

June 4, 2013

Notice of Convocation of Asahi Kasei Corporation Shareholders

To Shareholders:

The 122nd Ordinary General Meeting of Shareholders of Asahi Kasei Corporation (the Company) will be convened as described below.

Time: Thursday, June 27, 2013, 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, 2013
Consolidated Balance Sheets as of March 31, 2013
Consolidated Statements of Income for the fiscal year ended March 31, 2013
Consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2013
Non-consolidated Balance Sheets as of March 31, 2013
Non-consolidated Statements of Income for the fiscal year ended March 31, 2013
Non-consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2013

Proposals:

Proposal 1 Election of Directors (10 candidates for election)
Proposal 2 Election of Corporate Auditors (2 candidates for election)
Proposal 3 Election of Alternate Corporate Auditor (1 candidate for election)
Proposal 4 Grant of Retirement Bonus to Retiring Directors and a Retiring Corporate Auditor

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 26, 2013.

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, 2013

(millions of yen, rounded to the nearest million)

Assets	
Current assets	819,469
Cash and deposits	109,513
Notes and accounts receivable—trade	306,222
Short-term investment securities	124
Merchandise and finished goods	145,470
Work in progress	100,513
Raw materials and supplies	63,695
Deferred tax assets	21,945
Other	73,619
Allowance for doubtful accounts	(1,631)
Noncurrent assets	980,702
Property, plant and equipment	461,581
Buildings and structures	187,425
Machinery, equipment and vehicles	153,631
Land	58,176
Lease assets	6,806
Construction in progress	41,482
Other	14,060
Intangible assets	255,417
Goodwill	134,303
Other	121,114
Investments and other assets	263,704
Investment securities	224,903
Long-term loans receivable	5,248
Deferred tax assets	8,487
Other	25,311
Allowance for doubtful accounts	(245)
Total assets	1,800,170

Liabilities	975,719
Current liabilities	602,864
Notes and accounts payable—trade	172,630
Short-term loans payable	113,043
Commercial paper	70,000
Current portion of bonds	5,000
Lease obligations	2,415
Accrued expenses	91,646
Income taxes payable	13,978
Advances received	61,953
Provision for periodic repairs	2,359
Provision for product warranties	2,143
Provision for removal cost of property, plant and equipment	1,910
Asset retirement obligations	722
Other	65,064
Noncurrent liabilities	372,855
Bonds payable	40,000
Long-term loans payable	146,929
Lease obligations	4,051
Deferred tax liabilities	39,985
Provision for retirement benefits	107,776
Provision for directors' retirement benefits	767
Provision for periodic repairs	4,255
Provision for removal cost of property, plant and equipment	2,960
Asset retirement obligations	2,834
Long-term guarantee deposited	18,396
Other	4,902
Net assets	824,451
Shareholders' equity	733,918
Capital stock	103,389
Capital surplus	79,403
Retained earnings	553,557
Treasury stock	(2,431)
Accumulated other comprehensive income	78,162
Net unrealized gain on other securities	62,622
Deferred gains or losses on hedges	(900)
Foreign currency translation adjustments	16,440
Minority interests	12,371
Total liabilities and net assets	1,800,170

2. Consolidated Statements of Income for the fiscal year ended March 31, 2013

(millions of yen, rounded to the nearest million)

Net sales	1,666,640
Cost of sales	1,239,452
Gross profit	427,188
Selling, general and administrative expenses	335,228
Operating income	91,960
Non-operating income	13,821
Interest income	1,301
Dividends income	2,949
Foreign exchange gains	4,285
Insurance income	1,661
Other	3,623
Non-operating expenses	10,656
Interest expense	3,339
Equity in losses of affiliates	166
Costs associated with idle portion of facilities	2,190
Other	4,961
Ordinary income	95,125
Extraordinary income	328
Gain on sales of investment securities	81
Gain on sales of noncurrent assets	247
Extraordinary loss	13,151
Loss on valuation of investment securities	511
Loss on disposal of noncurrent assets	4,011
Impairment loss	2,069
Environmental expenses	206
Business structure improvement expenses	6,355
Income before income taxes and minority interests	82,302
Income taxes—current	27,873
Income taxes—deferred	526
Income before minority interests	53,903
Minority interests in income	191
Net income	53,712

3. Consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2013

(millions of yen, rounded to the nearest million)

	Shareholders' equity				
	Capital stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at beginning of fiscal year	103,389	79,404	516,401	(2,388)	696,805
Changes during the fiscal year					
Dividends from surplus			(19,567)		(19,567)
Net income			53,712		53,712
Purchase of treasury stock				(49)	(49)
Disposal of treasury stock		(0)		6	6
Change of scope of consolidation			(8)		(8)
Effect of change in the reporting period of consolidated subsidiaries and affiliates			3,020		3,020
Net changes of items other than shareholders' equity					
Total changes of items during the period	—	(0)	37,156	(43)	37,113
Balance at end of fiscal year	103,389	79,403	553,557	(2,431)	733,918

	Accumulated other comprehensive income				Minority interests	Total net assets
	Net unrealized gain on other securities	Deferred gains or losses on hedges	Foreign currency translation adjustment	Total accumulated other comprehensive income		
Balance at beginning of fiscal year	40,148	(1,734)	(28,374)	10,040	12,439	719,285
Changes during the fiscal year						
Dividends from surplus						(19,567)
Net income						53,712
Purchase of treasury stock						(49)
Disposal of treasury stock						6
Change of scope of consolidation						(8)
Effect of change in the reporting period of consolidated subsidiaries and affiliates						3,020
Net changes of items other than shareholders' equity	22,474	834	44,814	68,122	(68)	68,054
Total changes of items during the period	22,474	834	44,814	68,122	(68)	105,167
Balance at end of fiscal year	62,622	(900)	16,440	78,162	12,371	824,451

4. Non-consolidated Balance Sheets as of March 31, 2013

(millions of yen, rounded to the nearest million)

Assets	
Current assets	359,171
Cash and deposits	50,380
Supplies	233
Prepaid expenses	1,528
Deferred tax assets	716
Accounts receivable—other	13,016
Short-term loans receivable from subsidiaries and affiliates	238,210
Advances paid	54,975
Other	112
Noncurrent assets	723,872
Property, plant and equipment	71,845
Buildings	18,967
Structures	2,477
Machinery and equipment	2,040
Vehicles	27
Tools, furniture and fixtures	1,935
Land	45,799
Lease assets	3
Construction in progress	597
Intangible assets	15,506
Software	14,986
Lease assets	93
Patent rights and others	428
Investments and other assets	636,521
Investment securities	112,311
Stocks of subsidiaries and affiliates	421,263
Investments in capital	12
Long-term loans receivable	36
Long-term loans receivable from subsidiaries and affiliates	97,952
Long-term prepaid expenses	350
Other	4,597
Total assets	1,083,043

Liabilities	645,075
Current liabilities	426,945
Notes payable—trade	16
Short-term loans payable	64,000
Commercial paper	70,000
Current portion of bonds	5,000
Current portion of long-term loans payable	32,732
Short-term loans payable to subsidiaries and affiliates	179,903
Current portion of long-term loans payable to subsidiaries and affiliates	300
Lease obligations	31
Accounts payable—other	39,910
Accrued expenses	10,928
Income taxes payable	6,582
Advances received	30
Deposits received	3,137
Notes payable—alternative payment	4,264
Other	10,111
Noncurrent liabilities	218,130
Bonds payable	40,000
Long-term loans payable	132,377
Lease obligations	65
Deferred tax liabilities	28,080
Provision for retirement benefits	16,842
Provision for directors' retirement benefits	261
Long-term guarantee deposited	462
Other	44
Net assets	437,968
Shareholders' equity	389,113
Capital stock	103,389
Capital surplus	79,403
Legal capital surplus	79,396
Other capital surplus	7
Retained earnings	208,752
Legal retained earnings	25,847
Other retained earnings	182,905
Reserve for special depreciation	77
Reserve for advanced depreciation of noncurrent assets	11,837
Reserve for dividend equalization	7,000
General reserve	82,000
Retained earnings brought forward	81,991
Treasury stock	(2,431)
Valuation and translation adjustments	48,855
Net unrealized gain on other securities	48,855
Total liabilities and net assets	1,083,043

