

[Translation: Please note that the following purports to be an excerpt translation from the Japanese original Notice of the 93rd Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation prepared for the convenience of shareholders outside Japan with voting rights. However, in the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

Stock Code: 5711

May 31, 2018

To Our Shareholders:

Akira Takeuchi, President

**Mitsubishi Materials Corporation**

3-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

## **NOTICE OF THE 93RD ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the 93rd Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation (the “Company”) to be held as described below.

If you are unable to attend the meeting, please review the following documents entitled “Reference Materials for the General Meeting of Shareholders” on pages 4-14 and exercise your voting rights by either procedure described below by 6:00 p.m. on Thursday, June 21, 2018 (Japan standard time).

[Exercise of voting rights in writing (by mail)]

Please indicate your vote of approval or disapproval on the enclosed Voting Card and return the card so that it arrives at the Company by the above-listed deadline. (Please use the enclosed “Voting Card/Registration Security Sticker.”)

[Exercise of voting rights by electromagnetic method (through the Internet)]

Please access the voting website (<https://evote.tr.mufg.jp>) and follow the information listed on the screen to cast your vote by the above-listed deadline.

<To Our Institutional Investors>

You may use the “Electronic Proxy Voting Platform (for Institutional Investors)” operated by ICJ, Inc., as a method for exercising your voting rights for the Company’s General Meetings of Shareholders.

Yours truly,

If you are able to attend, please submit the enclosed Voting Card to the reception desk on the day of the meeting.

Thank you for your cooperation.

## Details

1. **Date and Time:** Friday, June 22, 2018 at 10:00 a.m. (The reception starts at 9:00 a.m.)  
(Japan standard time)
2. **Place:** Royal Hall, 3F  
Royal Park Hotel  
2-1-1 Kakigaracho, Nihombashi, Chuo-ku, Tokyo, Japan  
Please note that the venue where the meeting will be held is different from last year.
3. **Meeting Agenda:**  
*Matters to be 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 93rd fiscal year (April 1, 2017 to March 31, 2018).
  - (2) Reports on the financial statements for the 93rd fiscal year (April 1, 2017 to March 31, 2018).*Matters to be Resolved:*  
**First Item of Business:** Election of Nine (9) Directors  
**Second Item of Business:** Election of Two (2) Audit & Supervisory Board Members
4. **Matters Concerning Exercise of Voting Rights**
  - (1) If there is no indication of approval or disapproval of any of the Items on the Voting Card, the Company will deem such item as approved.
  - (2) If you exercise your voting rights redundantly both by Voting Card and through the Internet, the Company will deem exercise through the Internet as valid.
  - (3) If you exercise your voting rights more than once through the Internet, the Company will deem the last exercise valid.
  - (4) If you wish to exercise your voting rights by proxy on the day of the meeting, you may appoint another single shareholder who has voting rights as your proxy. In such case, please submit a letter of proxy to the Company that certifies the authority of the shareholder acting as your proxy along with the Voting Cards.
5. **Items Posted on the Company's Website**
  - (1) Notes on the consolidated financial statements and notes on the financial statements are posted on the Company's website shown below in accordance with the law and the Articles of Incorporation of the Company. They are not included in the attached materials.  
The Audit & Supervisory Board Members and the Accounting Auditors have audited, as the consolidated financial statements and the financial statements, not only the respective documents which are stated in the attached materials but also notes on the consolidated financial statements and notes on the financial statements, which are

posted on the Company's website.

- (2) If any amendment to the business reports, consolidated financial statements, financial statements, or to the Reference Materials for the General Meeting of Shareholders is required, the Company will give such notice by posting it on the Company's website below:

<http://www.mmc.co.jp/corporate/ja/ir/index.html>

(Japanese language only)

## Reference Materials for the General Meeting of Shareholders

### First Item of Business: Election of Nine (9) Directors

The term of office of all nine (9) Directors will expire at the close of this Ordinary General Meeting of Shareholders. In December of last year, the Company instituted the Restructuring Measures of the Governance Framework for Quality Control and, in March of this year, formulated the Group Governance Framework Enhancement Measures. Feeling a strong sense of urgency, all Directors and employees are working in unison to implement these measures. Implementing these measures promptly and assuredly, the Board of Directors' top priority will be to restore the trust of all our shareholders and customers as well as of society to maintain the Company's corporate value. At the same time, the Company also believes it necessary to continuously promote a raft of measures, based on the Medium-Term Management Strategy announced in May of last year, to enhance the Company's corporate value. On the basis of that assumption, the Board of Directors, including three outside directors have unanimously decided upon the following candidates for Directors through careful deliberation. It is hereby proposed that nine (9) Directors be elected.

