

*This document has been translated from the Japanese original for the convenience of non-Japanese shareholders. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.*

Securities identification code: 4212

June 7, 2016

To our shareholders:

Yaichiro Fukui

Chairman of the Board and Representative Director, CEO

**Sekisui Jushi Corporation**

2-4-4, Nishi-Temma, Kita-ku, Osaka-shi

## NOTICE OF THE 82ND ORDINARY GENERAL MEETING OF SHAREHOLDERS

We would like to extend our deep sympathies and condolences to all the victims of the 2016 Kumamoto Earthquake. We sincerely hope for the quick recovery and restoration of those affected by this disaster.

You are cordially invited to attend the 82nd Ordinary General Meeting of Shareholders of Sekisui Jushi Corporation (the “Company”), which will be held as described below.

**If you are unable to attend the meeting in person, you may exercise your voting rights by postal mail or via the Internet. Please indicate your approval or disapproval of the proposals on the enclosed voting form after reviewing the attached Reference Documents for the General Meeting of Shareholders, and return it to reach us no later than 5:40 p.m., Tuesday, June 28, 2016 (Japan Standard Time).**

### Meeting Details

1. **Date and time:** 10:00 a.m., Wednesday, June 29, 2016 (Japan Standard Time)
2. **Venue:** ANA Crowne Plaza Osaka  
Meeting room “Manyo” on the third floor  
1-3-1, Dojimahama, Kita-ku, Osaka-shi
3. **Purposes:**
  - Items to be reported:**
    1. Business Report, Consolidated Financial Statements, and Non-Consolidated Financial Statements for the 82nd Term (from April 1, 2015 to March 31, 2016).
    2. The results of audit of the Consolidated Financial Statements for the 82nd Term by the Accounting Auditor and the Board of Corporate Auditors.
  - Items to be resolved:**
    - Proposal 1:** Election of nine (9) Directors
    - Proposal 2:** Election of three (3) Corporate Auditors
    - Proposal 3:** Amendment of remuneration, etc. for Outside Directors

#### **4. Exercise of Voting Rights**

##### **(1) Exercise of Voting Rights in Writing**

Please indicate your votes for or against the proposals on the enclosed Voting Rights Exercise Form and return it, ensuring that the form reaches us no later than 5:40 p.m., Tuesday, June 28, 2016 (Japan Standard Time).

##### **(2) Exercise of Voting Rights via the Internet**

Access the website (<http://www.evotep.jp/>) using your PC, smartphone, or mobile phone, and using the login ID and temporary password indicated on the enclosed Voting Right Exercise Form, and enter your vote for or against by following the instructions on the screen, no later than 5:40 p.m. on Tuesday, June 28, 2016. If you exercise your voting rights via the Internet more than once, your final vote shall prevail. For more information, please review the “Process for Exercising Voting Rights via the Internet (Japanese only).”

##### **(3) If you exercise your voting rights by two different means, that is, via the Internet as well as in writing**

Vote via the Internet shall prevail.

#### **5. Matters Concerning Disclosure on the Internet**

Among the documents to be provided pursuant to laws, regulations, and the provisions of Article 15 of the Articles of Incorporation, the items indicated below are posted on the Company’s website (<http://www.sekisuijushi.co.jp/>) and consequently, are not included in the attachments to this Notice of Convocation (Japanese only).

- (1) Business Report: Part 7: Systems for Ensuring Compliance with Laws and Regulations and the Articles of Incorporation by Directors When Executing Their Duties and Other Systems for Ensuring the Proper Conduct of Business by the Group and Overview of Operation Status of those Systems
- (2) Consolidated Financial Statements: Notes to the Consolidated Financial Statements
- (3) Non-Consolidated Financial Statements: Notes to the Non-Consolidated Financial Statements

#### **6. Notification method if matters recorded in Reference Documents for the General Meeting of Shareholders, etc. are amended**

When it is necessary to modify the matters stated in the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements, and the Non-Consolidated Financial Statements, please understand that the matters following modification will be shown on the website of the Company (<http://www.sekisuijushi.co.jp/> (Japanese only)).

