Asahi Kasei Corporation

3-23 Nakanoshima 3-chome, Kita-ku, Osaka, Japan

June 4, 2010

Notice of Convocation of Asahi Kasei Corporation Shareholders

To Shareholders:

The 119th Ordinary General Meeting of Shareholders of Asahi Kasei Corporation will be convened as described below.

Time: Tuesday, June 29, 2010, 10:00 a.m.
Place: Rose Room, 9th floor, Tokyo Kaikan

2-1 Marunouchi 3-chome, Chiyoda-ku, Tokyo, Japan

Agenda

Reports:

Report of Operating Results for the fiscal year ended March 31, 2010

Consolidated Balance Sheets as of March 31, 2010

Consolidated Statements of Income for the fiscal year ended March 31, 2010

Consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2010

Non-consolidated Balance Sheets as of March 31, 2010

Non-consolidated Statements of Income for the fiscal year ended March 31, 2010

Non-consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2010

Proposals:

Proposal 1 Election of Directors (10 candidates for election)

Proposal 2 Election of Alternate Corporate Auditor (1 candidate for election)

Proposal 3 Grant of Retirement Bonus to Retiring Directors

Please read the attachment and exhibit accompanying this notice carefully. If you will be unable to attend, please exercise your voting right by filling in, signing, and returning the enclosed form by post. In order to be effective, forms to exercise voting rights by post must be received no later than 5:00 p.m. JST, June 28, 2010.

Ichiro Itoh

Chairman & Representative Director

Note: Translation of Japanese document, some notes and reference information omitted.

Attachment 1: Materials pertaining to items to be reported

1. Consolidated Balance Sheets as of March 31, 2010

	aed to the nearest million
Assets	
Current assets	660,408
Cash and deposits	93,928
Notes and accounts receivable, trade	238,931
Marketable securities	985
Merchandise and finished goods	124,557
Work in progress	75,044
Raw materials and supplies	51,484
Deferred tax assets	23,106
Other	54,027
Allowance for doubtful accounts	(1,654)
Noncurrent assets	708,485
Property, plant and equipment	447,497
Buildings and structures	180,366
Machinery, equipment and vehicles	164,885
Land	55,031
Leased assets	4,676
Construction in progress	27,380
Other	15,158
Intangible assets	34,656
Goodwill	5,927
Other	28,729
Investments and other assets	226,331
Investment securities	175,059
Long-term loans receivables	6,074
Deferred tax assets	15,383
Other	29,962
Allowance for doubtful accounts	(147)
Total assets	1,368,892

Liabilities	(724,204)
Current liabilities	434,827
Notes and accounts payable, trade	121,409
Short-term loans payable	93,962
Commercial paper	19,000
Lease obligations	1,123
Income taxes payable	12,160
Accrued expenses	91,371
Advances received	37,815
Provision for repairs	8,191
Provision for product warranties	3,607
Other	46,189
Noncurrent liabilities	289,378
Bonds payable	25,000
Long-term loans payable	121,921
Lease obligations	3,593
Deferred tax liabilities	7,597
Provision for retirement benefits	109,450
Provision for directors' retirement benefits	1,225
Provision for repairs	169
Long-term guarantee deposited	18,321
Other	2,101
Net assets	(644,688)
Shareholders' equity	612,888
Capital stock	103,389
Capital surplus	79,403
Retained earnings	432,114
Treasury stock	(2,017)
Valuation and translation adjustments	20,455
Valuation difference on available-for-sale securities	36,692
Deferred gains or losses on hedges	(109)
Foreign currency translation adjustment	(16,128)
Minority interest	11,346
Total liabilities and net assets	1,368,892

