualicaps Co., Ltd.	2.8 billion yen	100.0	Manufacture and marketing of capsules for pharmaceuticals and health food, and pharmaceutical processing equipment	Nara
(Industrial Materials Domain)				
<u>Chemicals Segment</u>				
Kansai Coke and Chemicals Co., Ltd.	6.0 billion yen	51.0	Manufacture and marketing of coke	Hyogo
Nippon Ekitan Corporation	0.6 billion yen	82.9	Manufacture and marketing of carbon dioxide	Tokyo
Thermos KK	0.3 billion yen	100.0	Manufacture and marketing of house articles such as vacuum flasks	Niigata
MCC PTA India Corp. Private Ltd.	7,392 million rupee	65.9	Manufacture and marketing of terephthalic acid	India
Ningbo Mitsubishi Chemical Co., Ltd.	1,005 million yuan	90.0	Manufacture and marketing of terephthalic acid	China
P.T. Mitsubishi Chemical Indonesia	146 million U.S. dollars	100.0	Manufacture and marketing of terephthalic acid	Indonesia
Leeden National Oxygen Ltd.	53 million Singapore dollars	95.3	Manufacture and marketing of welding equipment and high-pressure gas	Singapore
MCC PTA Asia Pacific Private Company Ltd.	20 million U.S. dollars	100.0	Marketing of terephthalic acid	Singapore
Matheson Tri-Gas, Inc.	42 U.S. dollars	100.0	Manufacture and marketing of industrial gas	U.S.A.
<u>Polymers Segment</u>				
Japan Polypropylene Corporation	11.7 billion yen	65.0	Manufacture and marketing of polypropylene	Tokyo
Japan Polyethylene Corporation	7.5 billion yen	58.0	Manufacture and marketing of polyethylene	Tokyo
Lucite International Inc.	363 million U.S. dollars	100.0	Manufacture and marketing of MMA monomer, acrylic resin boards and coating materials	U.S.A.

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business	Location
Lucite International UK Limited.	20 million pounds	100.0	Manufacture and marketing of MMA monomer, acrylic resin boards and coating materials	U.K.
(Others)				
Mitsubishi Chemical Logistics Corporation	1.5 billion yen	100.0	Logistics and warehouse services	Tokyo
Mitsubishi Chemical Engineering Corporation	1.4 billion yen	100.0	Engineering and construction services	Tokyo

Notes:

1. MCC operates businesses that fall into the categories of Performance Products Domain, Industrial Materials Domain and Others.
2. MTPC operates businesses that fall into the category of Health Care Domain.
3. MPI operates businesses that fall into the category of Performance Products Domain.
4. MRC operates businesses that fall into the categories of Performance Products Domain, Industrial Materials Domain and Others.
5. Life Science Institute, Inc. operates businesses that fall into the category of Health Care Domain through its subsidiary.
6. TNSC operates businesses that fall into the category of Industrial Materials Domain. Of the figures of MCHC's equity investment ratios in TNSC listed in the above table, the ratio in brackets shows the ownership ratio of MCC.
7. The KAITEKI Institute, Inc. conducts basic research activities which cannot be classified in any specific domain.
8. Capital reported for each of Verbatim Americas LLC (U.S.A.), Mitsubishi Polyester Film, Inc. (U.S.A.), and Lucite International Inc. (U.S.A.) represents paid-in capital.

(c) Major Affiliates

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business	Location
(Performance Products Domain) <u>Designed Materials Segment</u> Kodama Chemical Industry Co., Ltd.	3.0 billion yen	20.6	Manufacture and marketing of plastic products	Tokyo
Nitto Kako Co., Ltd.	1.9 billion yen	36.9	Manufacture and marketing of rubber and plastic products	Kanagawa
(Industrial Materials Domain) <u>Chemicals Segment</u> Kawasaki Kasei Chemicals Ltd.	6.2 billion yen	36.3	Manufacture and marketing of chemical derivatives	Kanagawa
Kashima-Kita Electric Power Corporation	6.0 billion yen	41.2	Generation and supply of electric power	Ibaraki

Notes:

1. All of the above companies are indirect investees of the Company.
2. As of July 1, 2014, the segment to which Nitto Kako Co., Ltd. belongs was changed from Others to Designed Materials Segment.

(10) Employees of the Group (as of March 31, 2015)

(a) Status of Employees of the Group

Domain	Segment	No. of Employees	Year-on-year Increase/Decrease
Performance Products	Electronics Applications	2,719	Down 134
	Designed Materials	16,929	Up 651
Health Care	Health Care	12,886	Down 786
Industrial Materials	Chemicals	17,961	Up 13,175
	Polymers	8,219	Up 246
Others		8,730	Down 851
Company-wide (Common)		819	Down 69
Sum Total		68,263	Up 12,232

Notes:

1. Those employees who are engaged in activities such as basic R&D, which cannot be definitively sorted into any specific Segment, are included in Company-wide (Common).
2. Executive Officers are included.
3. Employees loaned to entities outside of the MCHC Group are not included.
4. The increase in Chemicals Segment is due largely to making TNSC into a consolidated subsidiary in November 2014.

(b) Status of Employees of MCHC

No. of Employees (Year-on-year Change)	Average Age	Average Years of Service
104 (No change)	46 years	20 years and 3 months

Notes:

1. The employees are seconded mainly from MCHC's subsidiaries, and their average years of service include the years of service spent at the companies dispatching them as secondees.
2. Executive Officers are included.

2. Matters Related to Corporate Stocks (as of March 31, 2015)

- (1) Number of Authorized Shares: 6,000 million
- (2) Number of Issued and Outstanding Shares:
1,506.288 million (representing no changes from the previous fiscal year)
- (3) Aggregate Number of Shareholders:
173,524 (representing a year-on-year decrease of 5,574 shareholders)

(4) Major Shareholders

Name of Shareholders	Equity Investments in MCHC	
	No. of Shares Held (million)	Equity Investment Ratio (%)
The Master Trust Bank of Japan, Ltd. – Trust Account	77,607	5.2
Meiji Yasuda Life Insurance Company	64,388	4.3
Japan Trustee Services Bank, Ltd. – Trust Account	58,737	4.0
Nippon Life Insurance Co.	42,509	2.9
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	41,105	2.8
Tokio Marine and Nichido Fire Insurance Co., Ltd.	27,775	1.8
Japan Trustee Services Bank, Ltd. – Trust Account 4	23,952	1.6
STATE STREET BANK AND TRUST COMPANY 505223	19,629	1.3
Taiyo Life Insurance Company	18,838	1.2
THE BANK OF NEW YORK MELLON SA/NV 10	18,770	1.2

Notes:

- In addition to the above, MCHC holds 41.451 million shares as treasury stocks, but these shares are non-voting pursuant to the provisions of Article 308, Paragraph 2 of the Companies Act.
- Equity investment ratios are calculated to the exclusion of the treasury stocks (41.451 million).
- In addition to the above, equity investments of The Bank of Tokyo-Mitsubishi UFJ, Ltd. in MCHC include 4.750 million shares of stock (representing the equity investment ratio of 0.3%) held in the name of “The Nomura Trust and Banking Co., Ltd. (Retirement Benefit Trust The Bank of Tokyo-Mitsubishi UFJ Account)” over which The Bank of Tokyo-Mitsubishi UFJ, Ltd. retains the right to issue instructions regarding the exercise of the relevant voting right.

3. Matters Related to Stock Acquisition Rights

(1) Overview of Stock Acquisition Rights Held by MCHC's Directors and Corporate Auditors (as of March 31, 2015)

Date of Resolution for Issue	Amount Paid In per Stock Acquisition Right	Exercise Period	Status of Stock Acquisition Rights Held by Directors and Corporate Auditors	Type and No. of Stock as Objects of Stock Acquisition Rights
August 25, 2008	¥25,700	From September 11, 2008 to September 10, 2028	MCHC's Director (1) 269 units	13,450 shares of MCHC's common stock
August 30, 2010	¥19,800	From September 15, 2010 to September 14, 2030	MCHC's Directors (2) 638 units	31,900 shares of MCHC's common stock
August 30, 2011	¥24,300	From September 15, 2011 to September 14, 2031	MCHC's Director (1) 630 units	31,500 shares of MCHC's common stock
August 28, 2012	¥14,050	From September 13, 2012 to September 12, 2032	MCHC's Director (1) 210 units	10,500 shares of MCHC's common stock
August 28, 2014	¥24,250	From September 13, 2014 to September 12, 2034	MCHC's Directors (2) 320 units	16,000 shares of MCHC's common stock

Notes:

1. The number of stocks as object of the aforementioned stock acquisition rights is 50 per stock acquisition right. However, if MCHC's common stocks are split, the number of stocks per stock acquisition right will be adjusted.
2. The value of assets to be invested on the occasion of exercise of the aforementioned stock acquisition rights would be ¥1 per share.
3. In principle, the grantees may exercise the aforementioned stock acquisition rights only if they lose all of their positions as Director, Corporate Auditor, or Executive Officer of MCHC and its subsidiaries during the respective Exercise Periods.
4. In addition to the status described in the foregoing table, one director is in possession of 270 units of stock acquisition rights issued pursuant to the issuance resolution of August 30, 2011, which he obtained as a retiring director.
5. MCHC does not issue any stock acquisition rights to its Outside Director and Corporate Auditors in compensation for performance of their duties.
6. The table provided above does not include stock acquisition rights received by MCHC's Directors and Corporate Auditors as Executive Officers of MCHC, or Directors and Corporate Auditors (including Executive Officers) of the subsidiaries.

(2) Stock Acquisition Rights Issued for Executive Officers etc. during the Fiscal Year Ended March 31, 2015

Date of Resolution for Issue	Amount Paid For Stock Acquisition Right	Exercise Period	Status of Stock Acquisition Rights Held by Executive Officers etc.	Type and No. of Stock as Objects of Stock Acquisition Rights
August 28, 2014	Gratis	From September 13, 2014 to September 12, 2034	MCHC's Executive Officers (3) 210 units MCHC's retired Director (1) 130 units MCHC's retired Executive Officer (1) 70 units	20,500 shares of MCHC's common stock

Notes:

1. The number of stocks as object of the aforementioned stock acquisition rights is 50 per stock acquisition right. However, if MCHC's common stocks are split, the number of stocks per stock acquisition right will be adjusted.
2. The value of assets to be invested on the occasion of exercise of the aforementioned stock acquisition rights would be ¥1 per share.
3. In principle, the grantees may exercise the stock acquisition rights only if they lose all of their positions as Director, Corporate Auditor, or Executive Officer of MCHC and its subsidiaries during the respective Exercise Periods.
4. Both the retired Director and the retired Executive Officer hold a position as officer of MCHC's subsidiaries at the time of issuance of the stock acquisition rights.

