

**UBE INDUSTRIES, LTD.**

**Notice of the 107th Ordinary General Meeting of Shareholders**

**This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.**

June 5, 2013

Dear Shareholder:

You are cordially invited to attend the 107th Ordinary General Meeting of Shareholders of Ube Industries, Ltd., to be held in the conference room, **3rd floor, Ube Kosan Building**, 8-1, Aioicho, Ube City, Japan on **June 27, 2013 at 10 o'clock in the morning**.

If you do not expect to attend the meeting, we request that you review the accompanying reference documents at the 107th General Meeting of Shareholders and exercise your voting right by way of the enclosed Voting Card or electric methods such as internet.

Sincerely,

Michio Takeshita  
President and Representative Director  
Ube Industries, Ltd.  
1978-96, O-Aza Kogushi,  
Ube-shi, Yamaguchi-ken  
755-8633,  
Japan

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**Notes :**

- (1) If attending the meeting in person, please remember to bring the Voting Card enclosed with these materials and hand it to a receptionist.
- (2) Any revisions to the reference documents for the Ordinary General Meeting of Shareholders, Annual Reports, Consolidated Account Documents, and Non-Consolidated Account Documents shall be posted on the Company's website at <http://www.ube.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

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**Notes:**

**1. DATE and TIME**

**2. PLACE**

**3. OBJECTIVES OF THE MEETING:**

**MATTERS TO BE REPORTED:**

1. Reports on the Annual Reports, and the Consolidated Account Documents for 107th fiscal year (from April 1, 2012 to March 31, 2013) as well as the Audit Reports on Consolidated Account Documents by Independent Auditors and the Board of Auditors
2. Reports on the Non-Consolidated Account Documents for 107th fiscal year (from April 1, 2012 to March 31, 2013)

**PROPOSALS :**

- Proposal 1: Disposition of Retained Earning
- Proposal 2: Election of seven Directors
- Proposal 3: Election of two Auditors
- Proposal 4: Election of one alternate outside Auditor
- Proposal 5: Payment of Bonus to Directors and Auditors

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**Notes for disclosure of Company's information through internet :**

The following items are not contained within the documentation accompanying this Notice of the 107th Ordinary General Meeting of Shareholders. In accordance with relevant laws and regulations and with Article 16 of the Company's Articles of Incorporation, this information has been published separately on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

- ① Notes to Consolidated Account Documents
- ② Notes to Non-Consolidated Account Documents

The Consolidated Account Documents and Non-Consolidated Account Documents audited by Auditors and Independent Auditors are contained in the attached documents of this Notice of the 107th Ordinary General Meeting of Shareholders, and Notes to Consolidated Account Documents and Notes to Non-Consolidated Account Documents published on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

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# Voting Information

## 1. Voting by Mail

If you exercise your voting right by mail, please indicate your approval or disapproval of each of the proposals in the space provided on the enclosed Voting Card, affix your signature or registered seal, and return the Voting Card to the Company for its receipt by 5:30 p.m., Wednesday June 26, 2013 (Japan Time).

## 2. Voting by Internet

If you exercise your voting right by internet, please follow the notes below.

If you attend the meeting in person, you do not need to use any of mailing or internet voting.

### Notes

#### (1) Voting Web Site

Voting web site designated by the Company : <http://www.evotep.jp/>

- (i) You may only exercise your voting right by internet by accessing to our designating voting web site (<http://www.evotep.jp/>) from a personal computer, smartphone or cell phone (i mode, EZweb, Yahoo ! Keitai)\* (Please be noted that the service is suspended from 2 a.m. to 5 a.m.).  
\* “i mode”, “EZweb”, “Yahoo” is a registered or unregistered trade mark of NTT DOCOMO,INC., KDDI CORPORATION, Yahoo! Inc., respectively.
- (ii) Voting from personal computer or smartphone may not be made depending on your internet using environment such as firewall in access to internet, anti-virus software, proxy server.
- (iii) Voting from cell phone shall be made through the service of i mode, EZweb or Yahoo ! Keitai. For security purpose, the service is not usable by the cell phone which may not send coded information (SSL) or call phone information.
- (iv) Voting by internet will be accepted by 5:30 p.m., Wednesday June 26, 2013 (Japan Time), but we recommend that you vote earlier so that you may consult with the Help Desk in case of any problem.