2. Consolidated Statements of Income for the fiscal year ended March 31, 2010

Net sales	1,433,595
Cost of sales	1,100,688
Gross profit	332,907
Selling, general and administrative expenses	275,285
Operating income	57,622
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Non-operating income Interest income	7,891
	1,071
Dividends income	2,276
Equity in earnings of affiliates	1,151
Other	3,394
Non-operating expenses	9,146
Interest expense	3,714
Foreign exchange loss	702
Other	4,730
Ordinary income	56,367
Extraordinary income	6,919
Gain on sales of investment securities	112
Gain on sales of noncurrent assets	152
Gain on change in equity	153
Gain on arbitration award	6,502
Extraordinary loss	17,230
Loss on valuation of investment securities	1,918
Loss on disposal of noncurrent assets	2,944
Impairment loss	836
Environmental expenses	1,482
Business structure improvement expenses	10,050
Income before income taxes	46,056
Income taxes—current	17,107
Income taxes—deferred	3,377
Minority interests in income	286
Net income	25,286

3. Consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2010

	Shareholders' equity					
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity	
Balance at March 31, 2009	103,389	79,404	418,292	(1,946)	599,139	
Changes during the fiscal year						
Dividends from surplus			(11,188)		(11,188)	
Net income			25,286		25,286	
Purchase of treasury stock				(96)	(96)	
Disposal of treasury stock		(1)		25	24	
Change of scope of consolidation			(10)		(10)	
Change of scope of equity method			(267)		(267)	
Net changes of items other than shareholders' equity						
Total changes of items during the period	_	(1)	13,821	(71)	13,749	
Balance at March 31, 2010	103,389	79,403	432,114	(2,017)	612,888	

	Valua	Valuation and translation adjustments				
	Valuation difference on available-for-sale securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Total valuation and translation adjustments	Minority interest	Total net assets
Balance at March 31, 2009	23,301	(178)	(18,416)	4,708	7,504	611,351
Changes during the fiscal year						
Dividends from surplus						(11,188)
Net income						25,286
Purchase of treasury stock						(96)
Disposal of treasury stock						24
Change of scope of consolidation						(10)
Change of scope of equity method						(267)
Net changes of items other than shareholders' equity	13,391	68	2,287	15,747	3,841	19,588
Total changes of items during the period	13,391	68	2,287	15,747	3,841	33,338
Balance at March 31, 2010	36,692	(109)	(16,128)	20,455	11,346	644,688

4. Non-consolidated Balance Sheets as of March 31, 2010

Assets	
Current assets	212,089
Cash and deposits	113
Supplies	100
Advance payments, trade	9
Prepaid expenses	2,083
Deferred tax assets	863
Accounts receivable, other	14,845
Short-term loans receivable to subsidiaries and affiliates	147,042
Advances paid	46,577
Other	456
Noncurrent assets	506,556
	75,322
Property, plant and equipment	20,708
Buildings Structures	
	2,917
Machinery and equipment	2,528
Vehicles	33
Tools, furniture and fixtures	2,503
Land	46,168
Construction in progress	465
Intangible assets	3,916
Software	2,688
Patent rights and others	1,228
Investments and other assets	427,318
Investment securities	83,268
Stocks of subsidiaries and affiliates	256,200
Investments in capital	12
Long-term loans receivables	46
Long-term loans receivable from subsidiaries and affiliates	82,390
Long-term prepaid expenses	367
Other	5,045
Allowance for doubtful accounts	(11)
Total assets	718,645

Liabilities	(330,450)
Current liabilities	156,263
Notes payable, trade	13
Short-term loans payable	64,000
Commercial paper	19,000
Current portion of long-term loans payable	13,520
Accounts payable, other	26,221
Income taxes payable	4,767
Accrued expenses	15,245
Advances received	55
Deposits received	2,947
Notes payable, trade, for subsidiaries and affiliates	3,512
Other	6,984
Noncurrent liabilities	174,187
Bonds	25,000
Long-term loans payable	114,500
Deferred tax liabilities	21,730
Provision for retirement benefits	12,321
Provision for directors' retirement benefits	597
Long-term guarantee deposited	39
Net assets	(388,195)
Shareholders' equity	360,087
Capital stock	103,389
Capital surplus	79,403
Legal capital surplus	79,396
Other capital surplus	6
Retained earnings	179,312
Legal retained earnings	25,847
Other retained earnings	153,465
Reserve for special depreciation	161
Reserve for advanced depreciation of noncurrent assets	10,993
Reserve for dividend equalization	7,000
General reserve	82,000
Retained earnings brought forward	53,310
Treasury stock	(2,017)
Valuation and translation adjustments	28,108
Valuation difference on available-for-sale securities	28,108
Total liabilities and net assets	718,645