(3) Aggregate Number of Stock Acquisition Rights (as of March 31, 2015)

The aggregate number of stock acquisition rights and the type and number of stock as objects of stock acquisition rights as of the end of the fiscal year under review are as follows:

- a) Aggregate number of stock acquisition rights 16,691 units
b) Type and number of stock as objects of stock acquisition right
834,550 shares of MCHC's common stock

4. Matters Related to Directors and Corporate Auditors

(1) Details of Directors and Corporate Auditors (as of March 31, 2015)

Position	Name	Responsibility at the company	Significant concurrent positions
Director President & CEO (Representative Director)	Yoshimitsu Kobayashi		Member of the Board, Chairperson of Mitsubishi Chemical Corporation Member of the Board, Chairperson of The KAITEKI Institute, Inc. Outside Director of Japan Display Inc. Outside Director of Tokyo Electric Power Company, Incorporated Chairperson of Japan Chemical Industry Association
Director (Representative Director) [Chief Compliance Officer]	Noboru Tsuda	Deputy Chief Executive Officer (PR, Administration and Internal Control)	Member of the Board of Mitsubishi Rayon Co., Ltd.
Director	Hiroaki Ishizuka		Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Corporation Member of the Board of The KAITEKI Institute, Inc. Member of the Board, Chairperson of SPDC Ltd.
Director	Masayuki Mitsuka		Member of the Board, President and Chief Executive Officer of Mitsubishi Tanabe Pharma Corporation Member of the Board of The KAITEKI Institute, Inc.
Director	Takumi Ubagai		Member of the Board, President and Chief Executive Officer of Mitsubishi Plastics, Inc. Member of the Board of The KAITEKI Institute, Inc.
Director	Hitoshi Ochi		Member of the Board, President and Chief Executive Officer of Mitsubishi Rayon Co., Ltd. Member of the Board of The KAITEKI Institute, Inc. Member of the Board, Chairperson of Mitsubishi Rayon Lucite Group Limited Director, Chi Mei Corporation
Director	Glenn H. Fredrickson	Managing Executive Officer (R&D)	Professor, University of California, Santa Barbara
Outside Director	Takeo Kikkawa		Professor, Graduate School of Hitotsubashi University

Position	Name	Responsibility at the company	Significant concurrent positions
Corporate Auditor (full-time)	Akira Nakata		Outside Corporate Auditor of Mitsubishi Plastics, Inc. Corporate Auditor of Life Science Institute, Inc. Outside Corporate Auditor of Mitsubishi Chemical Engineering Corporation Corporate Auditor of Mitsubishi Chemical Logistics Corporation
Corporate Auditor (full-time)	Kazuchika Yamaguchi		Corporate Auditor of Mitsubishi Chemical Corporation Outside Corporate Auditor of Mitsubishi Rayon Co., Ltd. Corporate Auditor of The KAITEKI Institute, Inc. Outside Corporate Auditor of LSI Medience Corporation Corporate Auditor of Ryoka Systems Inc.
Outside Corporate Auditor (full-time)	Takashi Nishida		Outside Corporate Auditor of Mitsubishi Chemical Corporation Outside Corporate Auditor of Mitsubishi Tanabe Pharma Corporation
Outside Corporate Auditor	Kazuhiro Watanabe		Lawyer Outside Corporate Auditor of Mitsubishi Plastics, Inc. Professor, the Law School of Tokai University
Outside Corporate Auditor	Taigi Ito		Certified Public Accountant Outside Corporate Auditor of Mitsubishi Chemical Corporation Outside Corporate Auditor of IT Holdings Corporation Outside Corporate Auditor of Idemitsu Kosan Co., Ltd.

Notes:

1. Director Takeo Kikkawa is an outside Director as prescribed in Article 2, item 15 of the Companies Act. The Company has designated him as an independent officer pursuant to the rules and regulations of the Tokyo Stock Exchange, and has notified the stock exchange accordingly.
2. Corporate Auditors Takashi Nishida, Kazuhiro Watanabe and Taigi Ito are the outside Corporate Auditors as prescribed in Article 2, Item 16 of the Companies Act. The Company has designated these outside Corporate Auditors as independent officers pursuant to the rules and regulations of the Tokyo Stock Exchange, and has notified the stock exchange accordingly.
3. Corporate Auditor Kazuchika Yamaguchi has considerable knowledge about finance and accounting as he has served as General Manager of Accounting Office at MCHC and MCC.
4. Corporate Auditor Taigi Ito has considerable knowledge about finance and accounting as he is qualified as Certified Public Accountant.
5. Of other corporations where the Company's outside Directors hold concurrent positions, MCC, MTPC and MPI are the Company's subsidiaries. Meanwhile, there is no special relationship between other corporations where the Company's outside Directors hold concurrent positions and the Company.
6. There were the following changes in position, responsibility at the company and significant concurrent positions outside the Company effective April 1, 2015.
 - Director, President & CEO Yoshimitsu Kobayashi, while remaining as Representative Director, left the position of Director, President & CEO and assumed the position of Member of the Board, Chairperson. He resigned as Outside Director of Japan Display Inc. and Tokyo Electric Power Company, Incorporated.
 - Director Noboru Tsuda became a Director without the right of representation and left the position of Deputy Chief Executive Officer (PR, Administration and Internal Control). Director Tsuda resigned as Director of MRC.
 - Director Hitoshi Ochi assumed the position of Representative Director and Director, President & CEO.
 - Outside Director Takeo Kikkawa left the position of professor of the Graduate School of Hitotsubashi University and assumed the position of professor of the Graduate School of Tokyo University of Science.

(2) Aggregate Amount of Directors' and Corporate Auditors' Remuneration

Category	Remuneration	
	No. of Persons	Amount (in million yen)
Directors	10	235
Corporate Auditors	7	114
Sum Total	17	349

Notes:

1. No wage or salary has been paid to any Director concurrently serving as an employee for any work performed as an employee.
2. No bonus or retirement bonus has been paid to any Director or Corporate Auditor.
3. The above-stated amounts of remuneration paid to the Directors include remuneration of ¥7 million in the form of stock acquisition rights.
4. In addition to the above-stated amounts of remuneration paid to the Directors and Corporate Auditors, remunerations of ¥269 million and ¥17 million were paid by MCHC's subsidiaries to those Directors and Corporate Auditors, respectively, who concurrently served as executive officers of said subsidiaries.
5. The amount of remuneration for Directors is set to be ¥30 million or less per month. In addition, a separate budget of up to ¥80 million per year is set aside in the form of stock acquisition rights.
6. The amount of remuneration for Corporate Auditors is set to be ¥11 million or less per month.
7. As of the close of the fiscal year under review, there were a total of eight Directors and five Corporate Auditors.

(3) Matters Related to Outside Director and Outside Corporate Auditors

(a) Status of Main Activities

Position	Name	Status of activities
Outside Director	Takeo Kikkawa	Director Kikkawa attended 15 of the 16 meetings of the Board of Directors that were held during the fiscal year under review, and has expressed his opinion as needed by drawing on his profound insight on company management from a view of the business history and his experience as a professor major in the energy industry.
Outside Corporate Auditor	Takashi Nishida	Corporate Auditor Takashi Nishida attended all 16 meetings of the Board of Directors and all 13 meetings of the Board of Corporate Auditors that were held during the fiscal year under review, and has expressed his opinion as needed by drawing on his knowledge and experience accumulated through his services with a bank and a securities company.
	Kazuhiro Watanabe	After assuming the position of Corporate Auditor in June 2014, Corporate Auditor Kazuhiro Watanabe, attended all 11 meetings of the Board of Directors and all 10 meetings of the Board of Corporate Auditors that were held during the fiscal year under review, and has expressed his opinion as needed by drawing on his expert knowledge and experience accumulated primarily through his services as prosecutor and lawyer.
	Taigi Ito	After assuming the position of Corporate Auditor in June 2014, Corporate Auditor Taigi Ito attended all 11 meetings of the Board of Directors and all 10 meetings of the Board of Corporate Auditors that were held during the fiscal year under review, and has expressed his opinion as needed by drawing on his expert knowledge and experience accumulated primarily through his services as certified public accountant.

(b) Aggregate Amount of Remuneration

Category	Remuneration	
	No. of persons	Amount paid (in million yen)
Outside Director and Corporate Auditors	6	57

Note: In addition to the above-stated amounts of remuneration paid to the outside Director and Corporate Auditors, a remuneration of ¥17 million was paid by MCC, MTPC and MPI, MCHC's subsidiaries, to those outside Corporate Auditors who concurrently served as Corporate Auditors of these subsidiaries.

(c) Overview of Contents of Liability-Limiting Agreements

Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, MCHC and its outside Director and Corporate Auditors have concluded liability-limiting agreements as prescribed in Article 423, Paragraph 1 of the said Law. The maximum limit of damage compensation liability under these agreements is set to be the minimum limit of liability prescribed in Article 425, Paragraph 1 of the said Law.

5. Matters Related to Accounting Auditor

(1) Name

Ernst & Young ShinNihon LLC

(2) Amount of Remuneration, etc.

	Amount Paid (in million yen)
(i) Amount of audit remuneration to be paid by MCHC to the Accounting Auditor	42
(ii) Sum total of money and other financial benefits to be paid by MCHC and its subsidiaries to the Accounting Auditor	1,082

Notes:

1. As the amount of remuneration under the Companies Act and the amount of remuneration under the Financial Instruments and Exchange Act are not distinguished in the audit agreement between MCHC and the Accounting Auditor, a sum total of these amounts is reported in (i) above.
2. The amount in (ii) above includes the amount to be paid by TNSC and its subsidiaries to the Accounting Auditor.

(3) Content of Non-auditing Affairs

With respect to services that are not stipulated in Article 2, Paragraph 1 of the Certified Public Accountants Act (services other than audit attest services), MCHC asks the Accounting Auditor to provide consulting services having to do with the introduction of the International Financial Reporting Standards (IFRS).

(4) Policy on Decision to Dismiss or Not Reappoint Accounting Auditor

If the accounting auditor is found to run counter to any of the items prescribed in Article 340, Paragraph 1 of the Companies Act, the Board of Corporate Auditors, subject to consent of all Corporate Auditors, will dismiss the accounting auditor.

In addition, if the accounting auditor is found to be incapable of performing the audit service in a proper manner, MCHC will, upon demand from the Board of Corporate Auditors, propose to a General Meeting of Shareholders that the accounting auditor should be dismissed or not be reappointed.