#### (2) Way of Voting

- (i) Please use your log-in ID and provisional password printed on your Voting card in the Voting Web Site (<http://www.evotep.jp/>) and indicate your approval or disapproval of each proposal in accordance with the guidance on the web.
- (ii) In order to prevent any unauthorized access by a non-shareholder ( “disguise” or “spoofing” ) or unauthorized alteration of your voting, you will be required to change your provisional password.
- (iii) You will be received a new log-in ID and provisional password at each time of the Notice of the general meeting of shareholders.

#### (3) Voting Right Exercised In Plural Times

- (i) Please use your log-in ID and provisional password printed on your Voting card in the Voting Web Site (<http://www.evotep.jp/>) and indicate your approval or disapproval of each proposal in accordance with the guidance on the web.
- (ii) Please be noted in case that a voting right is exercised in both by mail and internet, only internet voting is treated as effective voting.
- (iii) In case that a voting right is exercised by internet more than one time, last voting is treated as effective voting. Also in case of exercising of a voting right from both personal computer or smartphone and cell phone, last voting is treated as effective.

#### (4) Cost of Access to Voting Web Site

Any cost incurred in accessing to voting web site (such as internet access charge and phone charge) shall be borne and paid by shareholders. Packet communication charge and other charge incurred to use of a cell phone shall also be borne and paid by shareholders.

#### CONTACT ON SYSTEM INFORMATION

Help Desk : Security Agency, Mitsubishi UFJ Trust & Banking Corporation  
Tel 0120-173-027 (9:00 – 21:00, toll free) (Japan Time)

# Reference Documents for Ordinary General Meeting of Shareholders

Proposals and Related Matters:

## Proposal 1: Disposition of Retained Earning

The Company proposed to distribute the year-end dividend for this fiscal year as stated below, carefully considering our business performance for this fiscal year and future business development in a comprehensive manner.

- (1) Type of Dividend: Cash
- (2) Appropriation of Dividends to Shareholders and Total Amount of Dividend:  
¥5 per common share  
Total amount ¥5,035,089,215
- (3) Effective Date of the Distribution of the Year-End Dividend: June 28, 2013 (Friday)

## Proposal 2: Election of seven Directors.

The term of office of all six Directors will expire at the close of this Ordinary General Meeting of Shareholders in accordance with Article 20 of the Article of Incorporation, and the former Director Shoji Noguchi, who passed away on May 7, 2013, retired from office. Accordingly, shareholders are requested to elect seven (7) Directors.

The candidates for Director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Hiroaki Tamura (Aug. 24, 1943)	Apr. 1966: Joined the Company Jun. 1997: Director Jun. 1999: Managing Director Jun. 2001: Senior Managing Executive Officer Oct. 2002: Company President, Cement and Construction Materials Company Jun. 2003: Senior Managing Director, and Senior Managing Executive Officer Apr. 2005: Director, and Special Assistant to President Jun. 2005: President and Representative Director Group Chief Executive Officer Apr. 2010: Chairman of the Board of Directors (current position)	247,000