## Reference Documents for the General Meeting of Shareholders

### Proposals and references

#### Proposal 1: Election of nine (9) Directors

The terms of office of all nine (9) Directors will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that nine (9) Directors be elected including one (1) additional Outside Director, in order to further strengthen its corporate governance.

The candidates for Director are as follows:

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Yaichiro Fukui (November 10, 1946)	<p>March 1965    Joined the Company.  June 1997    Director of the Company  June 1999    Managing Director of the Company  Executive Officer of the Company  June 2001    Senior Managing Director of the Company  June 2002    Vice President and Director of the Company  June 2003    President and Director of the Company  June 2012    President of the Company  April 2016    Chairman of the Board and Representative Director,  Chief Executive Officer of the Company (present  position)</p> <p>[Significant concurrent positions outside the Company]  Chairman of the Board and Representative Director, Sekisui Jushi  Europe Holdings B.V.  Chairman of the Board and Director, Tohoku Sekisui Jushi Co., Ltd.  Chairman of the Board and Director, Sekisui Jushi (Thailand) Co.,  Ltd.  Chairman of the Board and Director, SEKISUI JUSHI PLAMETAL  CORPORATION</p>	168,240
2	Hiroshi Baba (May 30, 1963)	<p>April 1987    Joined the Company.  June 2007    Executive Officer of the Company  June 2009    Director of the Company  June 2012    Managing Executive Officer of the Company  June 2014    Senior Managing Executive Officer of the  Company  June 2015    Executive Vice President and Representative  Director of the Company  Management, Corporate Administration  April 2016    President and Representative Director, Chief  Operating Officer of the Company  Management, Corporate Administration (present  position)</p>	34,400

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Jun Hamada (December 1, 1960)	<p>April 1983      Joined the Company.</p> <p>June 2005      Executive Officer of the Company</p> <p>April 2009      President and Representative Director, SEKISUI JUSHI SANSHO CO., LTD.</p> <p>June 2010      Executive Officer of the Company</p> <p>July 2012      Senior Managing Director, Sekisui Jushi Trading Co., Ltd.</p> <p>April 2013      Executive Officer of the Company (present position)</p> <p>April 2015      General Manager, Exterior &amp; Industrial Materials Business Headquarters of the Company (present position)</p> <p>June 2015      Director of the Company (present position)</p> <p>April 2016      Management, Business Headquarters of the Company (present position)</p>	13,700
4	Shiro Wakui (November 22, 1945)	<p>January 1972    Established Ishikatsu Exterior. Ltd. President and Representative Director, Ishikatsu Exterior. Ltd.</p> <p>June 2002      Senior Adviser, Ishikatsu Exterior. Ltd. (present position)</p> <p>June 2008      Director of the Company (present position)</p> <p>April 2010      Professor, the Faculty of Environmental Studies of Tokyo City University</p> <p>April 2011      Visiting Professor, Chubu Institute for Advanced Studies (present position)</p> <p>April 2013      President, Gifu Academy of Forest Science And Culture (present position)</p> <p>April 2014      Outside Director, Sekisui House, Ltd. (present position)</p> <p>April 2016      Distinguished Professor, the Faculty of Environmental Studies of Tokyo City University (present position)</p> <p>[Significant concurrent positions outside the Company] Distinguished Professor, the Faculty of Environmental Studies of Tokyo City University Outside Director, Sekisui House, Ltd. President, Gifu Academy of Forest Science And Culture Visiting Professor, Chubu Institute for Advanced Studies</p>	0