(5) Status of Audit of Financial Statements of MCHC's Subsidiaries by Certified Public Accountants or Audit Corporations other than the Accounting Auditor

Of MCHC's major subsidiaries, the overseas subsidiaries are audited by certified public accountants or audit corporations (including those locally certified) other than the Accounting Auditor, within the scope of the provisions of the Companies Act or the Financial Instruments and Exchange Act (or similar foreign laws and regulations).

6. System to Ensure that the Company Operates in an Appropriate Manner

The Company's basic policy on development of systems for assuring the operational legitimacy for which the Board of Directors has passed a resolution (hereinafter referred to as the "Basic Policy") is as follows.

With the approval of the General Meeting of Shareholders to be held in June 2015, MCHC will transfer to a Company with Nominating Committee, etc., and examine and amend the Basic Policy properly, to develop new systems for assuring the operational legitimacy.

- (1) System for ensuring that Director's and Employee's execution of their work duties conforms to laws, regulations and Articles of Incorporation
 - (a) MCHC Group, with MCHC as its parent company under the Companies Act, shall treat the Group Charter of Corporate Behavior as the basic regulations on compliance matters.
 - (b) Directors shall make decisions on MCHC's important matters at the Board of Directors and mutually monitor and supervise the exercising of their functions in accordance with the regulations of the Board of Directors and other relevant rules and regulations. Corporate Auditors shall audit Directors' exercising of their functions by attending the Board of Directors and other important meetings in accordance with the Corporate Auditors' Audit Standard, etc.
 - (c) Management shall develop, properly operate and manage internal control systems in order to assure the reliability of financial reporting.
 - (d) Management shall develop a promoting framework for compliance, training and education programs, audit/monitoring systems, hotlines and other compliance promotion programs of MCHC Group in accordance with Group Compliance Promotion Regulations and other relevant rules and regulations, and properly operate and manage these programs by appointing an executive officer in charge of compliance promotion (Chief Compliance Officer).

- (2) Regulations, structure and systems for managing risks of loss

The President shall be the Chief Risk Management Officer. In accordance with the Group's Basic Regulations on Risk Management and other relevant rules and regulations, the President shall be responsible for preventing serious risks from manifesting themselves in connection with or arising from MCHC Group's business activities, and for developing,

properly operating and managing risk management systems for minimizing damage if any risk manifests itself.

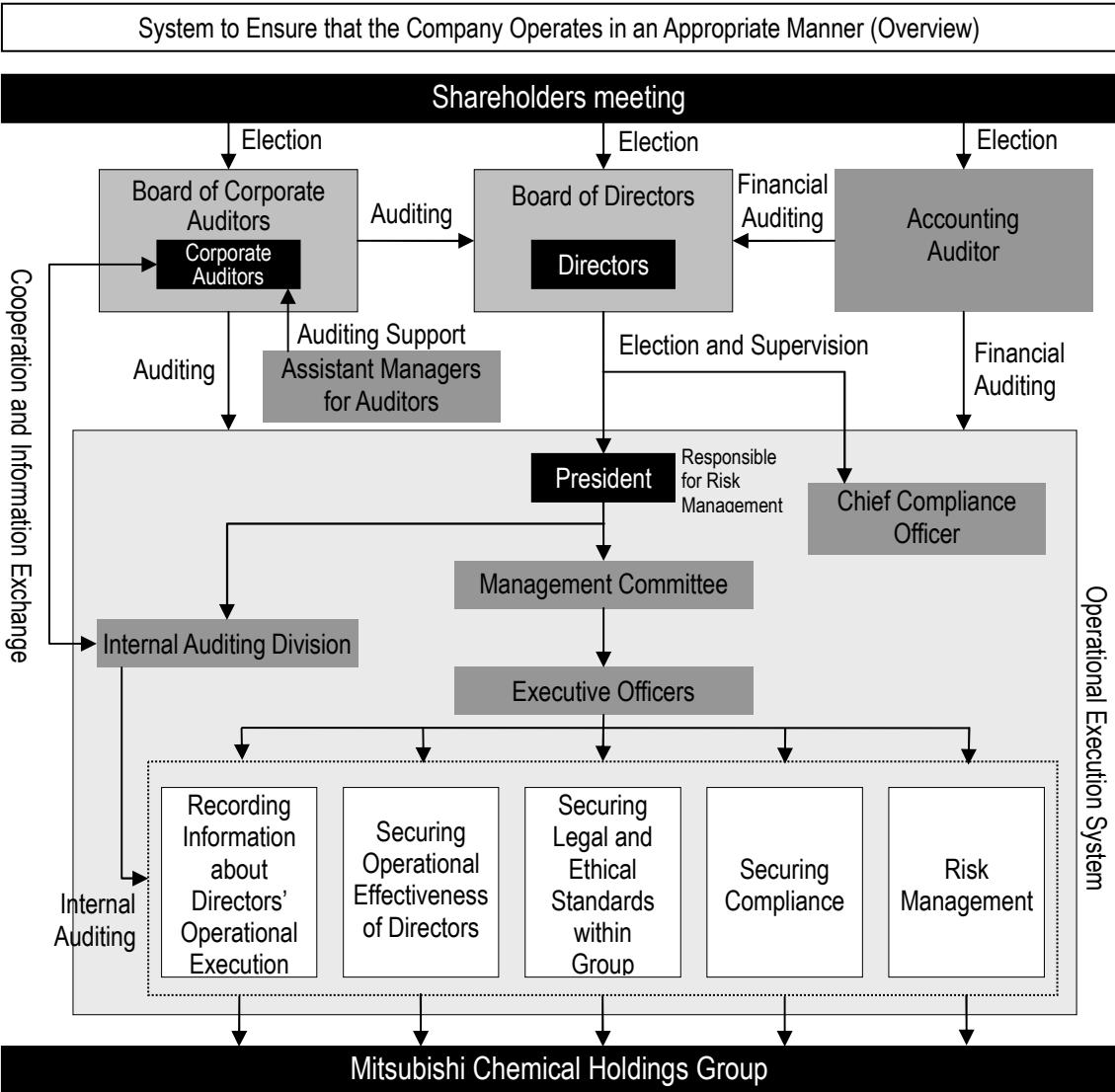
- (3) System for ensuring that Directors exercise their functions efficiently
 - (a) The Board of Directors shall decide on Group strategies and allocation of management resources (portfolio management), and shall set specific management goals by developing the Group's medium-term management plan, annual budget, and other targets, and shall endeavor to achieve such goals.
 - (b) Management shall move ahead with separating supervision of management from execution of management by introducing the corporate executive officer system, clearly stipulate the powers of individual job positions and deliberating organs including the Board of Directors as well as jurisdictional responsibilities of each functional unit in the internal rules and regulations, and make management decisions and execute management duties in an efficient and proper manner.

- (4) System for preserving and managing information related to Directors' exercise of their functions
Management, in accordance with the MCHC Group's Information Security Policy, the Information Management Rules and other relevant rules and regulations, shall preserve and manage the minutes of the Board of Directors, Decisions of the Management Meeting, Approval Documents and other documents and electromagnetic records related to Directors' exercise of their functions, and shall develop a system that will allow Directors and Corporate Auditors to inspect them.

- (5) System for assuring operational legitimacy within the corporate group
Management, in accordance with the Group's Management Regulations and other relevant rules and regulations, shall implement the management of MCHC Group (management of business objectives, reporting and approval of important matters and internal audits, etc.) and assure operational legitimacy within the MCHC Group by means of causing all concerned units and personnel to share the Group's internal control policies and systems covering compliance and risk management.

- (6) System for ensuring that Corporate Auditors' audits are conducted in an effective manner
 - (a) Directors and Employees, pursuant to regulations such as the Corporate Auditors' Audit Standard, shall inform Corporate Auditors of any important MCHC Group management matters (including any fact or fraudulent act that might do material harm

- to MCHC or any fact in violation of laws, regulations or Articles of Incorporation).
- (b) Management shall formulate rules stipulating that any Director or employee of the MCHC Group who has made a report to Corporate Auditors shall not be treated unfavorably because of the report.
 - (c) Management, at the Corporate Auditors' request, shall appoint audit assistants and have them assist the Corporate Auditors based on instructions thereof. Appointment (transfer, evaluation, etc.) of specific assistants shall be subject to the consent of the Corporate Auditors.
 - (d) In order to ensure that Corporate Auditors' audits are conducted in an effective manner, Management shall facilitate Corporate Auditors' regular meetings with senior executives including the President, coordination and information exchange between the Corporate Auditors and the Internal Audit Office personnel.
 - (e) Of expenses incurred by the Corporate Auditors and audit assistants, MCHC shall bear the expenses that are deemed necessary for audit.



7. Basic Policy on Control of the Company

We have not specifically written down a basic policy on the modality of the persons exerting controlling influences over the Company's financial and management policy decisions, but are pleased to present our basic ideas below.

We believe that we will be able to live up to the expectations of our shareholders by running the MCHC Group in a highly efficient and transparent manner, by bolstering our competitive edge and earning capabilities through optimal allocation of management resources and ultimately by enhancing our Group's corporate value.