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Operating revenue	17,034
Dividend income from subsidiaries and affiliates	9,929
Rent income of real estate from subsidiaries and affiliates	7,105
Operating expenses	13,831
General and administrative expenses	13,831
Operating income	3,204
Non-operating income	5,214
Interest and dividend income	4,548
Other	666
Non-operating expenses	3,775
Interest expense	2,699
Other	1,076
Ordinary income	4,643
Extraordinary income	636
Gain on sales of noncurrent assets	636
Extraordinary loss	721
Loss on valuation of investment securities	118
Loss on disposal of noncurrent assets	314
Impairment loss	198
Environmental expenses	90
Income before income taxes	4,559
Income taxes—current	(3,047)
Income taxes—deferred	1,104
Net income	6,502

	Shareholders' equity							
		Ca	pital surpl	us			ed earnings	
			(0			Othe	r retained ea	rnings
	Capital stock	Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Reserve for special depreciation	Reserve for advanced depreciation of noncurrent assets	Reserve for dividend equalization
Balance at March 31, 2009	103,389	79,396	8	79,404	25,847	113	10,916	7,000
Changes during the fiscal year								
Provision of reserve for special depreciation						116		
Reversal of reserve for special depreciation						(68)		
Provision of reserve for advanced depreciation of noncurrent assets							703	
Reversal of reserve for advanced depreciation of noncurrent assets							(625)	
Dividends from surplus								
Net income								
Decrease by corporate division— split-off type								
Purchase of treasury stock								
Disposal of treasury stock			(1)	(1)				
Net changes of items other than shareholders' equity								
Total changes of items during the period	_		(1)	(1)	_	48	77	_
Balance at March 31, 2010	103,389	79,396	6	79,403	25,847	161	10,993	7,000

			eholders' ed	quity		Valuati transl adjust		
	Ret	ained earn	iings			S		
	Other r	etained			uity	on itie	ts	
	earr	ings	sgu	,	ь	ce c	nd	
	General reserve	Retained earnings brought forward	Total retained earnings	Treasury stock	Total shareholders' equity	Valuation difference on available-for-sale securities	Total valuation and translation adjustments	Total net assets
Balance at March 31, 2009	82,000	60,175	186,052	(1,946)	366,898	18,299	18,299	385,197
Changes during the fiscal year								
Provision of reserve for special depreciation		(116)	_		-			_
Reversal of reserve for special depreciation		68	_		-			_
Provision of reserve for advanced depreciation of noncurrent assets		(703)	_		_			_
Reversal of reserve for advanced depreciation of noncurrent assets		625	_		-			_
Dividends from surplus		(11,188)	(11,188)		(11,188)			(11,188)
Net income		6,502	6,502		6,502			6,502
Decrease by corporate division— split-off type		(2,054)	(2,054)		(2,054)			(2,054)
Purchase of treasury stock				(96)	(96)			(96)
Disposal of treasury stock				25	24			24
Net changes of items other than shareholders' equity						9,809	9,809	9,809
Total changes of items during the period	_	(6,865)	(6,740)	(71)	(6,812)	9,809	9,809	2,997
Balance at March 31, 2010	82,000	53,310	179,312	(2,017)	360,087	28,108	28,108	388,195

Exhibit 1: Reference Materials for the General Meeting of Shareholders

Proposal 1 Election of Directors

The term of office of the following ten Directors shall expire at the close of this Ordinary General Meeting of Shareholders: Messrs. Nobuo Yamaguchi, Shiro Hiruta, Ichiro Itoh, Taketsugu Fujiwara, Kiyoshi Tsujita, Yuji Mizuno, Yoshio Hayashi, Yuzo Seto, Yukiharu Kodama, and Morio Ikeda.