<b>Candidate No.</b>	<b>Name (Date of Birth)</b>	<b>Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.</b>	<b>Shares of the Company's stock owned</b>
2	Michio Takeshita (Dec. 16, 1950)	<p>Apr. 1973: Joined the Company</p> <p>Jun. 2001: Executive Officer</p> <p>Apr. 2005: Executive Officer, General Manager of Energy &amp; Environment Div. and Procurement &amp; Logistics Div.</p> <p>Jun. 2005: Managing Executive Officer, General Manager of Energy &amp; Environment Div. and Procurement &amp; Logistics Div.</p> <p>June 2008: Director and Managing Executive Officer, General Manager of Energy &amp; Environment Div. and Procurement &amp; Logistics Div.</p> <p>Apr. 2009: Director, Senior Managing Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office, with responsibility for UBE Group Shared Service Center</p> <p>Apr. 2010: President and Representative Director, Group Chief Executive Officer (current position)</p>	100,000
3	Yuzuru Yamamoto (Mar. 8, 1953)	<p>Apr. 1977: Joined the Company</p> <p>Jun. 2001: Executive Officer, Ube Machinery Corporation, Ltd.</p> <p>Jun. 2003: Executive Officer, General Manager of Machinery Division, Machinery &amp; Metal Products Company, Ube Industries, Ltd., and Representative Director, Ube Machinery Corporation, Ltd.</p> <p>Apr. 2007: Managing Executive Director, Company Vice President of Machinery &amp; Metal Products Company, and General Manager of Machinery Division, Ube Industries, Ltd.</p> <p>Mar. 2010: Chairman of the Board, Ube Machinery Corporation, Ltd. (current position)</p> <p>Apr. 2010: Senior Managing Executive Officer and Company President of Machinery &amp; Metal Products Company, Ube Industries, Ltd.</p> <p>Apr. 2013: Special Assistant to the President, Group CCO, and General Manager of Procurement &amp; Logistic Division, with the responsibility for General Affairs &amp; Human Resources Office, Ube Industries, Ltd. (current position)</p>	77,000

<b>Candidate No.</b>	<b>Name (Date of Birth)</b>	<b>Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.</b>	<b>Shares of the Company's stock owned</b>
4	Masato Izumihara (Jan. 8, 1961)	<p>Apr. 1983: Joined the Company</p> <p>Apr. 2010: Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office, and Manager of Corporate Planning Dept., with responsibility for UBE Group Shared Service Center</p> <p>May. 2010: Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office, with responsibility for UBE Group Shared Service Center</p> <p>Jun. 2011: Director and Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office, with responsibility for UBE Group Shared Service Center</p> <p>Jul. 2011: Director and Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office</p> <p>Apr. 2013: Director and Managing Executive Officer, Group CFO, General Manager of Corporate Planning &amp; Administration Office (current position)</p>	61,000
5	Michitaka Motoda (Aug. 15, 1945)	<p>Jul. 1969: Joined The Sanwa Bank, Ltd.</p> <p>Jan. 2002: Executive Managing Officer, UFJ Bank Ltd.</p> <p>Jun. 2002: Executive Managing Officer, UFJ Institute Ltd.</p> <p>Jun. 2003: President and Director, UFJ Institute Ltd.</p> <p>Jun. 2005: Outside Director of the Company (part-time) (current position)</p> <p>Jan. 2006: President and Representative Director, Mitsubishi-UFJ Research and Consulting Co., Ltd. Resigned (June 2009)</p>	52,000
6	Tetsuro Higashi (Aug. 28, 1949)	<p>Apr. 1977: Joined Tokyo Electron Limited</p> <p>Dec. 1990: Director, Tokyo Electron Limited</p> <p>Apr. 1994: Managing Director, Tokyo Electron Limited</p> <p>Jun. 1996: President and Representative Director, Tokyo Electron Limited</p> <p>Jun. 2003: Chairman of the Board, and Representative Director, Tokyo Electron Limited</p> <p>Jun. 2011: Chairman of the Board, and Director, Tokyo Electron Limited</p> <p>Jun. 2012: Outside Director of the Company (part-time) (current position)</p> <p>Apr. 2013: Representative Director, Chairman, President &amp; CEO, Tokyo Electron Limited (current position)</p> <p>(Important Concurrent Position) Representative Director, Chairman, President &amp; CEO, Tokyo Electron Limited</p>	4,000