Although we have not introduced the so-called "takeover defense" measures, we do stand ready to take whatever measures we consider appropriate if we detect a company is attempting to make a massive purchase of MCHC's shares that might harm the MCHC Group's corporate value or undermine the common interests of our shareholders.

mitsubishi chemical holdings corporation

Consolidated Balance Sheet

10th Consolidated Fiscal Year (As of March 31, 2015)

Unit: Millions of yen

Assets

Current assets:

Cash and deposits	236,186
Trade receivables	759,850
Securities	127,805
Inventories	595,505
Deferred income taxes—current	36,482
Other	106,119
Allowance for doubtful accounts	(4,698)
Total current assets	1,857,249

Fixed assets

Property, plant and equipment:

Buildings and structures	354,744
Machinery and equipment	663,688
Land	308,995
Construction in progress	101,649
Other	69,070
Total property, plant and equipment	1,498,146

Intangible fixed assets:

Goodwill	243,797
Other	181,505
Total intangible fixed assets	425,302

Investments and other assets:

Investment securities	355,743
Long-term loans receivable	2,983
Deferred income taxes—noncurrent	62,804
Assets for retirement benefit	31,494
Other	90,785
Allowance for doubtful accounts	(1,468)
Total investments and other assets	542,341
Total fixed assets	2,465,789
Total assets	4,323,038

mitsubishi chemical holdings corporation

Consolidated Balance Sheet (continued)

10th Consolidated Fiscal Year (As of March 31, 2015)

Unit: Millions of yen

Liabilities

Current liabilities:

Trade payables	459,345
Short-term borrowings	518,985
Current portion of long-term borrowings	178,627
Commercial paper	26,000
Current portion of bonds payable	20,040
Accrued income taxes	36,224
Accrued bonuses to employees	39,286
Reserve for periodic repairs scheduled within one year	3,451
Reserve for current portion of prospective loss on removal of fixed assets	3,526
Other	280,463
Total current liabilities	1,565,947

Long-term liabilities:

Bonds payable	305,010
Long-term borrowings	554,933
Deferred tax liabilities	96,345
Accrued retirement benefits for directors	2,258
Provisions for possible losses in connection with litigation	6,467
Reserve for periodic repairs	5,166
Reserve for prospective loss on removal of fixed assets	5,001
Reserve for costs associated with liquidation of subsidiaries and affiliates	476
Reserve for environmental measures	2,338
Liabilities for retirement benefit	132,921
Other	57,575
Total long-term liabilities	1,168,490
Total liabilities	2,734,437

Net Assets

Shareholders' equity:

Common stock	50,000
Additional paid-in capital	317,714
Retained earnings	523,149
Less, Treasury stock at cost	(16,236)
Total shareholders' equity	874,627

Accumulated other comprehensive income:

Net unrealized holding gain on other securities	40,308
Loss on deferred hedges	(26)
Land revaluation surplus	1,682
Foreign currency translation adjustments	59,947
Accumulated adjustment for retirement benefit	4,455
Total accumulated other comprehensive income	106,366

Warrants

Minority interests in consolidated subsidiaries	471
	607,137
Total net assets	1,588,601
Total liabilities and net assets	4,323,038

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Consolidated Statement of Income

10th Consolidated Fiscal Year (Year ended March 31, 2015)

Unit: Millions of yen

Net sales	3,656,278
Cost of sales	2,826,197
Gross profit	830,081
Selling, general and administrative expenses	664,400
Operating income	165,681
Other income	
Interest income	3,285
Dividend income	8,879
Equity in earnings of affiliates	3,843
Foreign exchange gains, net	8,339
Other	9,980
Total other income	34,326
Other expenses	
Interest expenses	17,599
Loss on sales and disposal of property, plant and equipment	2,229
Other	17,120
Total other expenses	36,948
Ordinary income	163,059
Extraordinary income	
Gain on step acquisitions	34,144
Gain on sales of fixed assets	13,037
Gain on sales of investment securities	6,285
Other	5,369
Total extraordinary income	58,835
Extraordinary losses	
Impairment loss	31,183
Loss on sales and disposal of property, plant and equipment	12,243
Other	12,847
Total extraordinary losses	56,273
Income before income taxes and minority interests in consolidated subsidiaries	165,621
Current income taxes	60,481
Deferred income taxes	8,690
Income before minority interests	96,450
Minority interests in consolidated subsidiaries	35,591
Net income	60,859

MITSUBISHI CHEMICAL HOLDINGS CORPORATION
Consolidated Statement of Changes in Net Assets
10th Consolidated Fiscal Year (Year ended March 31, 2015)

Unit: Millions of yen

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance at April 1, 2014	50,000	317,737	493,611	(11,756)	849,592
Cumulative effects of changes in accounting policies			(13,343)		(13,343)
Balance at April 1, 2014 that reflects changes in accounting policies	50,000	317,737	480,268	(11,756)	836,249
Changes during the fiscal year					
Cash dividends			(17,637)		(17,637)
Net income			60,859		60,859
Purchase of treasury stock				(2,705)	(2,705)
Disposition of treasury stock		31		16	47
Change of scope of consolidation			(341)	(1,791)	(2,132)
Change of scope of equity method					-
Decrease in additional paid-in capital due to acquisition of treasury stock from consolidated subsidiary (Note)		(54)			(54)
Net change in items other than those in shareholders' equity					
Total changes during fiscal year	-	(23)	42,881	(4,480)	38,378
Balance at March 31, 2015	50,000	317,714	523,149	(16,236)	874,627

Unit: Millions of yen

	Accumulated other comprehensive income						Warrants	Minority interests in consolidated subsidiaries	Total net assets
	Net unrealized holding gain on other securities	Gain (Loss) on deferred hedges	Land revaluation surplus	Foreign currency translation adjustments	Accumulated adjustment for retirement benefits	Total accumulated other comprehensive income			
Balance at April 1, 2014	20,748	209	1,581	25,556	3,117	51,211	496	413,571	1,314,870
Cumulative effects of changes in accounting policies						-		(3,807)	(17,150)
Balance at April 1, 2014 that reflects changes in accounting policies	20,748	209	1,581	25,556	3,117	51,211	496	409,764	1,297,720
Changes during the fiscal year									
Cash dividends						-			(17,637)
Net income						-			60,859
Purchase of treasury stock						-			(2,705)
Disposition of treasury stock						-			47
Change of scope of consolidation						-			(2,132)
Change of scope of equity method						-			-
Decrease in additional paid-in capital due to acquisition of treasury stock from consolidated subsidiary (Note)						-			(54)
Net change in items other than those in shareholders' equity	19,560	(235)	101	34,391	1,338	55,155	(25)	197,373	252,503
Total changes during fiscal year	19,560	(235)	101	34,391	1,338	55,155	(25)	197,373	290,881
Balance at March 31, 2015	40,308	(26)	1,682	59,947	4,455	106,366	471	607,137	1,588,601

Note: Decrease in additional paid-in capital due to acquisition of treasury stock from consolidated subsidiary

Due to acquisition of shares of MCHC that were held by TNSC, an MCHC consolidated subsidiary, by resolution of the Board of Directors on February 4, 2015, in accordance with the provisions of Article 156, Paragraph 1 and Article 163 of the Companies Act, tax expense on a capital gain generated at said consolidated subsidiary was deducted from additional paid-in capital based on the "Practical Guidelines on Tax Effect Accounting in Consolidated Financial Statements" (JICPA Accounting System Committee Report No. 6).

Notes to the Consolidated Financial Statements

Basis of Preparation of Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries and names of major consolidated subsidiaries

Number of consolidated subsidiaries: 523

Names of major consolidated subsidiaries: MCC, MTPC, MPI, MRC, TNSC

(Increase: 170 companies)

- Increase as a result of additional share acquisition: TNSC and 160 subsidiaries of TNSC
- Increase as a result of new share acquisition: Wethje Holding GmbH and two of its subsidiaries
- Increase as a result of new establishment: Wuxi Lingyang Green Agricultural System & Technology Co., Ltd., MCPP Innovation LLC and three other companies
- Increase as a result of change in shareholder composition: Japan Unipet Co., Ltd.

(Decrease: 8 companies)

- Decrease as a result of extinction in mergers: MRC Polysaccharides Co., Ltd., Benesis Ltd. and two other companies
- Decrease as a result of completion of liquidation: Dia Chemics Taiwan Limited and one other company
- Decrease as a result of sales of shares: Mitsubishi Pharma (Guangzhou) Co., Ltd. and one other company

(2) Names and other details of major non-consolidated subsidiaries

Name of major non-consolidated subsidiary: Ningbo Lingxin Logistics Co., Ltd.

This non-consolidated subsidiary is excluded from the scope of consolidation because any total amount of total assets, net sales, net income or loss corresponding to the equities held by MCHC, or retained earnings corresponding to the equities held by MCHC, of this company, does not have material impact on MCHC's consolidated financial statements.

2. Scope of Equity Method

- (1) Number of non-consolidated subsidiaries and affiliates to which the equity method is applied and names of major non-consolidated subsidiaries and affiliates

Number of non-consolidated subsidiaries and affiliates to which equity method is applied:
78

Name of major affiliate: Kawasaki Kasei Chemicals Ltd.

(Increase: 29 companies)

- Increase as a result of additional share acquisition: 27 affiliated companies accounted for by equity method of TNSC
- Increase as a result of new establishment: The Saudi Methacrylates Company and one other company

(Decrease: 4 companies)

- Change to a consolidated subsidiary as a result of additional share acquisition: TNSC and one subsidiary of TNSC
- Change to a consolidated subsidiary as a result of change in shareholder composition: Japan Unipet Co., Ltd.
- Decrease as a result of sale of shares: Nippon Belting Co., Ltd.

- (2) Names and other details of non-consolidated subsidiaries and affiliates to which the equity method is not applied

Name of major non-consolidated subsidiary: Ningbo Lingxin Logistics Co., Ltd.

These non-consolidated subsidiaries and affiliates are excluded from the scope of equity method companies because any total amount of net income or loss corresponding to the equities held by MCHC, or retained earnings corresponding to the equities held by MCHC, of these companies, does not have material impact on MCHC's consolidated financial statements.

3. Matters Related to Fiscal Year of Consolidated Subsidiaries

With respect to Medicago Inc. (Canada) and seven other companies, the account settlement date was changed from December 31, 2014 to March 31, 2015 during the consolidated fiscal year under review. Hence the consolidated financial statements are prepared on the basis of their financial statements covering the 12 months ended on the account settlement date of December 31, 2014, combined with their financial statements covering the 3 months ended on the account settlement date of March 31, 2015.

4. Significant Accounting Policies

(1) Valuation methods of securities

Held-to-maturity bonds

Either amortized or accumulated to face value

Other securities with quoted market prices

Stated at fair value, based on market price at the closing date, or calculated by other means. The difference between the acquisition cost and the carrying value of other securities, including unrealized gain and loss, net of the applicable income taxes, is recognized as a component of net assets, and the cost of other securities sold is principally computed by the moving average method.

Other securities without quoted market prices

Stated at cost principally based on the moving average method.

(2) Valuation methods of inventories

Merchandise, finished goods, raw materials and other inventories

Stated at cost principally based on the periodic average method

Supplies (excluding packaging materials and deteriorated assets)

Stated at cost principally based on the moving average method

Balance sheet amounts are calculated by means of devaluation reflecting downturn of profitability.

(3) Method of depreciating important depreciable assets

Principally by the straight-line method

(4) Basis for Significant Reserves

(a) Allowance for Doubtful Accounts

To provide for bad-debt losses on its receivables, estimates of uncollectible amounts are provided for primarily on the basis of a historical rate derived from the actual uncollectible amounts in prior years in respect of general receivables, and on the basis of individual examinations of recoverability in respect of specified doubtful receivables.

(b) Accrued Bonuses to Employees

To provide for payments of bonuses to their employees, estimates of those accrued bonuses and social insurance costs corresponding thereto, which MCHC and its consolidated subsidiaries should bear during the consolidated fiscal year under review, are recorded.