The Board of Directors recommends that the following ten candidates be elected Director:

Candidates Messrs. Yuzo Seto, Yukiharu Kodama, and Morio Ikeda meet the requirements for Outside Director as stipulated in relevant law and regulation.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
1	Nobuo Yamaguchi December 23, 1924	55,000	 April 1952: joined Asahi Kasei June 1976: elected Director November 1978: Managing Director June 1981: Representative Director* June 1981: Executive Vice President April 1992: Chairman April 2010: Honorary Chairman* Notable concurrent offices Director, Asahi Breweries, Ltd. Director, Nippon Television Network Corp. Director, Shoko Chukin Bank Corporate Auditor, The Yomiuri Shimbun Holdings
2	Ichiro Itoh July 6, 1942	62,000	 April 1966: joined Asahi Kasei June 2001: elected Director February 2003: Managing Director June 2003: Director June 2003: Primary Executive Officer April 2006: Vice-Presidential Executive Officer April 2010: Representative Director* April 2010: Chairman*
3	Taketsugu Fujiwara February 19, 1947	27,000	 April 1969: joined Asahi Kasei June 2000: elected Director April 2003: Asahi Kasei Chemicals President and Representative Director June 2003: retired as Director June 2003: Senior Executive Officer September 2003: retired as Senior Executive Officer October 2003: Asahi Kasei Chemicals Presidential Executive Officer April 2009: Vice-Presidential Executive Officer June 2009: elected Director April 2010: Representative Director* April 2010: President* April 2010: Presidential Executive Officer*

^{*} Position held at present.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
4	Tsutomu Inada November 13, 1948	18,000	 April 1972: joined Asahi Kasei October 2003: Asahi Kasei Pharma Director October 2003: Asahi Kasei Pharma Executive Officer April 2005: Asahi Kasei Pharma Senior Executive Officer April 2006: Asahi Kasei Pharma Primary Executive Officer January 2007: Executive Officer April 2008: Asahi Kasei Pharma President & Representative Director April 2008: Asahi Kasei Pharma Presidential Executive Officer April 2008: Asahi Kasei Pharma Presidential Executive Officer April 2008: Asahi Kasei Kuraray Medical Director April 2008: Asahi Kasei Medical Director April 2010: Senior Executive Officer*
5	Koji Fujiwara May 9, 1949	36,000	 April 1972: joined Asahi Kasei April 2004: Executive Officer June 2007: elected Director April 2008: Asahi Kasei Chemicals Director April 2008: Asahi Kasei Chemicals Primary Executive Officer April 2010: Senior Executive Officer* Notable concurrent offices President & Representative Director, Asahi Finance Co., Ltd.
6	Yuji Mizuno April 3, 1952	21,000	 April 1975: joined Asahi Kasei April 2007: Executive Officer June 2007: elected Director* April 2009: Lead Executive Officer April 2010: Senior Executive Officer*
7	Masanori Mizunaga February 28, 1949	31,000	 April 1971: joined Asahi Kasei October 2003: Executive Officer April 2007: Lead Executive Officer April 2010: Senior Executive Officer*
8	Yuzo Seto February 25, 1930	18,000	 April 1953: joined Asahi Breweries, Ltd. March 1981: Director, Asahi Breweries September 1992: President and Representative Director, Asahi Breweries January 1999: Chairman and Representative Director, Asahi Breweries January 2002: Advisory Director, Asahi Breweries March 2003: Advisor to the Board, Asahi Breweries June 2007: elected Director* Notable concurrent offices Director, Imperial Hotel Ltd.