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
7	Takashi Kusama (Jan. 8, 1949)	Apr. 1971: Joined The Industrial Bank of Japan, Limited Jun. 1999: Executive Officer, The Industrial Bank of Japan, Limited Jun. 2000: Managing Director, Shinko Securities Co., Ltd. Jun. 2003: President and Representative Director, Shinko Securities Co., Ltd. May. 2009: Chairman of the Board, and Representative Director, Mizuho Securities Co., Ltd. Jun. 2011: Advisor, Mizuho Securities Co., Ltd. (current position) Jun. 2012: Auditor (part-time), WOWOW Inc. (current position)	0

Notes:

1. There is no special interests between each candidate and this Company.
2. Mr. Michitaka Motoda, Mr. Tetsuro Higashi, and Mr. Takashi Kusama are candidates of outside Directors. At the time of the close of this Ordinary General Meeting of Shareholders, Mr. Motoda's terms of office will be eight years, and Mr. Higashi's terms of office will be one year since their assumption of the office of the outside Director.
  - ① The Company proposes the election of Mr. Michitaka Motoda, Mr. Tetsuro Higashi, and Mr. Takashi Kusama as outside Directors because the Company has determined that they are able to contribute sufficiently to the further enhancement of the entire business management system of the Company by their management directing and checking skills taking advantage of their business management career for many years
  - ② The Company has entered into an agreement with Mr. Michitaka Motoda and Mr. Tetsuro Higashi in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act, and plan to enter into the same kind of agreement with Mr. Takashi Kusama.
3. The Company has designated and registered Mr. Michitaka Motoda and Mr. Tetsuro Higashi as Independent Director with no potential conflict of interest with general shareholders, as provided in the rules of Tokyo Stock Exchange, Inc., etc.
  - ① Director, Mr. Michitaka Motoda retired from office of Executing Officer (Executive Managing Officer) of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (then UFJ Bank Ltd.), one of Company's major lender, quite a few years ago (retired on June 2002), and afterward, had been engaged in business management for many years in a different field from finance (think tank). Therefore, His career has little impact on the management of the Company, and he has currently no special interests against the Company and no potential conflict of interest with general shareholders
  - ② Director, Mr. Tetsuro Higashi has been engaged in the management of Tokyo Electron Limited ("Tokyo Electron"), a major manufacturer of semiconductor production equipment and etc. for many years, and concurrently assumes the office of Representative Director, Chairman, President & CEO of Tokyo Electron. The company sells chemical products to Tokyo Electron, however, such sells represented less than 0.1% of the net sales of the Company for the fiscal year ended March 31, 2013. Therefore, Tokyo Electron has currently no special interests against the Company and Mr. Higashi has no potential conflict of interest with general shareholders.

### Proposal 3: Election of two Auditors.

Statutory Auditor, Mr. Keisuke Fujioka will resign at the close of this Ordinary General Meeting of Shareholders. Also, the term of office of Statutory Auditor, Mr. Takeshi Iwabuchi will expire at the close of this Ordinary General Meeting of Shareholders in accordance with Article 28 of the Article of Incorporation. Accordingly, this Company proposes to elect two (2) Statutory Auditors, namely, Mr. Naoya Kitamura as alternate to Mr. Keisuke Fujioka, and Mr. Seiichi Ochiai in succession to Mr. Takeshi Iwabuchi. The term of office of Mr. Naoya Kitamura, proposed to elect as alternate to Mr. Keisuke Fujioka, shall be the same as the remaining term of office of Mr. Keisuke Fujioka in accordance with the Article of Incorporation.

This proposal is made with the consent of the Board of Auditors.