(c) Provisions for Possible Losses in Connection with Litigation

To provide for any future settlements or expenditures that MCHC and its consolidated subsidiaries may be called upon to pay as a result of or in connection with existing litigations, estimates of settlements and expenditures associated with the following litigations are set aside:

1. Reserve for Health Management Allowances for HIV Compensation: ¥1,700 million

To provide for future payments of health management allowances and settlement payments (including attorney fees) in connection with a lawsuit for damages filed by plaintiffs infected with HIV, MTPC has set aside an estimated amount for such future payments.

2. Reserve for HCV Litigation: ¥2,036 million

To provide for losses that may arise in the future from a settlement of lawsuits filed by plaintiffs infected with HCV (hepatitis C virus), MTPC has set aside an estimated amount for payments related to such settlement based on estimates of the number of people receiving relief and the amount of relief payments required under a law which stipulates that relief be provided to people who contacted hepatitis C from specific fibrinogen products or specific coagulation factor IX products.

3. Reserve for Health Management Allowances for SMON (Sub-acute Myelo-Optico-Neuropathy) Compensation: ¥2,731 million

MTPC has set aside an estimated amount for payments to cover health management allowances and nursing expenses to be made over the remaining lives of the plaintiffs covered by the compromise settlement reached in the SMON litigation.

(d) Reserve for Periodic Repairs

To provide for costs of periodic repairs of production facilities in plants and oil tanks, estimates of those of the said costs which MCHC and its consolidated subsidiaries should bear during the consolidated fiscal year under review are recorded.

(e) Accrued Retirement Benefits for Directors

Accrued retirement benefits for directors and executive officers are determined principally based on internal regulations.

(f) Reserve for Costs Associated with Liquidation of Subsidiaries and Affiliates

MCHC and its consolidated subsidiaries provide for estimated costs associated with liquidation of some of its subsidiaries and affiliates.

(g) Reserve for Prospective Loss on Removal of Fixed Assets

MCHC and its consolidated subsidiaries provide for estimated losses that may be incurred in the wake of removal of fixed assets.

(h) Reserve for Environmental Measures

An amount is earmarked in order to provide for any loss that MCHC may be required to bear in the future in connection with construction work aimed at environmental measures.

(5) Other Significant Matters Related to Preparation of Consolidated Financial Statements

(i) Accounting treatment on retirement benefit

Actuarial differences are calculated on a straight-line basis over a period of years (principally 5 years) within the average remaining years of service of employees from the year when these differences arise and charged to expense beginning with the fiscal year following the fiscal year in which they arise. Past service costs are expensed on a straight-line basis over a period of years (principally 5 years) within the average

remaining service period of employees from the year when it is incurred. Variance occurring at the time of change in accounting standard is principally expensed equally over 15 years.

(ii) Standard for translating significant foreign currency assets and liabilities into Japanese yen

Monetary claims and debts denominated in foreign currencies are translated into Japanese yen at the spot exchange rates prevailing on the closing date, and any translation difference is treated as a gain or loss. The assets and liabilities of MCHC's overseas subsidiaries are translated into Japanese yen at the spot exchange rates prevailing on the closing date. Earnings and expenses of the said subsidiaries are translated into Japanese yen at the average spot exchange rates during the term, and any translation difference is included in "Minority interests in consolidated subsidiaries" and "Foreign currency translation adjustments" within "Net Assets."

(iii) Method and period of amortization of goodwill

Amortized evenly over a period of 20 years or less depending on the source.

Goodwill and negative goodwill are principally amortized on a straight-line basis over a period of 15 years for those in association with the establishment of MTPC a period of 10 years for those in association with making MPI into a wholly-owned subsidiary, and a period of 20 years for those in association with making MRC and Qualicaps Co., Ltd. into a wholly-owned subsidiary and with making TNSC into a consolidated subsidiary.

(iv) Accounting treatment of consumption taxes: Net of tax

(v) Adoption of consolidated tax payment system: MCHC adopts the consolidated tax payment system.

5. Changes in Accounting Policies

(Changes in accounting policies)

Application of accounting standard for retirement benefits

From the consolidated fiscal year under review, the Company has been applying the "Accounting Standard for Retirement Benefits" (Accounting Standards Board of Japan Statement No. 26, May 17, 2012; hereinafter the "Accounting Standard for Retirement

Benefits”) and the “Guidance on Accounting Standard for Retirement Benefits” (ASBJ Guidance No. 25, March 26, 2015; hereinafter the “Guidance on Retirement Benefits”) with respect to the provisions set forth in Section 35 of the Accounting Standard for Retirement Benefits and in Section 67 of the Guidance on Retirement Benefits. The Company has reviewed the calculation method of retirement benefit obligations and service cost, changed the period attribution method of estimated retirement benefit from straight-line attribution to benefit formula and changed the method of determining a discount rate from the method that uses a discount rate based on the years approximated to the average remaining service period of employees to the one that uses a single weighted-average discount rate reflecting an estimated retirement benefit payment period and a benefit amount for each estimated retirement benefit payment period. In terms of the application of the Accounting Standard for Retirement Benefits, etc., the Company complies with the transitional accounting treatment set forth in Section 37 of the Accounting Standard for Retirement Benefits. At the beginning of the consolidated fiscal year under review, the Company debited or credited the impact arising from the change in the calculation method of retirement benefit obligations and service cost to retained earnings. As a result, at the beginning of the consolidated fiscal year under review, retained earnings decreased by ¥13,343 million. The impact of this change on profit and loss and segment information for the consolidated fiscal year under review is minimal.

6. Additional Information

(Impacts of changes in corporation tax rate, etc.)

On March 31, 2015, the “Act for Partial Revision of the Income Tax Act, etc.” (Act No. 9 of 2015) and the “Act for Partial Revision of the Local Tax Act, etc.” (Act No. 2 of 2015) were promulgated, under which the corporation tax rate, etc. would be changed in the consolidated fiscal year commencing on or after April 1, 2015. Accordingly, for the consolidated fiscal year under review, the Company calculated deferred tax assets and deferred tax liabilities using the statutory effective tax rate based on a revised tax rate corresponding to a consolidated fiscal year, in which taxable temporary differences are expected to be eliminated.

With respect to carry-forward of losses, an amount equivalent to sixty-five hundredths of income before carry-forward of losses for a consolidated fiscal year that starts on April 1, 2015 and after and an amount equivalent to fifty hundredths of income before carry-forward of losses for a consolidated fiscal year that starts on April 1, 2017 and after would be the limit for carry-forward.

As a result, at the end of the consolidated fiscal year under review, compared when using

the previous method, the amount of deferred tax assets (after deducting deferred tax liabilities) decreased by ¥3,639 million and deferred income taxes increased by ¥7,167 million. Unrealized gains on other securities increased by ¥3,595 million.

Notes to the Consolidated Balance Sheets

1. Assets Pledged as Collateral and Debt Obligations Covered by Collateral

Assets pledged as collateral

Buildings and structures	¥9,858 million
Land	¥10,343 million
Machinery and equipment, etc.	¥78,553 million
Amount of debt obligations covered by collateral	¥12,907 million

2. Accumulated Depreciation on Total Property, Plant and Equipment

¥3,271,526 million

Accumulated impairment losses of ¥40,958 million are included in the accumulated depreciation.

3. Contingent Liabilities

Liabilities on guarantee for bank borrowings

Guarantees	¥23,411 million
	(Of which ¥22,915 million is borne by the MCHC Group)
Stand-by guarantees	¥155 million
	(Of which ¥138 million is borne by the MCHC Group)

4. Trademark Infringement Lawsuit

The consolidated subsidiary Verbatim Corporation (U.S.A.) was sued for trademark infringement in Brazil. In May 2007, a court in Manaus, in the Brazilian state of Amazonas, ruled in favor of the plaintiff and ordered Verbatim Corporation (U.S.A.) to pay R\$377 million (equivalent to ¥14,031 million). Verbatim Corporation, believing that no trademark infringement took place, and dissatisfied with the fact that reasons for recognizing the plaintiff's monetary claim were not disclosed, immediately filed an appeal with the Superior Court of Justice in Brasilia. In February 2008, the Superior Court of Justice in Brasilia ruled in favor of Verbatim Corporation and returned the case to the Manaus court for retrial.

Subsequently, a disadvantageous ruling was laid down in the retrial, and Verbatim Corporation (U.S.A.) filed a special appeal in the Superior Court of Justice in Brasilia expressing its dissatisfaction with the retrial ruling. In June 2011, the Superior Court of Justice in Brasilia made the decision to dismiss the trademark infringement lawsuit and the lawsuit for calculation of damages for which the amount of damages was announced by the aforesaid lower court judgment. However, in April 2012, the plaintiff demanded the Superior Court of Justice to clarify the judgment, and it is not possible to completely rule out the possibility that counterarguments will be brought forward by the plaintiff in the future.

Notes to the Consolidated Statement of Income

1. Impairment Loss

In principle, the MCHC Group classifies assets by business unit based on relevance such as business, production process and region. With respect to idle assets, the MCHC Group determines whether to recognize impairment loss by individual asset. In the consolidated fiscal year under review, the MCHC Group recorded impairment loss of ¥31,183 million as extraordinary losses. Major assets the MCHC Group recorded impairment loss for include the following:

Use	Location	Type	Impairment loss
Production facility for terephthalic acid	MCC PTA India Corp. Private Limited (West Bengal, India)	Machinery and equipment	10,430 million yen
Pharmaceuticals research facility	MTPC Kazusa Plant (Kisarazu, Chiba)	Land, Buildings and structures, etc.	4,432 million yen
Production facility for pharmaceuticals	MTPC and Mitsubishi Tanabe Pharma Factory Ltd. Kashima Plant (Kamisu, Ibaraki)	Buildings and structures Machinery and equipment, etc.	2,161 million yen
Production facility for negative-electrode material	Qingdao Anode Kasei Co., Ltd. (Shandong, China)	Construction in progress, etc.	1,742 million yen
Production facility for positive-electrode material	MCC Mizushima Plant (Kurashiki, Okayama)	Machinery and equipment Buildings and structures, etc.	1,739 million yen
Exclusive distribution	MTPC (Chuo-ku, Osaka)	Distribution rights	1,600 million yen

rights for ethical pharmaceuticals			
Facilities for management and marketing operations of pharmaceutical business	MTPC Hirano-cho No. 1 Building (Chuo-ku, Osaka)	Land, buildings and structures	1,215 million yen
Production facility for industrial gas	Leeden National Oxygen Ltd. (Pahang, Malaysia)	Machinery and equipment	1,189 million yen

*Details of impairment loss

- Production facility for terephthalic acid

¥10,430 million (Machinery and equipment: ¥9,196 million, Other: ¥1,234 million)

With respect to the production facility for terephthalic acid of MCC PTA India Corp. Private Limited in India, as profitability went down significantly due to the stagnant market and seems unlikely to recover for a while, a part of the investment became irrecoverable. Accordingly, MCC PTA India Corp. Private Limited reduced its book value to the recoverable value. The recoverable value is measured based on the use value and calculated by discounting its future cash flows with the discount rate of 11.9%.