The candidates for Directors are as follows:

1	<b>Akira Takeuchi</b> (born December 4, 1954)      [Reappointed]	<u>Number of Company shares held</u> 14,664
	<u>Personal History, Title and Position at the Company</u> Apr. 1977    Joined the Company Jun. 2009    Managing Director Apr. 2014    Executive Vice President. Apr. 2015    President (to present)	<u>Responsible for:</u> General Operation of the Company
	<u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)	
<p>&lt;Reasons for nominating Mr. Takeuchi as a candidate for Director&gt;            Mr. Akira Takeuchi's primary experience stems from his involvement in the general affairs and personnel departments, and he has served as General Manager of the Administration &amp; Legal Affairs Division and the Legal &amp; General Affairs Division. Following his appointment as Managing Director in 2009, he has been responsible for corporate communications, general affairs, the environment, human resources and the affiliated corporations business. He was appointed to the position of President in April 2015.            Mr. Takeuchi has promoted numerous overseas business development and domestic business restructuring efforts that have been central to the group's structure, played a role in strengthening its business foundations and overseen the overall operations of the Company. In addition, he has extensive knowledge and experience of the Company's business and operations, as well as insight into corporate management. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.</p>		

2	<b>Osamu Iida (born May 20, 1957)</b> [Reappointed]	<u>Number of Company shares held</u> 8,590
	<u>Personal History, Title and Position at the Company</u> Apr. 1980    Joined the Company Apr. 2013    Managing Executive Officer; President, Metals Company Jun. 2013    Managing Director; President, Metals Company Apr. 2014    Managing Director; President, Metals Company Apr. 2016    Executive Vice President; President, Metals Company Jun. 2016    Director; Executive Vice President; President, Metals Company Apr. 2017    Director; Executive Vice President, General Manager, Technology Div. (to present)	<u>Responsible for:</u> Assistant to the President
<u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)		
<p>&lt;Reasons for nominating Mr. Iida as a candidate for Director&gt;          Mr. Osamu Iida's primary experience stems from his involvement in the metals business. He has served as General Manager of the Metallurgy Department of the Metals Company and General Manager of the Naoshima Smelter &amp; Refinery. Following his appointment as Managing Director in June 2013, he was appointed to the positions of Executive Vice President in April 2016 and Director and Executive Vice President in June 2016.          As President of the Metals Company, he has been instrumental in establishing an earnings foundation in recycling operations. As General Manager of the Technology Division since April 2017, he has been instrumental in promoting improvements and innovation in "Production Technology." As a Corporate Strategy Committee member, he has taken part in overall management of the Company. He has extensive knowledge and experience related to the Company's business and operations. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.</p>		

3	<b>Naoki Ono</b> (born January 14, 1957) [Reappointed]	<u>Number of Company shares held</u> 7,923
	<u>Personal History, Title and Position at the Company</u> Apr. 1979    Joined Mitsubishi Mining & Cement Co., Ltd. Jun. 2012    Executive Officer of the Company; Vice Chairman, Mitsubishi Cement Corporation; Vice Chairman, MCC Development Corporation Apr. 2014    Managing Executive Officer; President, Cement Company Jun. 2014    Managing Director; President, Cement Company Apr. 2016    Executive Vice President; President, Cement Company Jun. 2016    Director; Executive Vice President, Cement Company Apr. 2017    Director; Executive Vice President; General Manager, Corporate Strategy Div. (to present)	<u>Responsible for:</u> Assistant to the President  <u>Important position of other organization(s) concurrently assumed:</u> President, Materials' Finance Co., Ltd.
	<u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)	
<p>&lt;Reasons for nominating Mr. Ono as a candidate for Director&gt;  Mr. Naoki Ono's primary experience stems from his involvement in departments related to the cement business. He has served as General Manager of the Higashitani Mine and Vice Chairman of Mitsubishi Cement Corporation in the United States. Following his appointment as Managing Director in June 2014, he was appointed to the positions of Executive Vice President in April 2016 and Director and Executive Vice President in June 2016.  As President of the Cement Company, he has been instrumental in achieving vertical integration in the ready-mixed concrete business, thereby expanding operations in the U.S. cement business. As General Manager of the Corporate Strategy Division since April 2017, he has been instrumental in promoting a raft of measures based on the Medium-Term Management Strategy. As a Corporate Strategy Committee member, he has taken part in overall management of the Company. He has extensive knowledge and experience related to the Company's business and operations. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.</p>		

