

[Note: This is a translation from the Japanese original Notice of the Resolutions of the 91st Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation prepared for the convenience of shareholders outside Japan. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

Stock Code: 5711
June 29, 2016

To Our Shareholders:

Akira Takeuchi, President Director
Mitsubishi Materials Corporation
3-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF THE RESOLUTIONS
OF
THE 91ST ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to notify you that reports and resolutions as described below were made at the 91st Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation (the “Company”) which was held today.

Yours truly,

Details

Place: Tsuru East, The Main Banquet Floor
Hotel New Otani
4-1 Kioicho, Chiyoda-ku, Tokyo, Japan

Date: June 29, 2016

Opening Time: 10:00 a.m.

Closing Time: 11:53 a.m.

Number of Shareholders attended: 1,045

Matters Reported:

1. Reports on the business reports, consolidated financial statements and audit results of the consolidated financial statements by the Accounting Auditors and the Audit & Supervisory Board for the 91st fiscal year (April 1, 2015 to March 31, 2016).
Reports on outlines of the above business reports of consolidated financial statements and audit results thereof were made.
2. Reports on the financial statements for the 91st fiscal year (April 1, 2015 to March 31, 2016).
Reports on outlines of the above financial statements were made.

You can see the Company's balance sheets and statement of operations in the Company's annual securities report disclosed at the following website of EDINET (electronic corporate disclosure system under the Financial Instruments and Exchange Act for reports concerning negotiable securities operated by Financial Services Agency of Japan).

Address of EDINET: <http://disclosure.edinet-fsa.go.jp/> (Japanese language only)

Matters Resolved:

First Item of Business: Partial Amendment to the Articles of Incorporation

This item of business was approved as originally proposed. The following amendments were made in accordance with changes in the officer system and number of shares constituting one share unit, revising, adding and deleting related provisions.

(1) Changes in the Officer System

- (i) The amendments enable the appointment of the President from among the Executive Officers as well as the Directors. Furthermore, amendments were made as the position of President Director becomes vacant when the President is appointed from among the Executive Officers.
- (ii) The amendments allow the titles other than Chairman and President to be only granted to Executive Officers, and the titles of Executive Vice President Director and Managing Director were abolished.
- (iii) The amendments enable the selection of Representative Director from among Directors other than Directors with executive titles.
- (iv) To clarify the election method and roles of Executive Officers, a related provision was newly established.

(2) Revisions in the Number of Shares Constituting One Share Unit, etc.

- (i) The number of shares constituting one unit of the Company's shares was revised from one thousand (1,000) shares to one hundred (100) shares.
- (ii) The total number of issuable shares was revised from three billion four hundred million (3,400,000,000) shares to three hundred forty million (340,000,000) shares.
- (iii) A new supplementary provision was established, setting October 1, 2016, as the effective date for the above-stated changes.

Second Item of Business: Consolidation of Shares

This item of business was approved as originally proposed. A consolidation of shares of the Company's common stock at a 10:1 ratio was approved, with an effective date of October 1, 2016.

Third Item of Business: Election of Nine (9) Directors

This item of business was approved as originally proposed. Hiroshi Yao, Akira Takeuchi, Osamu Iida, Naoki Ono, Nobuo Shibano, Yukio Okamoto, Takashi Matsumoto, were reelected, while Yasunobu Suzuki and Mariko Tokuno, were newly elected. All of them assumed office.

Yukio Okamoto, Takashi Matsumoto and Mariko Tokuno are Outside Directors of the Company.

Fourth Item of Business: Election of Two (2) Audit & Supervisory Board Members

This item of business was approved as originally proposed. Hiroshi Kubota and Katsuhiko Ishizuka were newly elected as Audit & Supervisory Board Members. Both of them assumed office.

Katsuhiko Ishizuka is an Outside Audit & Supervisory Board Member.

Fifth Item of Business: Revision of Amount of Remuneration for Directors

This item of business was approved as originally proposed. In line with an increase in the number of Outside Directors, the amount of remuneration for Directors, excluding salaries as employees for Directors who also serve as employees, was revised from an

“amount not to exceed forty nine million yen (¥49,000,000) per month, including remuneration not exceeding four million yen (¥4,000,000) per month for Outside Directors” to an “amount not to exceed forty nine million yen (¥49,000,000) per month, including remuneration not exceeding six million yen (¥6,000,000) per month for Outside Directors.”

Sixth Item of Business: Renewal of the Countermeasures to Large-Scale Acquisition of the Company’s Shares (Takeover Defense Measures)

This item of business was approved as originally proposed, partially revising and renewing the Countermeasures to Large-Scale Acquisition of the Company’s Shares (Takeover Defense Measures) approved at the 88th Ordinary General Meeting of Shareholders.

The results of voting rights exercised on the above items of business will be disclosed after final counting at the following website of EDINET in the form of an Extraordinary Report.

Address of EDINET: <http://disclosure.edinet-fsa.go.jp/> (Japanese language only)

Payment of Year-end Dividend

It was decided at a meeting of the Board of Directors held on May 12, 2016 to pay a year-end dividend of ¥5.00 per share. Relevant documents were sent to our shareholders on May 31, 2016.

(As to the shareholders with voting rights, these documents were sent with the NOTICE OF THE 91ST ORDINARY GENERAL MEETING OF SHAREHOLDERS.)