- Research facility for pharmaceuticals

¥4,432 million (Land: ¥1,870 million, Buildings and structures: ¥1,845 million, Other: ¥717 million)

Kazusa Plant is expected to become idle in the future due to the decision regarding its closure. Accordingly, MTPC reduced its book value to the recoverable value. This recoverable value is the true cash value and is calculated based on the reasonably computed value (real-estate appraisal, etc.)

- Production facility for pharmaceuticals

¥2,161 million (Buildings and structures: ¥1,048 million, Machinery and equipment, etc.: ¥901 million, Other: ¥212 million)

As the Kashima Plant will be sold, the book value of the production facility, etc., of MTPC as well as Mitsubishi Tanabe Pharma Factory Ltd. was reduced to the recoverable value. This recoverable value is the true cash value and is calculated based on the expected sales value.

- Production facility for negative-electrode material

¥1,742 million (Construction in progress: ¥1,620 million, Other: ¥122 million)

As for the production facility for negative-electrode materials of Qingdao Anode Kasei Co., Ltd. in China, the sales volume failed to grow and remained far below the original plan. As the volume became unlikely to increase significantly for a while, Qingdao Anode Kasei Co., Ltd. reviewed its sales plan. As a result, Qingdao Anode Kasei Co., Ltd. reduced the book value to

the recoverable value with respect to a part of the facility that cannot be expected to be used in future production planning.

- Production facility for positive-electrode material

¥1,739 million (Machinery and equipment: ¥1,207 million, Buildings and structures: ¥502 million, Other: ¥30 million)

With respect to the production facility for positive-electrode material, as the sales volume remained stagnant and became unlikely to grow substantially for a while, MCC reviewed the grouping when a decision was made to shut down this plant. As a result, the investment turned out to be irrecoverable, and therefore, MCC reduced its book value to the recoverable value. The recoverable value is measured based on the use value, and the discount rate is omitted here as its undiscounted future cash flows are negative.

- Exclusive distribution rights for ethical pharmaceuticals

¥1,600 million (Investments and other assets (Other): ¥1,600 million)

As for the exclusive distribution rights for ethical pharmaceuticals, as the estimated future cash flows of said rights are below the book value due to changes in the business environment, etc., MTPC reduced the book value to the recoverable value (memorandum value).

-Facilities for management and marketing operations of pharmaceutical business

¥1,215 million (Land: ¥1,161 million, Buildings and structure: ¥54 million)

In the fiscal year under review, MTPC consolidated and transferred its headquarters functions. As Hiranomachi No.1 Building will become idle with this consolidation and transfer, MTPC reduced its book value to the recoverable value. This recoverable value is the true cash value and is calculated based on the reasonably computed value (real-estate appraisal, etc.)

-Production facility for industrial gas

¥1,189 million (Machinery and equipment: ¥1,189 million)

With respect to the production facility for gas that remains idle, Leeden National Oxygen Ltd. in Malaysia reduced its book value to the recoverable value. This recoverable value is the true cash value and is calculated based on the reasonably computed value (market value, etc.)

Notes to the Consolidated Statement of Changes in Net Assets

1. Matters Related to Class and Number of Issued Shares

Class and total number of issued shares as of the close of the consolidated fiscal year under review:

Common stock 1,506,288 thousand shares

2. Matters Related to Dividends

(1) Dividends paid to shareholders

Resolution	Share Class	Aggregate Amount of Dividends	Dividend per share	Entitlement Date	Effective Date
Ordinary General Meeting of Shareholders June 25, 2014	Common stock	¥8,849 million	¥6	March 31, 2014	June 26, 2014
Board of Directors meeting October 31, 2014	Common stock	¥8,849 million	¥6	September 30, 2014	December 2, 2014
Total		¥17,698 million			

Note: The difference between the aggregate amount of dividends and the amount of cash dividends in the Consolidated Statement of Changes in Net Assets is the result of the elimination from consolidation of dividends of the Company held by consolidated subsidiaries.

(2) Dividends whose base date arrives within the consolidated fiscal year under review but whose effective date arrives after the close of the consolidated fiscal year under review

The following matters related to payout of dividends of the common stock are being proposed as one of the agenda for the Ordinary General Meeting of Shareholders scheduled for June 24, 2015.

Resolution	Share Class	Aggregate Amount of Dividends	Source of Dividend	Dividend per share	Entitlement Date	Effective Date
Ordinary General Meeting of Shareholders June 24, 2015	Common stock	¥10,253 million	Retained earnings	¥7	March 31, 2015	June 25, 2015

3. Type and number of shares being the object of warrants (excluding that warrant for which the first day of the exercising period has not yet arrived) as of the close of the consolidated fiscal year under review:

Common stock	189,350 shares
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Notes on Financial Instruments

1. Matters Related to Status of Financial Instruments

The MCHC Group manages its assets by means of short-term deposits and other highly safe financial instruments, and raises its funds primarily through bank borrowings, issuance of commercial paper and corporate bonds.

The Group strives to mitigate its customers' credit risks associated with notes and accounts receivable in accordance with its claims management regulations. MCHC hedges foreign exchange fluctuation risks associated with some foreign currency-denominated operating receivables by means of foreign exchange forward contracts. Securities and investment securities mainly represent held-to-maturity bonds and shares related to business and capital tie-ups with business partners. MCHC periodically checks and comprehends the fair value of these securities and financial conditions of their issuers (business partners).

Trade payables mainly become due within one year. MCHC hedges foreign exchange fluctuation risks associated with its foreign currency-denominated account payable by means of foreign exchange forward contracts. Borrowings and bonds payable are intended to raise funds necessary for business transactions and capital expenditures, and for some of them, MCHC uses interest rate swaps to control fluctuation risks associated with interest payable, and currency swaps to control exchange fluctuation risks.

Pursuant to the provisions of its internal control regulations, MCHC makes it standard practice to conduct derivatives transactions within limits of actual demand.

2. Matters Related to Fair Value of Financial Instruments

The amounts booked on the consolidated balance sheet, fair value and the amount of differences as of March 31, 2015 (consolidated financial settlement date for the fiscal year under review) were as described below:

Unit: Millions of yen

	Amount booked on consolidated balance sheet (*)	Quoted Market Price (*)	Amount of Difference
(1) Cash and deposits	236,186	236,186	-
(2) Trade receivables	759,850	759,850	-
(3) Securities and investment securities			
(i) Held-to-maturity bonds	12,450	12,780	330
(ii) Shares of affiliated companies	6,832	4,002	(2,830)
(iii) Other securities	325,607	325,607	-
(4) Trade payables	(459,345)	(459,345)	-
(5) Short-term borrowings	(518,985)	(518,985)	-
(6) Current portion of long-term borrowings	(178,627)	(178,627)	-
(7) Commercial paper	(26,000)	(26,000)	-
(8) Current portion of bonds payable	(20,040)	(20,040)	-
(9) Bonds payable	(305,010)	(311,297)	6,287
(10) Long-term borrowings	(554,933)	(558,736)	3,803
(11) Derivatives transactions			
(i) Derivatives transactions to which hedge accounting is not applied	(217)	(217)	-
(ii) Derivatives transactions to which hedge accounting is applied	102	102	-

(*) Amounts for those items which were booked as liabilities are shown within brackets.

(Note 1) Matters Related to Methods of Calculation of Fair Value of Financial Instruments and Securities and Derivatives Transactions

(1) Cash and Deposits, and (2) Trade Receivable

These items are settled over a short period of time and their fair value is virtually equal to their book value. Hence, their fair value is based on the relevant book value.

(3) Securities and Investment Securities

The fair value of shares is based on their prices determined at the financial instruments exchanges, and the fair value of bonds is based on their prices determined at the financial instruments exchanges or indicated by counterparty financial institutions. Certificates of deposit and commercial paper are settled over a short period of time and their fair value is virtually equal to their book value. Hence, their fair value is based on the relevant book value.

(4) Trade Payable, (5) Short-Term Borrowings, (6) Current portion of long-term borrowings (7) Commercial paper, and (8) Current portion of bonds payable

These items are settled over a short period of time and their fair value is virtually equal to their book value. Hence, their fair value is based on the relevant book value.

(9) Bonds payable

The fair value of these items is based on their market prices.

(10) Long-Term Borrowings

The fair value of these items is based primarily on the method of calculation whereby the sum of principal and interest is discounted by an assumed interest rate on the assumption that the said sum is freshly borrowed in a similar manner. Some long-term borrowings with floating interest rates are prescribed to be subject to special accounting treatment applicable to interest rate swaps. Hence the fair value of a long-term borrowing is based on the method of calculation whereby the sum of principal and interest, treated in combination with the said interest rate swap, is discounted by a reasonably estimable interest rate on the assumption that the said sum is freshly borrowed in a similar manner. (see (11) below)

(11) Derivatives Transactions

The fair value of these transactions is based on the prices indicated by counterparty financial institutions. Those subject to special accounting treatment applicable to interest rate swaps are treated in combination with long-term borrowings as hedged items. Hence their fair value is included in that of long-term borrowings. (see (10) above)

(Note 2) Financial instruments for which it was considered extremely difficult to figure out fair value

Unit: Millions of yen

Classification	Amount booked on consolidated balance sheet
Unlisted shares	136,249
Equity securities	2,410

These financial instruments were not included in “(3) Securities and Investment Securities” because no market prices existed for them and their future cash flows could not be estimated and hence it was extremely difficult to figure out their fair value.

Notes on Per Share Information

Net assets per share ¥669.77

Net income per share ¥41.40

Notes on Business Combination

1. Share acquisition of Taiyo Nippon Sanso Corporation

(Business Combination through Acquisition)

MCHC, based on the resolution at its Board of Directors' meeting held on May 13, 2014, concluded a basic agreement with TNSC, MCHC's affiliate company accounted for by the equity method, to further strengthen the capital alliance and increase corporate value and worked to acquire the majority of TNSC's voting rights by a takeover bid targeting TNSC's common stock (hereinafter the "TOB") between September 30, 2014 and November 5, 2014.

As a result of the TOB, as MCHC acquired the majority of the voting rights of TNSC, together with the number of stocks held by MCC, an MCHC consolidated subsidiary, TNSC was made into an MCHC consolidated subsidiary as of November 12, 2014.

