

June 29, 2010

**To: All Shareholders of Shin-Etsu Chemical Co., Ltd. (the “Company”)**

**Notice of the Resolutions of the 133rd  
Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are hereby notified that the 133rd Ordinary General Meeting of Shareholders was held on June 29, 2010, and reports and resolutions were made as described below.

- Matters reported
1. Report on the Business Report, the Consolidated Financial Statements, and the Audit Reports of the Accounting Auditor and the Board of Statutory Auditors on the Consolidated Financial Statements for the 133rd fiscal year (April 1, 2009 through March 31, 2010)
  2. Report on the Financial Statements for the 133rd fiscal year (April 1, 2009 through March 31, 2010)

The above-mentioned matters 1 and 2 were reported at the meeting.

Matters resolved

1st Agendum: Distribution of Retained Earnings to Shareholders

The matter was approved as originally proposed.

2nd Agendum: Election of Nine (9) Directors

The following nine (9) persons were elected as Directors, and they assumed their respective positions:

Messrs. Chihiro Kanagawa, Shunzo Mori, Fumio Akiya, Kiichi Habata, Masashi Kaneko, Fumio Arai, Masahiko Todoroki, Toshiya Akimoto and Hiroshi Komiyama

Messrs. Masashi Kaneko and Hiroshi Komiyama are External Directors of the Company as defined in Item 15, Article 2 of the Corporations Law.

3rd Agendum: Election of One (1) Statutory Auditor

Mr. Yoshihito Kosaka was elected as a Statutory Auditor, and he assumed his position. Mr. Kosaka is an External Statutory Auditor of the Company as defined in Item 16, Article 2 of the Corporations Law.

4th Agendum: Issuance of Stock Acquisition Rights as Stock Options to Employees

The matter was approved as originally proposed.

5th Agendum: Continuance of the Handling Policy (Anti-takeover Defensive Plan) toward Large-scale Purchase of the Company's Shares and Other Securities

The matter was approved as originally proposed.

At the meeting of the Board of Directors held after the close of this General Meeting of Shareholders, Mr. Chihiro Kanagawa was elected as representative director and chairman, Mr. Shunzo Mori was elected as representative director and president, Mr. Fumio Akiya and Mr. Yasuhiko Saitoh were elected as representative directors and executive vice presidents, and four persons, Mr. Kiichi Habata, Mr. Toshinobu Ishihara, Mr. Masahiko Todoroki, and Mr. Toshiya Akimoto were elected as managing directors, and they assumed their positions. In addition, Mr. Atsushi Nakamura assumed the position of adviser.

The resulting management team is as follows:

Representative Director - Chairman	Chihiro Kanagawa	Director	Masashi Kaneko
		Director	Tsuyoshi Miyazaki
Representative Director - President	Shunzo Mori	Director	Toshihiko Fukui
		Director	Hiroshi Komiyama
Representative Director - Executive Vice President	Fumio Akiya	Director	Masaki Miyajima
		Director	Fumio Arai
Representative Director - Executive Vice President	Yasuhiko Saitoh	Director	Toshiyuki Kasahara
		Director	Hidenori Onezawa
Representative Director - Senior Managing Director	Yoshiaki Ono	Director	Ken Nakamura
		Director	Yukihiro Matsui
Managing Director	Kiichi Habata	Director	Hiroaki Okamoto
Managing Director	Koji Takasugi	Full-Time Statutory Auditor	Osamu Okada
Managing Director	Toshinobu Ishihara	Statutory Auditor	Masahiko Watase
Managing Director	Masahiko Todoroki	Statutory Auditor	Taku Fukui
Managing Director	Toshiya Akimoto	Statutory Auditor	Yoshihito Kosaka
Director	Frank Peter Popoff	Statutory Auditor	Kiyoshi Nagano
Director	Shunji Kono		

#### Payment of Year-end Dividends

The Company has decided to pay a year-end dividend of 50 yen per share for the 133rd fiscal year. The payment will be made from Wednesday, June 30, 2010. Please refer to the enclosed “Receipt of Year-end Dividend” (shareholders who have elected bank transfer or payment into a securities account should also refer to the enclosed “Year-end Dividend Calculation Sheet” and the “Confirmation of Account for Payment of Dividend”).

Very truly yours,

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Shunzo Mori, Representative Director and President

**Shin-Etsu Chemical Co., Ltd.**

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