5. Non-consolidated Statements of Income for the fiscal year ended March 31, 2013

(millions of yen, rounded to the nearest million)

Operating revenue	29,827
Dividends income from subsidiaries and affiliates	23,145
Rent income of real estate from subsidiaries and affiliates	6,681
Operating expenses	10,406
General and administrative expenses	10,406
Operating income	19,420
Non-operating income	5,835
Interest and dividends income	4,926
Other	909
Non-operating expenses	4,620
Interest expenses	2,793
Miscellaneous loss	1,827
Ordinary income	20,635
Extraordinary income	1,094
Gain on sales of noncurrent assets	1,094
Extraordinary loss	1,716
Loss on disposal of noncurrent assets	587
Impairment loss	1,129
Income before income taxes	20,013
Income taxes—current	796
Income taxes—deferred	(1,389)
Net income	20,607

6. Non-consolidated Statements of Changes in Net Assets for the fiscal year ended March 31, 2013

(millions of yen, rounded to the nearest million)

	Shareholders' equity							
	Capital stock	Capital surplus			Retained earnings			
		Legal capital surplus	Other capital surplus	Total capital surplus	Legal retained earnings	Other retained earnings		
						Reserve for special depreciation	Reserve for advanced depreciation of noncurrent assets	Reserve for dividend equalization
Balance at beginning of fiscal year	103,389	79,396	7	79,404	25,847	89	12,363	7,000
Changes during the fiscal year								
Provision of reserve for special depreciation						21		
Reversal of reserve for special depreciation						(33)		
Provision of reserve for advanced depreciation of noncurrent assets							36	
Reversal of reserve for advanced depreciation of noncurrent assets							(563)	
Dividends from surplus								
Net income								
Purchase of treasury stock								
Disposal of treasury stock			(0)	(0)				
Net changes of items other than shareholders' equity								
Total changes of items during the period	—	—	(0)	(0)	—	(12)	(527)	—
Balance at end of fiscal year	103,389	79,396	7	79,403	25,847	77	11,837	7,000

	Shareholders' equity					Valuation and translation adjustments			Total net assets
	Retained earnings			Treasury stock	Total shareholders' equity	Net unrealized gain on other securities	Deferred gains or losses on hedges	Total valuation and translation adjustments	
	Other retained earnings		Total retained earnings						
	General reserve	Retained earnings brought forward							
Balance at beginning of fiscal year	82,000	80,413	207,712	(2,388)	388,117	30,631	(1,298)	29,334	417,450
Changes during the fiscal year									
Provision of reserve for special depreciation		(21)	—		—				—
Reversal of reserve for special depreciation		33	—		—				—
Provision of reserve for advanced depreciation of noncurrent assets		(36)	—		—				—
Reversal of reserve for advanced depreciation of noncurrent assets		563	—		—				—
Dividends from surplus		(19,567)	(19,567)		(19,567)				(19,567)
Net income		20,607	20,607		20,607				20,607
Purchase of treasury stock				(49)	(49)				(49)
Disposal of treasury stock				6	6				6
Net changes of items other than shareholders' equity						18,224	1,298	19,522	19,522
Total changes of items during the period	—	1,578	1,040	(43)	996	18,224	1,298	19,522	20,518
Balance at end of fiscal year	82,000	81,991	208,752	(2,431)	389,113	48,855	—	48,855	437,968