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
5	Kazuhiko Masuda (April 24, 1942)	<p>April 1965      Joined Sumitomo Light Metal Industries, Ltd.</p> <p>June 1996      Director, Sumitomo Light Metal Industries, Ltd.</p> <p>June 1999      Managing Director, Sumitomo Light Metal Industries, Ltd.</p> <p>June 2001      Senior Managing Director, Sumitomo Light Metal Industries, Ltd.</p> <p>June 2004      President and Representative Director, Sumitomo Light Metal Industries, Ltd.</p> <p>June 2009      Chairman of the Board and Representative Director, Sumitomo Light Metal Industries, Ltd.</p> <p>June 2009      Outside Director, San-Etsu Metals Co., Ltd. (present CK San-Etsu Co., Ltd.) (present position)</p> <p>June 2010      Director of the Company (present position)</p> <p>October 2011    Outside Director, San-Etsu Metals Co., Ltd. (present position)</p> <p>October 2013    Senior Adviser, UACJ Corporation (present position)</p> <p>June 2014      Outside Director, TOTO LTD. (present position)</p> <p>[Significant concurrent positions outside the Company]</p> <p>Senior Adviser, UACJ Corporation</p> <p>Outside Director, TOTO LTD.</p> <p>Outside Director, CK San-Etsu Co., Ltd.</p> <p>Outside Director, San-Etsu Metals Co., Ltd.</p>	0
6	Umeo Irie (January 27, 1949)  [New election]	<p>April 1971      Joined Nisshin Steel Co., Ltd.</p> <p>June 2001      Director, Nisshin Steel Co., Ltd.</p> <p>June 2002      Representative Director and President, Nisshin A&amp;C Co., Ltd.</p> <p>April 2007      Managing Executive Officer, Nisshin Steel Co., Ltd.</p> <p>April 2011      Vice-President &amp; Executive Officer, Nisshin Steel</p> <p>June 2011      Representative Director and Vice-President &amp; Executive Officer, Nisshin Steel</p> <p>October 2012    Director, Vice-President &amp; Executive Officer, Nisshin Steel Holdings Co., Ltd. (present Nisshin Steel Co., Ltd.)</p> <p>April 2014      Representative Director, Vice-President &amp; Executive Officer, Nisshin Steel</p> <p>April 2015      Director (Assistant to the president), Nisshin Steel</p> <p>June 2015      Permanent Adviser, Nisshin Steel</p> <p>(June 2016      Scheduled to assume the position of Adviser, Nisshin Steel Co., Ltd.)</p>	0

No.	Name (Date of birth)	Career summary, position, and responsibilities (Significant concurrent positions outside the Company)	Number of the Company's shares owned
7	Yutaka Shibamura (January 14, 1960)	<p>April 1982      Joined the Company.</p> <p>June 2010      Executive Officer of the Company</p> <p>June 2012      Director of the Company (present position)</p> <p>June 2015      Managing Executive Officer of the Company (present position)</p> <p>April 2016      Officer responsible for New Business Creation and Special Sales, Officer responsible for the Marketing Division, and Officer responsible for New Business Promotion (present position)</p>	10,900
8	Kazuyoshi Hayashi (August 23, 1951)	<p>March 1974      Joined the Company.</p> <p>June 2007      Executive Officer of the Company</p> <p>June 2008      Senior Managing Director, SEKISUI JUSHI PLAMETAL CORPORATION</p> <p>April 2015      Executive Officer of the Company, in Charge of Technology Office, Plant Manager of Shiga Plant</p> <p>June 2015      Director of the Company (present position)</p>	5,000
9	Tomohisa Koyama (January 17, 1963)  [New election]	<p>April 1986      Joined the Company.</p> <p>October 2010    General Manager, Chubu Sales Headquarters of the Company</p> <p>June 2012      Executive Officer of the Company (present position)</p> <p>April 2016      General Manager, Urban Environment Materials Business Headquarters of the Company (present position)</p>	6,600

Notes:

- There is no special interest between the candidates for Directors and the Company.
- Shiro Wakui is a candidate for Outside Director, and at the conclusion of this Ordinary General Meeting of Shareholders he will have served as an Outside Director of the Company for 4 years and 9 months. In addition to his specialist perspective concerning environmental operations, etc., he has a broad range of experience as a university professor, and an officer of other companies. This has led us to conclude that he will be able to offer valuable advice concerning the management of the Company, and we request that he is elected as an Outside Director.  
Furthermore, the Company has designated him as an independent officer in accordance with the regulations of the Tokyo Stock Exchange and has notified therein.
- Kazuhiko Masuda is a candidate for Outside Director, and at the conclusion of this Ordinary General Meeting of Shareholders he will have served as an Outside Director of the Company for 6 years. He has served as president and chairman of the board of Sumitomo Light Metal Industries, Ltd. (and currently serves as senior advisor of UACJ Corporation). This extensive experience led us to conclude that he will be able to offer valuable advice concerning the management of the Company, and we request that he is elected as an Outside Director.  
Furthermore, the Company has designated him as an independent officer in accordance with the regulations of the Tokyo Stock Exchange and has notified therein.
- Umeo Irie is a candidate for Outside Director.  
He has served as director, vice-president & executive officer of Nisshin Steel Co., Ltd. (and currently serves as Permanent Adviser) and other executive posts. This extensive experience led us to conclude that he will be able to offer valuable advice concerning the management of the Company, and we request that he is elected as an Outside Director.  
If Umeo Irie is elected as a Director, the Company plans to designate him as an Independent officer in accordance with the regulations of the Tokyo Stock Exchange and notify therein.
- The Company has entered into agreements limiting the liability specified in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of said Act with the candidates for Outside Directors, Shiro Wakui and Kazuhiko Masuda. The maximum amount of liability will be the total of the amounts specified in each item of Article 425, Paragraph 1 of said Act, and if reelection of Shiro Wakui and Kazuhiko Masuda is approved,

the Company plans to continue such agreements with them. Also, if the election of Umeo Irie is approved, the Company plans to enter into the same agreement with him.

## Proposal 2: Election of three (3) Corporate Auditors

Takayoshi Matsunaga will resign and the term of office of Shigeo Sasaki will expire at the conclusion of this Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that the number of Outside Auditors be increased by one (1) person and that three (3) Corporate Auditors be elected, in order to enhance the auditing system.

If this proposal is approved in its original form, there will be two (2) Internal Corporate Auditors and three (3) Outside Auditors for a total of five (5) Corporate Auditors.

The Board of Corporate Auditors has given its consent to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
1	Takashi Goto (July 4, 1958)  [New election]	<p>April 1982      Joined SEKISUI CHEMICAL CO., LTD. October 2010    Chief Audit Officer, SEKISUI CHEMICAL CO., LTD.</p> <p>April 2012      Legal Department Manager, SEKISUI CHEMICAL CO., LTD.</p> <p>April 2013      Executive Officer and Legal Department Manager, SEKISUI CHEMICAL CO., LTD.</p> <p>April 2016      Adviser, SEKISUI CHEMICAL CO., LTD. (present position)</p> <p>(June 2016      Plans to assume office as a full-time Corporate Auditor, SEKISUI CHEMICAL CO., LTD.)</p>	0
2	Shigeo Sasaki (October 12, 1944)	<p>April 1969      Commissioned as a Public prosecutor June 2000      Director, Trial Bureau, Supreme Public Prosecutors Office July 2001      Director, General Affairs Bureau, Supreme Public Prosecutors Office November 2001    Chief Prosecutor, Osaka District Public Prosecutors Office January 2004    Superintending Prosecutor, Sapporo High Public Prosecutors Office April 2005      Superintending Prosecutor, Fukuoka High Public Prosecutors Office May 2006      Superintending Prosecutor, Osaka High Public Prosecutors Office July 2007      Resigned as prosecutor August 2007    Registered as an attorney (Osaka Bar Association) June 2008      Outside Auditor of the Company (present position)</p> <p>[Significant concurrent positions outside the Company] Outside Director, IwaiCosmo Securities Co., Ltd. Outside Audit and Supervisory Board Member, Kobe Steel, Ltd. (Scheduled to resign on June 2016.) Governor (Outside), Japan Exchange Regulation (Scheduled to resign on June 2016.)</p>	0