(1) Outline of business combination

(i) Name and business of acquired company

Name: Taiyo Nippon Sanso Corporation

Business: Manufacture and marketing of industrial gas and relevant machinery and devices

(ii) Principal reason for implementing business combination

As is explained in "1. Share Acquisition of TNSC"

(iii) Date of business combination: November 12, 2014

(iv) Legal form of business combination: Acquisition of shares in exchange for cash

(v) Ratio of voting rights acquired:

Ratio of voting rights owned immediately before business combination: 27.0%

Ratio of voting rights acquired additionally on the day of business combination: 23.6%

Ratio of voting rights after additional acquisition: 50.6%

(2) Period of business results of acquired company included in consolidated financial statements

From October 1, 2014 to March 31, 2015

(3) Acquired company's acquisition cost and a breakdown thereof

Cash compensation for acquisition ¥218,209 million

Cost directly incurred for acquisition ¥598 million

Acquisition cost ¥218,807 million

For those shares that had been owned before the acquisition of control (27.0%), their market values on the deemed date of acquisition of control (October 1, 2014) are stated.

(4) The difference between the acquisition cost of the acquired company and the total amount of cost of individual transactions that led to the acquisition of control

¥34,144 million

(5) Amount of goodwill, cause, amortization method and amortization period of goodwill

(i) Amount of goodwill: ¥83,206 million

(ii) Cause: Goodwill was recognized as a result of the difference in amounts between MCHC's equity in the acquired company and the acquisition cost.

(iii) Amortization method and amortization period: Equal amortization over 20 years

(6) Amounts of assets and liabilities accepted on the date of business combination, and a major breakdown thereof

Current assets	¥229,682 million
<u>Fixed assets</u>	<u>¥489,735 million</u>
<u>Total assets</u>	<u>¥719,417 million</u>
Current liabilities	¥161,904 million
<u>Long-term liabilities</u>	<u>¥266,544 million</u>
<u>Total liabilities</u>	<u>¥428,448 million</u>

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Non-consolidated Balance Sheet

As of March 31, 2015

Unit: Millions of yen

Assets

Current assets:

Cash and deposits	2
Income taxes receivable	6,367
Deferred income taxes—current	36
Short-term loans receivable from subsidiaries and affiliates	366,652
Other	7,526
	380,585
Total current assets	380,585

Fixed assets:

Property, plant and equipment

Buildings	2,411
Structures	75
Tools, furniture and fixtures	621
	3,108
Total property, plant and equipment	3,108

Intangible fixed assets:

Software	187
Other	2
	190
Total intangible fixed assets	190

Investments and other assets:

Investment securities	12,876
Stocks of subsidiaries and affiliates	804,288
Investments in affiliated companies	162
Long-term loans receivable from subsidiaries and affiliates	187,583
Other	2,673
	1,007,584
Total investments and other assets	1,007,584
Total fixed assets	1,010,883
Total assets	1,391,468

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Non-consolidated Balance Sheet (continued)

As of March 31, 2015

Unit: Millions of yen

Liabilities

Current liabilities:

Short-term borrowings	261,404
Short-term borrowings to subsidiaries and affiliates	195,670
Commercial paper	26,000
Current portion of long-term borrowings	47,330
Accounts payables	8,673
Accrued expenses	877
Accrued income taxes	3
Accrued bonuses	150
Other	539
Total current liabilities	540,649

Long-term liabilities:

Bonds payable	215,000
Long-term borrowings	249,580
Deferred tax liabilities	1,446
Other	3,826
Total long-term liabilities	469,853
Total liabilities	1,010,503

Net Assets

Shareholders' equity:

Common stock	50,000
Additional paid-in capital	264,528
Legal capital surplus	12,500
Other capital surplus	252,028
Retained earnings	91,470
Other retained earnings	91,470
Retained earnings brought forward	91,470
Less, Treasury stock at cost	(28,789)
Total shareholders' equity	377,209

Valuation and translation adjustments:

Net unrealized holding gain on other securities	3,285
Total valuation and translation adjustments	3,285

Warrants

Total net assets	380,965
Total liabilities and net assets	1,391,468

mitsubishi chemical holdings corporation

Non-consolidated Statement of Income

Year ended March 31, 2015

Unit: Millions of yen

Operating revenue	
Dividends from subsidiaries and affiliates	22,785
Operating costs receipts	5,264
Total operating revenue	28,049
General and administrative expenses	6,042
Operating income	22,007
Other income	
Interest income	2,778
Dividends income	386
Other	47
Total other income	3,212
Other expenses	
Interest expenses	4,105
Interest on bonds	1,277
Bond issuance cost	269
Other	85
Total other expenses	5,737
Ordinary income	19,482
Extraordinary income	
Gain on sales of investment securities	1,828
Total extraordinary income	1,828
Income before income taxes	21,310
Current income taxes	105
Deferred income taxes	95
Net income	21,110

MITSUBISHI CHEMICAL HOLDINGS CORPORATION
Non-consolidated Statement of Changes in Net Assets
Year ended March 31, 2015

Unit: Millions of yen

	Shareholders' equity					
	Common stock	Additional paid-in capital		Retained earnings	Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Other retained earnings		
				Retained earnings brought forward		
Balance at April 1, 2014	50,000	12,500	252,029	88,059	(22,873)	379,715
Changes during the fiscal year						
Cash dividends (Note)				(17,698)		(17,698)
Net income				21,110		21,110
Purchase of treasury stock					(5,962)	(5,962)
Disposition of treasury stock			(1)		45	44
Net change in items other than those in shareholders' equity						
Total changes during the fiscal year	-	-	(1)	3,411	(5,916)	(2,506)
Balance at March 31, 2015	50,000	12,500	252,028	91,470	(28,789)	377,209

Unit: Millions of yen

	Valuation and translation adjustment	Warrants	Total net assets
	Net unrealized holding gain on other securities		
Balance at April 1, 2014	2,158	496	382,370
Changes during the fiscal year			
Cash dividends (Note)			(17,698)
Net income			21,110
Purchase of treasury stock			(5,962)
Disposition of treasury stock			44
Net change in items other than those in shareholders' equity	1,126	(25)	1,100
Total changes during the fiscal year	1,126	(25)	(1,405)
Balance at March 31, 2015	3,285	471	380,965

Note: Cash dividends

The year-end dividend (¥8,849 million) was paid based on the resolution at the Ordinary General Meeting of Shareholders held in June 2014, and the interim dividend (¥8,849 million) was paid based on the resolution at the Board of Directors meeting held in October 2014.

Notes to the Non-consolidated Financial Statements

Matters Concerning Significant Accounting Policies

1. Valuation Methods of Securities

Subsidiaries' and affiliates' stocks

Stated at cost based on the moving average method

Other securities with quoted market prices

Stated at fair value based on market price at the closing date, or calculated by other means. The difference between the acquisition cost and the carrying value of other securities, including unrealized gain and loss, net of the applicable income taxes, is recognized as a component of net assets, and the cost of other securities sold is principally computed by the moving average method.

Other securities without quoted market prices

Stated at cost based on the moving average method

2. Method of Depreciation of Property, Plant and Equipment

By the straight-line method

3. Method of Amortization of Intangible Fixed Assets

By the straight-line method

4. Basis for Reserves

Accrued bonuses to employees

To provide for payments of bonuses to its employees, estimates of those accrued bonuses and social insurance costs corresponding thereto, which MCHC should bear during the fiscal year under review, are recorded.

5. Treatment of Consumption Taxes

Net of tax

6. Adoption of Consolidated Tax Payment System

Consolidated tax payment system

Notes to the Non-consolidated Balance Sheets

1. Accumulated Depreciation of Total Property, Plant and Equipment

¥877 million

2. Monetary Claims and Liabilities Against Subsidiaries and Affiliates (excluding those sectionally indicated)

Short-term monetary claim ¥7,140 million

Short-term monetary liabilities ¥8,746 million

3. Contingent Liabilities

Liabilities on guarantee for bank borrowings

Guarantees ¥4,672 million

Notes to the Non-consolidated Statements of Income

1. Transactions with Subsidiaries and Affiliates

Operating revenue ¥28,049 million

General and administrative expenses ¥2,992 million

Transactions except for operational transactions ¥3,387 million

Notes to the Non-consolidated Statement of Changes in Net Assets

1. Matters Related to Class and Number of Treasury Stocks

(Thousands of shares)

Class of shares	Number of shares at April 1, 2014	Number of shares increased during the year	Number of shares decreased during the year	Number of shares at March 31, 2015
Common stock	31,382	10,132	63	41,451

Note: The increase of 10,132 thousand shares of treasury stock represented the increase of 10,060 thousand shares resulting from acquisition of treasury stock based on the resolution at the Board of Directors' meeting held on February 4, 2015 and the increase of 71 thousand shares resulting from the purchase of shares less than one unit.

Treasury stocks decreased by 63 thousand shares due to sales of 1 thousand shares for the stock holders having less than one unit and reissuance of 61 thousand shares upon exercise

of Stock Acquisition Rights.

Notes on Tax Effect Accounting

1. Breakdown of Deferred Tax Assets and Liabilities

Deferred tax assets mainly consist of subsidiaries' stocks and losses carried forward (corporation income tax and local tax), and deferred tax liabilities mainly consist of net unrealized holding gain on other securities. Please note that deferred tax assets pertaining to subsidiaries' stocks and losses carried forward (local tax) were accounted for as valuation allowances.

(Impacts of changes in corporation tax rate, etc.)

On March 31, 2015, the "Act for Partial Revision of the Income Tax Act, etc." (Act No. 9 of 2015), and the "Act for Partial Revision of the Local Tax Act, etc." (Act No. 2 of 2015) were promulgated, under which the corporation tax rate, etc. would be changed in the fiscal year commencing on or after April 1, 2015. Accordingly, for the fiscal year under review, the Company calculated deferred tax assets and deferred tax liabilities using the statutory effective tax rate based on a revised tax rate corresponding to a fiscal year, in which taxable temporary differences are expected to be eliminated.

With respect to carry-forward of losses, an amount equivalent to sixty-five hundredths of income before carry-forward of losses for a consolidated fiscal year that starts on April 1, 2015 and after and an amount equivalent to fifty hundredths of income before carry-forward of losses for a consolidated fiscal year that starts on April 1, 2017 and after would be the limit for carry-forward.

As a result, at the end of the fiscal year under review, compared when using the previous method, the amount of deferred tax liabilities (after deducting deferred tax assets) decreased by ¥57 million and deferred income taxes increased by ¥69 million. Unrealized gains on other securities increased by ¥127 million.