Exhibit 1: Reference Materials for the General Meeting of Shareholders

Proposal 1 Election of Directors

The term of office of the following nine Directors shall expire at the close of this Ordinary General Meeting of Shareholders: Messrs. Ichiro Itoh, Taketsugu Fujiwara, Koji Fujiwara, Yasuyuki Yoshida, Hideki Kobori, Hiroshi Kobayashi, Masafumi Nakao, Yukiharu Kodama, and Norio Ichino. The term of office of another Director, Mr. Morio Ikeda, ended with his decease on May 20, 2013.

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

Candidates Messrs. Yukiharu Kodama and Norio Ichino, and Ms. Masumi Shiraishi 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	Ichiro Itoh July 6, 1942	99,000	<ul style="list-style-type: none"> • April 1966: joined Asahi Kasei • June 2001: 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* <p><i>Notable concurrent offices</i></p> <ul style="list-style-type: none"> • Director, Asahi Group Holdings, Ltd.
2	Taketsugu Fujiwara February 19, 1947	37,000	<ul style="list-style-type: none"> • April 1969: joined Asahi Kasei • June 2000: 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: Director • April 2010: Representative Director* • April 2010: President* • April 2010: Presidential Executive Officer*
3	Hideki Kobori February 2, 1955	20,000	<ul style="list-style-type: none"> • April 1978: joined Asahi Kasei • April 2008: Asahi Kasei Microdevices Director • April 2008: Asahi Kasei Microdevices Senior Executive Officer • April 2009: Asahi Kasei Microdevices Primary Executive Officer • April 2010: Asahi Kasei Microdevices President & Representative Director • April 2010: Asahi Kasei Microdevices Presidential Executive Officer • April 2012: Senior Executive Officer* • June 2012: Director*

* Position held at present.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
4	Hiroshi Kobayashi March 1, 1955	13,000	<ul style="list-style-type: none"> • April 1979: joined Asahi Kasei • June 2004: Asahi Kasei Construction Materials Director • June 2004: Asahi Kasei Construction Materials Senior Executive Officer • April 2007: Asahi Kasei Construction Materials President & Representative Director • April 2007: Asahi Kasei Construction Materials Presidential Executive Officer • April 2008: Asahi Kasei Homes Director • April 2012: Lead Executive Officer • June 2012: Director* • April 2013: Senior Executive Director*
5	Masafumi Nakao November 1, 1952	20,000	<ul style="list-style-type: none"> • April 1978: joined Asahi Kasei • April 2009: Asahi Kasei Microdevices Director • April 2009: Asahi Kasei Microdevices Executive Officer • April 2012: Lead Executive Officer* • June 2012: Director*
6	Hiroshi Sawayama April 19, 1953	10,000	<ul style="list-style-type: none"> • April 1979: joined Asahi Kasei • April 2009: General Manager, Legal Dept.* • April 2012: Lead Executive Officer* • April 2012: General Manager, General Affairs
7	Yoshihiro Wada January 17, 1954	11,000	<ul style="list-style-type: none"> • April 1979: joined Asahi Kasei • April 2008: Asahi Kasei Pharma General Manager, Corporate Planning & Coordination Division • April 2010: Asahi Kasei Pharma Executive Officer • April 2011: Executive Officer • April 2011: General Manager, Corporate HR & Labor Relations • April 2013: Lead Executive Officer*
8	Yukiharu Kodama May 9, 1934	27,000	<ul style="list-style-type: none"> • 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: Director, the Company* • November 2007: President, The Mechanical Social Systems Foundation* <p><i>Notable concurrent offices</i></p> <ul style="list-style-type: none"> • Director, Hoya Corp. • Corporate Auditor, Yomiuri Land Co., Ltd. • Corporate Auditor, Tokyo Dome Corp.