4	<b>Yasunobu Suzuki</b> (born September 23, 1958) [Reappointed]	<u>Number of Company shares held</u> 5,692
	<u>Personal History, Title and Position at the Company</u> Apr. 1982    Joined the Company Jun. 2011    Executive Officer; Vice President, Metals Company Oct. 2013    Executive Officer; Vice President, Metals Company; Executive Vice President, PT Smelting in Indonesia Apr. 2014    Executive Officer; Vice President, Metals Company; Executive Vice President, PT Smelting in Indonesia Apr. 2015    Managing Executive Officer; General Manager, Corporate Strategy Div. Jun. 2016    Director; Senior Managing Executive Officer; General Manager, Corporate Strategy Div. Apr. 2017    Director; Senior Managing Executive Officer; President, Metals Company (to present)	<u>Responsible for:</u> Aluminum and New Business Development & Promotion- related operations
	<u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)	
<p>&lt;Reasons for nominating Mr. Suzuki as a candidate for Director&gt;  Mr. Yasunobu Suzuki's primary experience stems from his involvement in departments related to the metals business, and he has served as General Manager of the Raw Materials Department of the Metals Company, as well as Executive Vice President of PT Smelting in Indonesia. Following his appointment as Managing Executive Officer in April 2015, he was appointed to the positions of Director and Senior Managing Executive Officer in June 2016.  As General Manager of the Corporate Strategy Division, Mr. Suzuki planned and formulated the Medium-Term Management Strategy. As President of the Metals Company since April 2017, he has been instrumental in pursuing synergistic effects with the Special Products Division of the Luvata Group acquired from Luvata Espoo Oy and its two subsidiaries. As a Corporate Strategy Committee member, he has taken part in overall management of the Company. He has extensive knowledge and experience related to the Company's business and operations. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.</p>		

5	<b>Kazuhiro Kishi</b> (born December 25, 1958) [Newly appointed]	<u>Number of Company shares held</u> 5,150
	<u>Personal History, Title and Position at the Company</u> Apr.1984    Joined Mitsubishi Mining & Cement Co., Ltd. Jun. 2011    General Manager, Production Dept., Cement Company of the Company Apr. 2014    Executive Officer; General Manager, Kyushu Plant Apr. 2016    Executive Officer; Vice President, Cement Company Apr. 2017    Managing Executive Officer; President, Cement Company (to present)	<u>Important position of other organization(s) concurrently assumed:</u> Outside Director, P. S. Mitsubishi Construction Co., Ltd.
<u>&lt;Reasons for nominating Mr. Kishi as a candidate for Director &gt;</u> Mr. Kazuhiro Kishi's primary experience stems from his involvement in departments related to cement production technology, and he has served as General Manager of the Iwate Plant, General Manager of the Production Department of the Cement Company, and General Manager of the Kyushu Plant. After being appointed to the position of Managing Executive Officer in April 2017, as President of the Cement Company, he has been instrumental in promoting the restructuring and enhancement of overseas business and in improving production efficiency to strengthen the competitiveness of domestic business. As a Corporate Strategy Committee member, he has taken part in overall management of the Company. He has extensive knowledge and experience related to the Company's business and operations. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.		