Notes on Related Party Transactions

Subsidiaries and affiliates

Attribute	Name of related party	Equity ownership (or possession) percentage (%)	Description of the business relationship	Transactions	Trading amount (in million yen)	Accounts	Balance at year-end (in million yen)
Subsidiary	Mitsubishi Chemical Holdings Corporate Staff, Inc.	Direct 100%	Interlocking of officers and Lending of funds	Loan charge (Note 1)	29,638	Short-term loans receivable from subsidiaries and affiliates	252,847
				Receipts of interest (Note 1)	763	Current assets and others	72
				Loan charge (Note 1)	-	Long-term loans receivable from subsidiaries and affiliates	84,067
				Receipts of interest (Note 1)	800	Current assets and others	185
Subsidiary	Mitsubishi Rayon Co., Ltd.	Direct 100%	Interlocking of officers and Lending of funds	Loan charge (Note 2)	2,220	Short-term loans receivable from subsidiaries and affiliates	57,243
				Receipts of interest (Note 2)	316	Current assets and others	42
				Loan charge (Note 2)	54,670	Long-term loans receivable from subsidiaries and affiliates	80,513
				Receipts of interest (Note 2)	517	Current assets and others	180

Attribute	Name of related party	Equity ownership (or possession) percentage (%)	Description of the business relationship	Transactions	Trading amount (in million yen)	Accounts	Balance at year-end (in million yen)
Subsidiary	Mitsubishi Chemical Corporation	Direct 100%	Interlocking of officers and Lending of funds	Loan charge (Note 3)	28,158	Short-term loans receivable from subsidiaries and affiliates	38,544
				Receipts of interest (Note 3)	182	Current assets and others	10
				Loan charge (Note 3)	–	Long-term loans receivable from subsidiaries and affiliates	20,000
				Receipts of interest (Note 3)	103	Current assets and others	5
Subsidiary	The KAITEKI Institute, Inc.	Direct 100%	Interlocking of officers, commission of research and study	Payment of research and commissioned research (Note 4)	711	Current liabilities and others	30
Subsidiary	Mitsubishi Tanabe Pharma Corporation	Direct 56%	Interlocking of officers and Fund borrowing	Fund borrowing (Note 5)	20,609	Short-term borrowings to subsidiaries and affiliates	192,757
				Payment of interest (Note 5)	609	–	–

Trading amount above does not include consumption taxes. The balance at year-end includes consumption taxes.

Term of transactions and policy of decision-making thereof

Notes:

- Interest rates are reasonably decided based on procurement interest rates.
The amount of transactions relating to loans of short-term funds to Mitsubishi Chemical Holdings Corporate Staff, Inc. is indicated in a net amount.
- Interests rates are reasonably decided reflecting market interest rates.
The amount of transactions relating to loans of short-term funds to MRC is indicated in a net amount.
- Interests rates are reasonably decided reflecting market interest rates.
The amount of transactions relating to loans of short-term funds to MCC is indicated in a net amount.
- The amount of consideration for the services related to research and study is determined subject to mutual consultations.
- Interests rates are reasonably decided reflecting market interest rates.
The amount of transactions relating to short-term borrowings from MTPC is indicated in a net amount.

Notes on Per Share Information

Net assets per share ¥259.75

Net income per share ¥14.32

Note: Amounts of less than one million yen are discarded.

[English Translation of Report of Independent Auditors Originally Issued in the Japanese Language]

Report of Independent Auditors

May 11, 2015

The Board of Directors
Mitsubishi Chemical Holdings Corporation

Ernst & Young ShinNihon LLC

Kenji Endo
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Hiroshi Kobayashi
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Ken Tarui
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Pursuant to the provisions of Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of Mitsubishi Chemical Holdings Corporation (the “Company”), which comprise the consolidated balance sheet as of March 31, 2015, and the consolidated statement of income and the consolidated statement of changes in net assets for the fiscal year from April 1, 2014 to March 31, 2015, and the related notes to consolidated financial statements.

Management’s responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in Japan; this includes the development, implementation, and maintenance of internal control deemed necessary by management for the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Independent auditors’ responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audits as independent auditors. We conducted our audits in accordance with auditing standards generally accepted in Japan. Those auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. We select and apply the audit procedures based on our assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. The purpose of an audit is not to express an opinion on the effectiveness of the entity's internal control. However, in making those risk assessment, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application, and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We attest that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Audit opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company and its consolidated subsidiaries as of March 31, 2015, and the results of their operations for the period then ended in accordance with accounting principles generally accepted in Japan.

Interests in the Company

Our firm and engagement partners have no interest in the Company that should be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

[English Translation of Report of Independent Auditors Originally Issued in the Japanese Language]

Report of Independent Auditors

May 11, 2015

The Board of Directors
Mitsubishi Chemical Holdings Corporation

Ernst & Young ShinNihon LLC

Kenji Endo
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Hiroshi Kobayashi
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Ken Tarui
Certified Public Accountant
Designated, Limited Liability and
Operating Partner

Pursuant to the provisions of Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the non-consolidated financial statements of Mitsubishi Chemical Holdings Corporation (the “Company”), which comprise the balance sheet as of March 31, 2015, and the statement of income and the statement of changes in net assets for the 10th fiscal year from April 1, 2014 to March 31, 2015, and the related notes to non-consolidated financial statements as well as the related supplementary schedules thereto.

Management’s responsibility for the non-consolidated financial statements.

Management is responsible for the preparation and fair presentation of these non-consolidated financial statements and supplementary schedules in accordance with accounting principles generally accepted in Japan; this includes the development, implementation, and maintenance of internal control deemed necessary by management for the preparation and fair presentation of non-consolidated financial statements and supplementary schedules that are free from material misstatement, whether due to fraud or error.

Independent auditors’ responsibility

Our responsibility is to express an opinion on the non-consolidated financial statements and supplementary schedules based on our audits as independent auditors. We conducted our audits in accordance with auditing standards generally accepted in Japan. Those auditing standards require that we plan and perform the audit to obtain reasonable assurance about whether the non-consolidated financial statements and supplementary schedules are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-consolidated financial statements and supplementary schedules. We select and apply the audit procedures based on our assessment of the risks of material misstatement of the non-consolidated financial statements and supplementary schedules, whether due to fraud or error. The purpose of an audit is not to express an opinion on the effectiveness of the entity's internal control. However, in making those risk assessment, we consider internal control relevant to the entity's preparation and fair presentation of the non-consolidated financial statements and supplementary schedules in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used, the method of their application, and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and supplementary schedules.

We attest that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Audit opinion

In our opinion, the non-consolidated financial statements and supplementary schedules referred to above present fairly, in all material respects, the financial position of the Company as of March 31, 2015, and the results of its operations for the period then ended in accordance with accounting principles generally accepted in Japan.

Interests in the Company

Our firm and engagement partners have no interest in the Company that should be disclosed pursuant to the provisions of the Certified Public Accountants Act of Japan.

(TRANSLATION PURPOSE ONLY)
Copy of the Board of Corporate Auditors' Report

AUDIT REPORT

With respect to the Directors' performance of their duties during the 10th business year from April 1, 2014 to March 31, 2015, the Board of Corporate Auditors has prepared this Audit Report after deliberations based on the audit reports prepared by each Corporate Auditor. We hereby report as follows:

1. Method and Contents of Audit by the Corporate Auditors and Board of Corporate Auditors

The Board of Corporate Auditors has established the audit policies, assignment of duties, etc. and received a report from each Corporate Auditor regarding the status of implementation of his/her audit and results thereof. In addition, we have received reports from the Directors and the Accounting Auditor regarding the status of performance of their duties, and requested their explanations as necessary.

In conformity with the Corporate Auditor auditing standards established by the Board of Corporate Auditor, and in accordance with the audit policies and assignment of duties, etc., each Corporate Auditor endeavored to facilitate a mutual understanding with the Directors, the internal audit division and other employees, etc. of the Company, endeavored to collect information and maintain and improve the audit environment, has attended the meetings of the board of directors and other important meetings, received reports on the status of performance of duties from the Directors and other employees and requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets. Also, each Corporate Auditor confirmed the status of the contents of the Board of Directors' resolutions regarding the development and maintenance of the internal control system and the status of the system, which is, precisely speaking, the system to ensure that the Directors' performance of their duties complied with all laws, regulations and the articles of incorporation of the company and other system that are set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a joint stock company (Kabushiki Kaisha). In addition, with regard to the internal controls for financial reporting, we received reports from the Directors and Ernst & Young ShinNihon LLC regarding the evaluation of said internal controls and the auditing activities, and requested explanations as necessary. With respect to the subsidiaries, each Corporate Auditor endeavored to facilitate a mutual understanding and exchanged information with the directors and corporate auditors, etc. of each subsidiary, and received reports on their respective business, including the development status of internal audit system, from the subsidiaries as necessary.

Based on the above-described methods, each Corporate Auditor examined the business report and annexed specifications for the business year.

In addition, each Corporate Auditor confirmed whether the Accounting Auditor maintained its independence and properly conducted its audit, received a report from the Accounting Auditor on the status of their performance of duties, and requested explanations as necessary. Each Corporate Auditor was notified by the Accounting Auditor that it had established systems for ensuring appropriate execution of its duties in accordance with the "Quality Control Standards for Audits," and requested explanations as necessary.

Based on the above-described methods, each Corporate Auditor examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income,

non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and their annexed specifications thereto, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this business year.

2. Results of Audit

(1) Results of Audit of Business Report, etc.

- i) We acknowledge that the business report and the annexed specifications thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
- ii) We acknowledge that no misconduct or violations of laws and regulations, or the Articles of Incorporation was found with respect to the Directors' performance of their duties.
- iii) We acknowledge that the Board of Directors' resolutions with respect to the Internal Control Systems are appropriate. We did not find any matter to be mentioned with respect to the descriptions of the business report and the Director's performance of their duties regarding the development and maintenance of the internal control system including the internal controls for financial reporting.

(2) Results of Audit of Non-consolidated Financial Statements and their Annexed Specifications
We acknowledge that the methods and results of audit performed by the Accounting Auditor, Ernst & Young ShinNihon LLC, are appropriate.

(3) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the Accounting Auditor, Ernst & Young ShinNihon LLC, are appropriate.

May 12, 2015

The Board of Corporate Auditors of
Mitsubishi Chemical Holdings Corporation

Full-time Corporate Auditor	Akira Nakata
Full-time Corporate Auditor	Kazuchika Yamaguchi
Full-time Corporate Auditor (Outside Corporate Auditor)	Takashi Nishida
Outside Corporate Auditor	Kazuhiro Watanabe
Outside Corporate Auditor	Taigi Ito