* Position held at present.

Candidate No.	Name, date of birth	Asahi Kasei shares held	Career summary
9	Norio Ichino January 1, 1941	9,000	<ul style="list-style-type: none"> • April 1964: joined Tokyo Gas Co., Ltd. • June 1996: Director, Tokyo Gas Co., Ltd. • June 2003: President and Representative Director, Tokyo Gas Co., Ltd. • June 2003: Executive President, Tokyo Gas Co., Ltd. • April 2006: Director and Vice Chairman of the Board, Tokyo Gas Co., Ltd. • April 2007: Director and Chairman of the Board, Tokyo Gas Co., Ltd. • April 2010: Director and Executive Advisor, Tokyo Gas Co., Ltd. • June 2010: Executive Advisor, Tokyo Gas Co., Ltd.* • June 2011: Director, the Company*
10	Masumi Shiraishi November 6, 1958	0	<ul style="list-style-type: none"> • May 1989: joined NLI Research Institute • April 2001: Head Researcher, NLI Research Institute • April 2002: Assistant Professor, Department of Economics, Toyo University • April 2006: Professor, Department of Economics, Toyo University • April 2007: Professor, Faculty of Policy Studies, Kansai University* <p>Notable concurrent offices</p> <ul style="list-style-type: none"> • Director, JP-Holdings, Inc.

* Position held at present.

Notes:

- Messrs. Hiroshi Sawayama and Yoshihiro Wada, and Ms. Masumi Shiraishi are new candidates for election as Director.
- There is no special interest between each candidate and the Company.
- 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 six years at the close of this Ordinary General Meeting of Shareholders. Although he has not been involved in corporate management other than 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. Norio Ichino 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.
- Ms. Masumi Shiraishi is a candidate for the position of Outside Director in accordance with relevant law and regulation. Although she has not been involved in corporate management other than as Outside Director or Outside Corporate Auditor, the Board of Directors recommends her election as Outside Director so that her wealth of experience and broad range of insight into economics and society as a researcher may be reflected in the Company's operations.
- In accordance with Article 427, Paragraph 1, of the Corporation Law, the Company has concluded agreements with Messrs. Yukiharu Kodama and Norio Ichino 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. The Company plans to conclude a similar agreement with Ms. Masumi Shiraishi, if elected.
- The relevant financial instruments exchanges have been notified that Messrs. Yukiharu Kodama and Norio Ichino are designated as Independent Director/Auditor in accordance with applicable rules and regulations, and will also be notified of same regarding Ms. Masumi Shiraishi, if elected.

Proposal 2 Election of Corporate Auditors

The term of office of Messrs. Kenji Nakamae and Yuji Aoki as Corporate Auditor shall expire at the close of this Ordinary General Meeting of Shareholders.

The Board of Directors recommends that the following two candidates be elected Corporate Auditor.

Prior agreement of the Board of Corporate Auditors has been obtained regarding the submission of this proposal.

Candidate Mr. Koji Kobayashi 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	Hajime Nagahara September 25, 1953	10,000	<ul style="list-style-type: none"> • April 1978: joined Asahi Kasei • April 2006: Asahi Kasei Chemicals Executive Officer • April 2007: Asahi Kasei Chemicals Director • April 2007: Asahi Kasei Chemicals Senior Executive Officer • May 2007: Executive Officer • May 2007: Asahi Kasei Microdevices Director • April 2008: Asahi Kasei Chemicals General Manager, Laboratory of Plastics • April 2013: Advisor to the President*
2	Koji Kobayashi January 3, 1942	4,000	<ul style="list-style-type: none"> • April 1966: joined Yamada Certified Public Accountant Office • October 1967: joined Price Waterhouse • May 1970: registered Certified Public Accountant • July 1984: Partner (<i>Daihyo-shain</i>), Aoyama Audit Corp.; Partner, Price Waterhouse • April 2000: Partner (<i>Daihyo-shain</i>), Chuo Aoyama Audit Corp.; Partner, PricewaterhouseCoopers • October 2006: Proprietor, Kobayashi Koji Certified Public Accountant Office* • June 2011: Alternate Corporate Auditor, the Company* <p>Notable concurrent offices</p> <ul style="list-style-type: none"> • Corporate Auditor, Felissimo Corp.