6	<b>Makoto Shibata</b> (born July 8, 1961) [Newly appointed]	<u>Number of Company shares held</u> 1,781
	<u>Personal History, Title and Position at the Company</u> Apr. 1984    Joined the Company Apr. 2013    General Manager, Energy Business Div., Mineral Resources & Recycling Business Unit Apr. 2016    Executive Officer; General Manager, Environment & Energy Business Unit Apr. 2017    Managing Executive Officer; General Manager, General Administration Div. Apr. 2018    Managing Executive Officer; General Manager, Governance Div. (to present)	Responsible for: Environment & Energy Business-related operations
<u>&lt;Reasons for nominating Mr. Shibata as a candidate for Director_&gt;</u> Mr. Makoto Shibata's primary experience stems from his involvement in departments related to nuclear power and corporate strategy. He has served as General Manager of the Planning and Administration Department and then of the Energy Business Division of the Mineral Resources and Recycling Business Unit (currently Environment and Energy Business Unit) as well as General Manager of the Environment and Energy Business Unit. After being appointed to the position of Managing Executive Officer in April 2017, as General Manager of the General Administration Division, he has been instrumental in establishing systems to support various workstyles and to accelerate communications throughout the Group. As a Corporate Strategy Committee member, he has taken part in overall management of the Company. He has extensive knowledge and experience related to the Company's business and operations. The Company believes he will enhance the Board of Directors' role in making important decisions about the Company and supervising management. For these reasons, the Company endorses his appointment to the position of Director.		

7	<p style="text-align: center;">[Candidate for Outside Director]      [Independent Director] [Reappointed]</p> <p><b>Mariko Tokuno</b> (born October 6, 1954)</p>	<p><u>Number of Company shares held</u> 603</p>
	<p><u>Personal History, Title and Position at the Company</u></p> <p>Jan. 1994    Joined Louis Vuitton Japan K.K Apr. 2002    Senior Director, Sales Administration Mar. 2004    Vice President, Tiffany &amp; Co., Japan Inc. Aug. 2010    President and Representative Director, Christian Dior K.K. Sep. 2013    President, Representative Director and CEO, Ferragamo Japan K.K. Jun. 2016    Director of the Company (to present)</p>	<p><u>Important position of other organization(s) concurrently assumed:</u></p> <p>Outside Director, Happinet Corporation Outside Director, Yamato Holdings Co., Ltd.</p>
	<p><u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)</p>	
<p>&lt;<u>Reasons for nominating Ms. Tokuno as a candidate for Outside Director</u>&gt;</p> <p>Ms. Mariko Tokuno has insight into international corporate strategy and general management gained through her extensive experience as a manager of the Japanese operations of leading international firms. The Company, therefore, believes that she will appropriately monitor the Company's management and provide effective advice as Outside Director and thus endorses her election to the position. At the close of this Ordinary General Meeting of Shareholders, Ms. Tokuno's term of office as Outside Director will be two years.</p>		
<p>&lt;<u>Business relationships with other organization(s) in which positions are concurrently assumed, etc.</u>&gt;</p> <p>(1) There is no business relationship between the Company and Happinet Corporation. (2) There is no business relationship between the Company and Yamato Holdings Co., Ltd. The Company has a business relationship with Yamato Transport Co., Ltd., a specified subsidiary of Yamato Holdings Co., Ltd., regarding the consigned transportation of products. However, the value of the transactions amounts to less than 1% of the Company's consolidated net sales.</p>		
<p>&lt;<u>Other Matters</u>&gt;</p> <p>During Ms. Tokuno's term as Outside Director, Mitsubishi Cable Industries, Ltd., Mitsubishi Shindoh Co., Ltd., Mitsubishi Aluminum Co., Ltd., Tachibana Metal Mfg Co., Ltd. and Diamet Corporation, which are all consolidated subsidiaries of the Company, were found to have delivered products, etc. that deviated from customer standards or internal company specifications due to misconduct, including the rewriting of inspection records data, concerning some of the products manufactured and sold in the past.</p> <p>Until they came to light, Ms. Tokuno was not cognizant of these cases, but she has since made regular remarks at Board Meetings from the viewpoint of enhancing the governance structure. These cases having been discovered, in her capacity as the Chairperson of the Special Investigation Committee, Ms. Tokuno has been working to further enhance the governance system, such as by investigating the facts and causes, and making proposals with regard to measures to prevent any recurrence.</p>		