^{*} Position held at present.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
9	Yukiharu Kodama May 9, 1934	12,000	 April 1957: joined Ministry of International Trade and Industry (MITI) June 1989: MITI Administrative Vice-Minister June 1991: retired from MITI June 1993: President, Shoko Chukin Bank July 2001: President, Japan Information Processing Development Corp. June 2007: elected Director* November 2007: President, The Mechanical Social Systems Foundation* Notable concurrent offices Director, Hoya Corp. Corporate Auditor, Yomiuri Land Co., Ltd. Corporate Auditor, Tokyo Dome Corp.
10	Morio Ikeda December 25, 1936	5,000	 April 1961: joined Shiseido Corp. June 1990: Director, Shiseido Corp. June 2001: President and Representative Director, Shiseido Corp. June 2005: Chairman, Shiseido Corp. June 2006: Senior Adviser, Shiseido Corp.* June 2008: elected Director* Notable concurrent offices Director, Komatsu Ltd. Director, Isetan Mitsukoshi Holdings Ltd.

* Position held at present.

Notes:

- Mr. Yuzo Seto is a candidate for the position of Outside Director in accordance with relevant law and regulation. The term of his office as Outside Director of the Company will be three years at the close of this Ordinary General Meeting of Shareholders. The Board of Directors recommends his election as Outside Director so that his wealth of business management experience and broad range of insight may be reflected in the Company's operations.
- Mr. Yukiharu Kodama is a candidate for the position of Outside Director in accordance with relevant law and
 regulation. The term of his office as Outside Director of the Company will be three years at the close of this
 Ordinary General Meeting of Shareholders. Although he has not been involved in corporate management
 other than formerly as Outside Director or Outside Corporate Auditor, the Board of Directors recommends his
 election as Outside Director so that his wealth of experience and broad range of insight into the world of
 business may be reflected in the Company's operations.
- Mr. Morio Ikeda is a candidate for the position of Outside Director in accordance with relevant law and regulation. The term of his office as Outside Director of the Company will be two years at the close of this Ordinary General Meeting of Shareholders. The Board of Directors recommends his election as Outside Director so that his wealth of business management experience and broad range of insight may be reflected in the Company's operations.

In July 2005 Komatsu Ltd., where Mr. Morio Ikeda has served as Outside Director since June 2005, purchased its own shares of common stock prior to the announcement of the dissolution of its subsidiary Komatsu Finance (Netherlands) B.V., which had ceased operations, without recognizing that such dissolution corresponded to a material fact (a fact that would influence the investment decisions of investors) as stipulated in the Securities and Exchange Law of Japan (currently the Financial Products Trading Law). However, an investigation by the Securities and Exchange Surveillance Commission of Japan concluded that the dissolution of said subsidiary constituted a material fact, and that Komatsu's purchase of its own shares prior to the announcement of said dissolution was thus deemed to be prohibited under said law. In March 2007, in accordance with a recommendation to do so by the Securities and Exchange Surveillance Commission, the Financial Services Agency of Japan ordered Komatsu to pay a surcharge pursuant to said law, and in April 2007 Komatsu paid the surcharge of 43,780,000 yen to the Financial Services Agency. Mr. Morio Ikeda has regularly made recommendations from the perspective of legal compliance, and through deliberation at meetings of Komatsu's Board of Directors after said incident came to light he promoted the enhancement of compliance and internal control systems and the thorough education of employees to prevent similar incidents.

compliance and internal control systems and the thorough education of employees to prevent similar incidents.