* Position held at present.

Notes:

- Messrs. Hajime Nagahara and Koji Kobayashi are new candidates for election as Corporate Auditor.
- There is no special interest between each candidate and the Company.
- Mr. Koji Kobayashi is a candidate for the position of Outside Corporate Auditor in accordance with relevant law and regulation. Although he has not been involved in corporate management other than as Outside Director or Outside Corporate Auditor, the Board of Directors recommends his election as Outside Corporate Auditor as his wealth of experience related to corporate finance and accounting and his 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. Koji Kobayashi, if elected, which limits his liability as specified in Article 423, Paragraph 1, of the Corporation Law, the amount of his individual liability being either ¥10 million or the minimum amount stipulated by law or ordinance, whichever is higher.
- If Mr. Koji Kobayashi is elected, the relevant financial instruments exchanges will be notified of his designation as Independent Director/Auditor in accordance with applicable rules and regulations.

Proposal 3 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.

Candidate Mr. Akira Yamate 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	Akira Yamate November 23, 1952	0	<ul style="list-style-type: none">• November 1977: joined Price Waterhouse• March 1983: registered Certified Public Accountant• July 1991: Partner (<i>Daihyo-shain</i>), Aoyama Audit Corp.; Partner, Price Waterhouse• April 2000: Partner (<i>Daihyo-shain</i>), Chuo Aoyama Audit Corp.; Partner, PricewaterhouseCoopers• September 2006: Partner (<i>Daihyo-shain</i>), PricewaterhouseCoopers Aarata* (scheduled to retire on June 26, 2013)

* Position held at present.

Notes:

- There is no special interest between Mr. Akira Yamate and the Company.
- Mr. Akira Yamate is a candidate for the position of Alternate Outside Corporate Auditor. Although he has not been involved in corporate management other than as Outside Director or Outside Corporate Auditor, the Board of Directors recommends his election as Alternate Outside Corporate Auditor as his wealth of experience related to corporate finance and accounting and his 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. Akira Yamate, 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.
- If Mr. Akira Yamate assumes the office of Corporate Auditor, the relevant financial instruments exchanges will be notified of his designation as Independent Director/Auditor in accordance with applicable rules and regulations.

Proposal 4 Grant of Retirement Bonus to Retiring Directors and a Retiring Corporate Auditor

The term of office of Messrs. Koji Fujiwara and Yasuyuki Yoshida as Director, and Mr. Kenji Nakamae as Corporate Auditor shall expire at the close of this Ordinary General Meeting of Shareholders. In recognition of the services they performed in the offices of Director and Corporate Auditor, the Board of Directors recommends that a retirement bonus be granted to each of them as shown below.

The amounts shown below regarding service as Director are determined in accordance with the Company's internal rules regarding provision of retirement bonuses for Directors, and the amount shown below regarding service as Corporate Auditor is determined in accordance with the Company's internal rules regarding provision of retirement bonuses for Corporate Auditors and deliberation among Corporate Auditors.

It is proposed that determination of the specific times and methods of the grants regarding service as Director be entrusted to the Board of Directors, and that determination of the specific time and method of the grant regarding service as Corporate Auditor be entrusted to deliberation among the Corporate Auditors.

Name	Amount	Career summary
Koji Fujiwara	¥25.81 million	• June 2010: elected Director*
Yasuyuki Yoshida	¥17.88 million	• June 2011: elected Director*
Kenji Nakamae	¥43.20 million	• June 2005: elected Corporate Auditor*

* Position held at present.