8	<p style="text-align: center;">[Candidate for Outside Director]      [Independent Director] [Reappointed]</p> <p><b>Hiroshi Watanabe</b> (born June 26, 1949)</p>	<p style="text-align: center;"><u>Number of Company shares held</u> 447</p>
	<p><u>Personal History, Title and Position at the Company</u></p> <p>Apr.1972    Joined the Ministry of Finance Japan (MOF)  Jul. 1998    Deputy Director-General, MOF                Personal Secretary to the Minister, MOF  Jul. 2001    Deputy Director-General, MOF  Jul. 2002    Senior Deputy Director-General, International Bureau, MOF  Jan. 2003    Director-General, International Bureau, MOF  Jul. 2004    Vice Minister of Finance for International Affairs, MOF  Jul. 2007    Special Advisor to the Minister of Finance  Oct. 2007    Special Advisor, Japan Center for International Finance  Apr. 2008    Professor, Hitotsubashi University-Graduate School of                Commerce and Management / Faculty of Commerce and Management  Oct. 2008    Deputy Governor, Japan Finance Corporation.  Apr. 2012    CEO, Executive Managing Director, Japan Bank for                International Cooperation  Dec. 2013    Governor, Japan Bank for International Cooperation  Oct. 2016    President, Institute for International Monetary Affairs (to present)  Jun. 2017    Director of the Company (to present)</p>	<p><u>Important position of other organization(s) concurrently assumed:</u>  President, Institute for International Monetary Affairs</p>
	<p><u>Number/Rate of Attendance at Board Meetings (FY2018)</u>  16/16 (100%)</p>	
<p>&lt;Reasons for nominating Mr. Watanabe as a candidate for Outside Director&gt;</p>		
<p>Mr. Hiroshi Watanabe has knowledge of domestic and overseas finance, economics, and other general aspects of management gained through his experience in key positions at the MOF and government-affiliated financial institutions. The Company believes that he will appropriately monitor the Company's management and provide effective advice as Outside Director, and thus endorses his election to the position. At the close of this Ordinary General Meeting of Shareholders, Mr. Watanabe's term of office as Outside Director will be one year.</p>		
<p>&lt;Business relationships with other organization(s) in which positions are concurrently assumed, etc.&gt;</p>		
<p>There is no business relationship between the Company and the Institute for International Monetary Affairs.</p>		
<p>&lt;Other Matters&gt;</p>		
<p>During Mr. Watanabe's term as Outside Director, Mitsubishi Cable Industries, Ltd., Mitsubishi Shindoh Co., Ltd., Mitsubishi Aluminum Co., Ltd., Tachibana Metal Mfg Co., Ltd. and Diamet Corporation, which are all consolidated subsidiaries of the Company, were found to have delivered products, etc. that deviated from customer standards or internal company specifications due to misconduct, including the rewriting of inspection records data, concerning some of the products manufactured and sold in the past.</p> <p>Until they came to light, Mr. Watanabe was not cognizant of these cases, but he has since made regular remarks at Board Meetings from the viewpoint of enhancing the governance framework. These cases having been discovered, in his capacity as a member of the Special Investigation Committee, Mr. Watanabe has been working to further enhance the governance framework, such as by investigating the facts and causes, and making proposals with regard to measures to prevent any recurrence.</p>		