The candidates for Statutory Auditor positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Naoya Kitamura (Mar. 22, 1953)	Apr. 1977: Joined Japan Development Bank Jun. 2001: General Manager of Information Center, The Research Institute of Capital Formation, Development Bank of Japan May. 2002: Joined the Company Apr. 2003: General Manager of Business Planning Group, Energy & Environment Division Jan. 2007: Senior Manager of Corporate Planning Dept., Corporate Planning & Administration Office (current position)	0
2	Seiichi Ochiai (Apr. 10, 1944)	Apr. 1981: Professor, Seikei University Faculty of Law Apr. 1990: Professor, The University of Tokyo Graduate Schools for Law and Politics, and Faculty of Law Apr. 2007: Professor, Chuo Law School (current position) Registered as an attorney (Daiichi Tokyo BAR Association), and joined as Of Counsel of Nishimura & Tokiwa (current Nishimura & Asahi) (current position) Jun. 2007: Professor emeritus, The University of Tokyo (current position)	0

#### Notes:

1. There is no special interests between each candidate and this Company.
2. Mr. Seiichi Ochiai is a candidate of outside Auditor.
  - ①The Company proposes the election of Mr. Seiichi Ochiai as outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing of the entire business management of the Company taking advantage of the statements his acquired expert knowledge and extensive experiences through his long career as jurist.
  - ②the Company will enter into an agreement with Mr. Seiichi Ochiai in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act.
3. The Company will designate and register Mr. Seiichi Ochiai as the candidate of Independent Auditor with no potential conflict of interest with general shareholders, as provided for the rules of Tokyo Stock Exchange, Inc., etc.
  - Mr. Seiichi Ochiai has been professor of the University of Tokyo and Seikei University as jurist for many years. At present, while being a professor of Chuo Law School and a professor emeritus of the University of Tokyo, He registers an attorney at law and is concurrently Of Counsel of Nishimura & Asahi. Currently, there is no special interests between the Company and each University and law firm he concurrently assumes, and he has no potential conflict of interest with general shareholders.



#### **Proposal 4: Election of one alternate outside Auditor.**

In case that the Company lacks the necessary number of outside Statutory Auditors required by law or ordinance, shareholders are requested to elect one (1) alternate outside Auditor in advance. This proposal is made with the consent of the Board of Auditors.

The candidate for alternate outside Auditor position is as follows:

<b>Candidate No.</b>	<b>Name (Date of Birth)</b>	<b>Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.</b>	<b>Shares of the Company's stock owned</b>
1	Daisuke Koriya (Aug. 29, 1970)	Apr. 1993: Joined, Ministry of International Trade and Industries (current Ministry of Economy, Trade and Industry) Apr. 1998: Assistant Manager, New Industries Dept., Industrial Policy Bureau of Ministry of International Trade and Industry Oct. 2000: Civil Affairs Bureau, the Ministry of Justice (in charge of Commercial Law and Company Act) Sep. 2007: Registered as an attorney (Daiichi Tokyo BAR Association), and joined Nishimura & Asahi Jan. 2011: Partner, Nishimura & Asahi (current position)	0

Note:

1. There is no special interests between Mr. Daisuke Koriya and this Company.
2. The Company proposes the election of Mr. Daisuke Koriya as an alternate outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing of the Company taking advantage of his acquired knowledge and experiences through his professional career as attorney at law.
3. In the event that Mr. Daisuke Koriya becomes an outside Auditor, the Company will enter into an agreement with him in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act.

#### **Proposal 5: Payment of Bonus to Directors and Auditors.**

In consideration of the business result of the current term, the Company would like to pay Directors' and Statutory Auditors' bonus within the limit of ¥21,300,000 in total (¥16,200,000 paid for Directors' bonus to our seven Directors (including ¥3,600,000 paid for three outside Directors) and ¥5,100,000 paid for four Statutory Auditors' bonus) who has their offices as of the last day of 107th fiscal year. A proposal is also made that the specific amount of bonus for each Director shall be decided by the Board of Directors and the specific amount of bonus for each Statutory Auditor shall be decided by the mutual discussion by Statutory Auditors.

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