

June 27, 2013

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

**Notice of the Resolutions of the 136th  
Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are hereby notified that the 136th Ordinary General Meeting of Shareholders was held on June 27, 2013, 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 Audit & Supervisory Board on the Consolidated Financial Statements for the 136th fiscal year (April 1, 2012 through March 31, 2013)
  2. Report on the Financial Statements for the 136th fiscal year (April 1, 2012 through March 31, 2013)

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 Fourteen (14) Directors

The following Fourteen (14) persons were elected as Directors, and they assumed their respective positions:

Messrs. Yasuhiko Saitoh, Koji Takasugi, Toshinobu Ishihara, Frank Peter Popoff, Tsuyoshi Miyazaki, Toshihiko Fukui, Masaki Miyajima, Toshiyuki Kasahara, Hidenori Onezawa, Ken Nakamura, Yukihiro Matsui, Hiroaki Okamoto, Susumu Ueno and Kazumasa Maruyama

Messrs. Frank Peter Popoff, Tsuyoshi Miyazaki and Toshihiko Fukui are Outside Directors of the Company as defined in Item 15, Article 2 of the Corporations Law.

3rd Agendum: Election of One (1) Audit & Supervisory Board Member

Mr. Taku Fukui was elected as an Audit & Supervisory Board Member, and he assumed his position. Mr. Fukui is an Outside Audit & Supervisory Board Member of the Company as defined in Item 16, Article 2 of the Corporations Law.

4th 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. Yasuhiko Saitoh was elected as representative director and executive vice president, Mr. Toshinobu Ishihara was elected as senior managing director, and three persons, Mr. Koji Takasugi, Mr. Fumio Arai and Mr. Yukihiro Matsui were elected as managing directors, and they assumed their positions.

The resulting management team is as follows:

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

Notes: 1. Messrs. Frank Peter Popoff, Masashi Kaneko, Tsuyoshi Miyazaki, Toshihiko Fukui and Hiroshi Komiyama are Outside Directors of the Company as defined in Item 15, Article 2 of the Corporations Law.

2. Messrs. Taku Fukui, Yoshihito Kosaka and Kiyoshi Nagano are Outside Audit & Supervisory Board Members of the Company as defined in Item 16, Article 2 of the Corporations Law.

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#### Payment of Year-end Dividends

The Company has decided to pay a year-end dividend of 50 yen per share for the 136th fiscal year. The payment will be made from Friday, June 28, 2013. 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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