	[Candidate for Outside Director] [Independent Director] [Newly appointed]	<u>Number of Company shares held</u> 1,000
9	<p><b>Hikaru Sugi</b> (born May 1, 1950)</p> <p><u>Personal History</u></p> <p>Apr. 1974 Joined Nippondenso Co., Ltd. (currently DENSO CORPORATION)  Jun. 2002 Executive Director, Member of the Board; General Manager, Air-Conditioning Product Div.  Jun. 2004 Executive Director; General Manager, Air-Conditioning Product Div.  Jun. 2005 Executive Director; General Manager, Thermal Systems Business Div.  Jun. 2008 Senior Executive Director, Member of the Board; General Manager, Engineering Research &amp; Development Center  Jun. 2011 Senior Executive Director, DENSO CORPORATION; President and CEO, DENSO INTERNATIONAL AMERICA, INC.  Jun. 2013 Executive Vice President, DENSO CORPORATION; President and CEO, DENSO INTERNATIONAL AMERICA, INC.  Jun. 2014 Advisor, Senior Technical Executive, DENSO CORPORATION  Jun. 2016 Advisor (resigned June 2017)</p>	
	<p>&lt;Reasons for nominating Mr. Sugi as a candidate for Outside Director&gt;</p> <p>Mr. Hikaru Sugi has technical knowledge in a wide range of fields, from development and design to manufacturing processes and quality control. He also has insight into international corporate strategy and overall management through his experience as a manager of a manufacturer that develops its business all over the world. The Company believes that he will appropriately monitor the Company's management and provide effective advice as Outside Director and thus endorses his election to the position.</p>	
	<p>&lt;Business relationships with other organization(s) in which positions are concurrently assumed, etc.&gt;</p> <p>The Company has a business relationship with DENSO CORPORATION, regarding the sale of copper cathodes. However, the value of the transactions amounts to less than 1% of our consolidated net sales.</p>	

Note 1: There are no special interests between any of the candidates and the Company.

Note 2: Number of Company shares held by candidates includes shares held by candidates through the Mitsubishi Materials Executive Stock Ownership Plan.

Note 3: Ms. Mariko Tokuno, Mr. Hiroshi Watanabe, and Mr. Hikaru Sugi are candidates for appointment as Outside Directors.

Note 4: In addition to the number of times a Board of Directors' meeting was held, as stated in each candidate's "Number/Rate of Attendance at Board Meetings," there was one written resolution for which that resolution was considered as having been resolved by a decision of the Board of Directors pursuant to Article 370 of the Companies Act and the provisions of Article 27, Paragraph 3, of the Articles of Incorporation, and there were three notices made to Directors and Audit & Supervisory Board Members pursuant to Article 372, Paragraph 1, of the Companies Act.

Note 5: With regard to the number of times Mr. Hiroshi Watanabe attended a Board of Directors' meeting and his attendance rate, these cover the Board of Directors' meetings held after he took office as an Outside Director on June 28, 2017.

Note 6: A provision of the Articles of Incorporation allows the Company to execute with Directors (excluding those who are Executive Director, etc.) agreements limiting liability for damages in accordance with Article 427, Paragraph 1 of the Companies Act. In accordance with the provision, the Company has executed a limited liability agreement with Ms. Mariko Tokuno and Mr. Hiroshi Watanabe, as described below, and will execute such limited liability agreement with Mr. Hikaru Sugi, a candidate for the new Outside Director, if he assumes the said position. If this item of business is approved and resolved and Ms. Mariko Tokuno and Mr. Hiroshi Watanabe assume the position of Outside Director, such limited liability agreement will continue to be effective.

·With respect to liability as described in Article 423, Paragraph 1 of the Companies Act, if the Director (excluding those who are Executive Director, etc.) performs his or her duty in good faith and without gross negligence, the Director shall be liable to the Company for damages only to the extent of minimum liability as set out in Article 425, Paragraph 1 of the Companies Act. The Company shall indemnify the Director for damages in excess of the amount of above minimum liability.

Note 7: The Company has notified the Tokyo Stock Exchange, Inc., that Ms. Mariko Tokuno and Mr. Hiroshi Watanabe are Independent Directors (Outside Directors who are unlikely to have conflicts of interest with general shareholders) in accordance with the regulations. The Company will also notify the above stock exchange that Mr. Hikaru Sugi is an Independent Director.

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

Terms of office of Mr. Akio Utsumi and Mr. Naoto Kasai as Audit & Supervisory Board Members will expire at the close of this Ordinary General Meeting of Shareholders. It is hereby proposed that two (2) Audit & Supervisory Board Members be elected.

The Company has obtained the consent of the Audit & Supervisory Board on this Item of Business.