Between December 2007 and July 2008 Isetan Co., Ltd, subsidiary of Isetan Mitsukoshi Holdings Ltd.,
where Mr. Morio Ikeda has served as Outside Director since April 2008, marketed a women's stole product
labeled "50% cashmere, 50% silk" despite the fact that the product contained no cashmere. On December 10,
2008, Japan's Fair Trade Commission issued an abatement order to said subsidiary based on Article 4,
Paragraph 1, of the Act against Unjustifiable Premiums and Misleading Representations. Mr. Morio Ikeda has
regularly made recommendations from the perspective of legal compliance, and through deliberation at

- meetings of Isetan Mitsukoshi Holding's Board of Directors after said incident came to light he promoted the enhancement of compliance and internal control systems and the thorough education of employees to prevent similar incidents.
- In accordance with Article 427, Paragraph 1, of the Corporation Law, the Company has concluded agreements with Mr. Yuzo Seto, Mr. Yukiharu Kodama, and Mr. Morio Ikeda which limit their liability as specified in Article 423, Paragraph 1, of the Corporation Law, the amount of their individual liability being either ¥10 million or the minimum amount stipulated by law or ordinance, whichever is higher.

Proposal 2 Election of Alternate Corporate Auditor

The Board of Directors recommends the election of an Alternate Corporate Auditor to assume the office of Corporate Auditor in case the number of Corporate Auditors falls below the number stipulated in relevant law and regulation or in case the number of Outside Corporate Auditors becomes less than half of the number of Corporate Auditors. Prior agreement of the Board of Corporate Auditors has been obtained regarding the submission of this proposal.

The Board of Directors recommends that the following candidate be elected Alternate Corporate Auditor:

Mr. Hiroshi Honma meets the requirements for Outside Corporate Auditor as stipulated in relevant law and regulation.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
1	Hiroshi Honma February 21, 1937	1,000	 April 1959: joined Nippon Light Metal Co., Ltd. August 1978: registered Certified Public Accountant June 1990: Director, Nippon Light Metal Co., Ltd. June 1993: Standing Auditor, Nippon Light Metal Co., Ltd. June 2001: Adviser, Nippon Light Metal Co., Ltd. June 2006: elected Alternate Corporate Auditor*

^{*} Position held at present.

Notes:

- Mr. Hiroshi Honma is a candidate for the position of Alternate Outside Corporate Auditor. The Board of Directors recommends his election as Alternate Outside Corporate Auditor as his wealth of experience related to corporate management and broad range of insight would enable him to effectively perform the duties of the office of Outside Corporate Auditor.
- In accordance with Article 427, Paragraph 1, of the Corporation Law, the Company plans to conclude an agreement with Mr. Hiroshi Honma, if he assumes the office of Corporate Auditor, which would limit his liability as specified in Article 423, Paragraph 1, of the Corporation Law, the amount of his liability being either ¥10 million or the minimum amount stipulated by law or ordinance, whichever is higher.

Attachments to Notice of Convocation of 119th Ordinary General Meeting of Shareholders of Asahi Kasei Corporation
June 4, 2010
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Proposal 3 Grant of Retirement Bonus to Retiring Directors

The term of office of Mr. Shiro Hiruta, Mr. Kiyoshi Tsujita, and Mr. Yoshio Hayashi as Director shall expire at the close of this Ordinary General Meeting of Shareholders. In recognition of the services they performed in the office of Director, the Board of Directors recommends that a retirement bonus be granted to each of them in an appropriate amount in accordance with the Company's standards. It is proposed that determination of the specific amount, time, and method of each of these grants be entrusted to the Board of Directors.

Name	Career summary
Shiro Hiruta	June 1997: elected Director Lune 1990: Managing Director
	June 1999: Managing Director Lyng 2001: Senior Managing Director
	June 2001: Senior Managing Director Lyne 2002: Everytive Vice President
	June 2002: Executive Vice President April 2002: Representative Director
	April 2003: Representative Director April 2003: President
	April 2003: PresidentApril 2010: Director*
Vivoahi Taviita	• June 2005: elected Director*
Kiyoshi Tsujita	• Julie 2005, elected Director
Yoshio Hayashi	• June 2008: elected Director*

^{*} Position held at present.