No.	Name (Date of birth)	Career summary and position (Significant concurrent positions outside the Company)	Number of the Company's shares owned
3	Tsuchikazu Oonaka (March 26, 1950)  [New election]	<p>April 1982 Commissioned as a Public prosecutor</p> <p>April 1995 Professor, Legal Training and Research Institute of the Supreme Court of Japan</p> <p>December 2005 Director, Special Investigation Department of Osaka District Public Prosecutors Office</p> <p>January 2009 Chief Prosecutor, Oita District Public Prosecutors Office</p> <p>April 2010 Chief Prosecutor, Okayama District Public Prosecutors Office</p> <p>August 2011 Director, General Affairs Bureau, Supreme Public Prosecutors Office</p> <p>April 2012 Chief Prosecutor, Saitama District Public Prosecutors Office</p> <p>March 2013 Resigned as prosecutor</p> <p>April 2013 Professor, Kansai University Graduate School of Law (present position)</p> <p>July 2013 Registered as an attorney (Osaka Bar Association)</p> <p>October 2014 Representative Attorney, Ashinoha Law Office, Legal Professional Corporation (present position)</p>	0

Notes:

- There is no special interest between the candidates for Corporate Auditors and the Company.
- Takashi Goto is a candidate for Outside Auditor.  
He has experience as an Executive Officer, a Chief Audit Officer, and a General Manager of Legal Department of SEKISUI CHEMICAL CO., LTD., and has extensive knowledge and experience. The Company has determined that he is appropriate as an Outside Auditor of the Company and requests that he be elected.
- Shigeo Sasaki is a candidate for Outside Auditor, and at the conclusion of this Ordinary General Meeting he will have served as an Outside Auditor of the Company for 8 years.  
He has extensive experience in legal circles and broad-ranging knowledge as an officer of other companies, and accordingly, the Company has determined that he is appropriate as an Outside Auditor of the Company and requests that he is elected. Although he does not have any experience of direct involvement in corporate management, for the aforementioned reasons, the Company has judged that he can appropriately perform the duties of an Outside Auditor.  
The Company has designated him as an independent officer in accordance with the regulations of the Tokyo Stock Exchange and has notified therein.
- Tsuchikazu Oonaka is a candidate for Outside Auditor.  
He has extensive experience and broad-ranging knowledge in legal circles, and accordingly, the Company has determined that he is appropriate as an Outside Auditor of the Company and requests that he is elected. Although he does not have any experience of direct involvement in corporate management, for the aforementioned reasons, the Company has judged that he can appropriately perform the duties of an Outside Auditor.  
If Tsuchikazu Oonaka is elected as an Outside Auditor, the Company plans to designate him as an independent officer in accordance with the regulations of the Tokyo Stock Exchange and notify therein.
- The Company has entered into an agreement limiting the liability specified in Article 423, Paragraph 1 of the Companies Act pursuant to Article 427, Paragraph 1 of said Act with Shigeo Sasaki, the candidate for Outside Auditor. The maximum amount of liability will be the total of the amounts specified in each item of Article 425, Paragraph 1 of said Act and if reelection of Shigeo Sasaki is approved, the Company plans to continue such agreements with him. Also, if the election of Takashi Goto and Tsuchikazu Oonaka is approved, the Company plans to enter into the same agreements with them.

**Proposal 3: Amendment of remuneration, etc. for Outside Directors**

Regarding the amount of remuneration, etc., for Directors of the Company, at the 73rd Ordinary General Meeting of Shareholders, which was held on June 28, 2007, approval was received for a total annual amount of no more than 400 million yen (including no more than 30 million yen for Outside Directors).

Now, in order to further strengthen its corporate governance, as described in Proposal 1, the Company proposes to increase the number of Outside Directors by one (1) person.

Therefore, to enable it to respond to the change in the circumstances surrounding its Outside Directors, the Company would like to leave the total amount of remuneration, etc., for Directors unchanged (at an annual amount of no more than 400 million yen) and increase only the portion of the amount of remuneration, etc., for Outside Directors, to 40 million yen.

Furthermore, the current number of Directors is nine (9), including two (2) Outside Directors, but if Proposal 1 is approved, the number of Directors will be nine (9), including three (3) Outside Directors.