The candidates for Audit & Supervisory Board Members are as follows:

	<p>[Candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>[Independent Auditor] [Reappointed]</p> <p><b>Naoto Kasai</b> (born November 17, 1962)</p>	<p><u>Number of Company shares held</u> 0</p>
1	<p><u>Personal History, Title and Position at the Company</u></p> <p>Apr. 1990 Registered as a lawyer Joined Kashiwagi Sogo Law Offices</p> <p>Apr. 1995 Joined Kasai Sogo Law Office</p> <p>Jan. 2006 Representative Lawyer, Kasai Sogo Law Office (to present)</p> <p>Apr. 2010 Vice President, Daini Tokyo Bar Association</p> <p>Jun. 2014 Part time engagement, Audit &amp; Supervisory Board Member of the Company (to present)</p> <p>Apr. 2018 Chairman, Daini Tokyo Bar Association (to present) Vice President, Japan Federation of Bar Associations (to present)</p> <p><u>Number/Rate of Attendance at Audit &amp; Supervisory Board Meetings (FY2018)</u> 16/17 (94%)</p> <p><u>Number/Rate of Attendance at Board Meetings (FY2018)</u> 19/19 (100%)</p>	<p><u>Important position of other organization(s) concurrently assumed:</u></p> <p>Representative Lawyer, Kasai Sogo Law Office</p> <p>Chairman, Daini Tokyo Bar Association</p> <p>Vice President, Japan Federation of Bar Associations</p>
	<p>&lt;Reasons for nominating Mr. Kasai as a candidate for Outside Audit &amp; Supervisory Board Member&gt;</p> <p>Mr. Naoto Kasai has long experience of working as a lawyer and broad perspectives supported by his broad knowledge of the law. As an Outside Audit &amp; Supervisory Board Member, the Company believes that he will appropriately monitor the Company's management and thus endorses his election to the position. Although he does not have experience in managing a company directly, he has extensive experience in the field of corporate legal works, as well as sufficient insight on corporate management. The Company judges that he will be a competent Outside Audit &amp; Supervisory Board Member. At the close of this Ordinary General Meeting of Shareholders, Mr. Kasai's term of office as Outside Audit &amp; Supervisory Board Member will be four years.</p>	
	<p>&lt;Business relationships with other organization(s) in which positions are concurrently assumed, etc.&gt;</p> <p>(1) There is no business relationship between the Company and the Kasai Sogo Law Office.</p> <p>(2) There is no business relationship between the Company and the Daini Tokyo Bar Association.</p> <p>(3) There is no business relationship between the Company and the Japan Federation of Bar Associations.</p>	
	<p>&lt;Other Matters&gt;</p> <p>During Mr. Kasai's term as an Outside Audit &amp; Supervisory Board Member, Mitsubishi Cable Industries, Ltd., Mitsubishi Shindoh Co., Ltd., Mitsubishi Aluminum Co., Ltd., Tachibana Metal Mfg Co., Ltd. and Diamet Corporation, which are all consolidated subsidiaries of the Company, were found to have delivered products, etc. that deviated from customer standards or internal company specifications due to misconduct, including the rewriting of inspection records data, concerning some of the products manufactured and sold in the past.</p> <p>Until they came to light, Mr. Kasai was not cognizant of these cases, but he has since made regular remarks at Board Meetings from the viewpoint of enhancing the governance framework. These cases having been discovered, Mr. Kasai has been working to further enhance the governance framework, such as by investigating the facts and causes, and making proposals with regard to measures to prevent any recurrence.</p>	

<p>[Candidate for Outside Audit &amp; Supervisory Board Member]</p> <p>[Independent Auditor]</p> <p>[Newly appointed]</p> <p>Tatsuo Wakabayashi (born September 29, 1952)</p>	<p><u>Number of Company shares held</u></p> <p>0</p>
<p><u>Personal History</u></p> <p>Apr. 1977 Joined Mitsubishi Trust Bank (currently Mitsubishi UFJ Trust and Banking Corporation)</p> <p>Jun. 2008 Managing Director, Mitsubishi UFJ Trust and Banking Corporation (MUTB)</p> <p>Jun. 2009 Senior Managing Director, MUTB</p> <p>Jun. 2010 Senior Managing Director and Chief Executive, Trust Assets Division, MUTB; Managing Officer and Group Head, Integrated Trust Assets Business Group, Mitsubishi UFJ Financial Group, Inc. (MUFG)</p> <p>Jun. 2011 Senior Managing Director, MUTB; Director, MUFG</p> <p>Apr. 2012 President, MUTB; Director, MUFG</p> <p>Apr. 2013 President, MUTB; Deputy Chairman, MUFG</p> <p>Dec. 2013 President, CEO and Chairman, MUTB; Deputy Chairman, MUFG</p> <p>Jun. 2015 President, CEO and Chairman, MUTB; Director and Deputy Chairman, MUFG</p> <p>Apr. 2016 Chairman, MUTB; Director, MUFG</p> <p>Jun. 2016 Chairman, MUTB (to present)</p>	<p><u>Important position of other organization(s) concurrently assumed:</u></p> <p>Chairman, Mitsubishi UFJ Trust and Banking Corporation</p>
<p>&lt;Reasons for nominating Mr. Wakabayashi as a candidate for Outside Audit &amp; Supervisory Board Member&gt;</p> <p>Mr. Tatsuo Wakabayashi has insight in finance, accounting and other aspects of corporate management from his experience as a manager of a financial institution. As an Outside Audit &amp; Supervisory Board Member, the Company believes that he will appropriately monitor the Company's management. For these reasons, the Company endorses his appointment to the position of Outside Audit &amp; Supervisory Board Member.</p>	
<p>&lt;Business relationships with other organization(s) in which positions are concurrently assumed, etc.&gt;</p> <p>The Company has a business relationship with Mitsubishi UFJ Trust and Banking Co., Ltd. (MUTB), regarding entrustment of the Company's pension funds. The Company had a business relationship with MUTB relating to the borrowing of funds, and providing debt guarantees. However, since MUTB transferred its corporate loan-related business to MUFG Bank, Ltd. on April 16, 2018, there is no longer such a business relationship with MUTB.</p>	

Note 1: There are no special interests between both of the candidates and the Company.

Note 2: Mr. Naoto Kasai and Mr. Tatsuo Wakabayashi are candidates for appointment as Outside Audit & Supervisory Board Members.

Note 3: In addition to the number of times Board of Directors' meetings were held, as stated in Mr. Naoto Kasai's "Number/Rate of Attendance at Board Meetings," there was one written resolution for which that resolution was considered as having been resolved by a decision of the Board of Directors pursuant to Article 370 of the Companies Act and the provisions of Article 27, Paragraph 3, of the Articles of Incorporation, and there were three notices made to Directors and Audit & Supervisory Board Members pursuant to Article 372, Paragraph 1, of the Companies Act.

Note 4: A provision of the Articles of Incorporation allows the Company to execute with Audit & Supervisory Board Members agreements limiting liability for damages in accordance with Article 427, Paragraph 1 of the Companies Act. In accordance with the provision, the Company has executed a limited liability agreement with Mr. Naoto Kasai as described below and will execute such limited liability agreement with Mr. Tatsuo Wakabayashi, a candidate for the new Audit & Supervisory Board Member, if he assumes the said position. If this item of business is approved and resolved and Mr. Naoto Kasai assumes the position of Outside Audit & Supervisory Board Member, such limited liability agreement will continue to be effective.

·With respect to liability as described in Article 423, Paragraph 1 of the Companies Act, if the Audit & Supervisory Board Member performs his duty in good faith and without gross negligence, the Audit & Supervisory Board Member shall be liable to the Company for damages only to the extent of minimum liability as set out in Article 425, Paragraph 1 of the Companies Act. The Company shall indemnify the Audit & Supervisory Board Member for damages in excess of the amount of above minimum liability.

Note 5: The Company has notified the Tokyo Stock Exchange, Inc., that Mr. Naoto Kasai is an Independent Auditor (an Outside Audit & Supervisory Board Member with no conflict of interest with general shareholders) in accordance with the regulations. The Company will also notify the above stock exchange that Mr. Tatsuo Wakabayashi is an Independent Auditor.