

## **Extraordinary Report Regarding General Meeting of Shareholders**

July 1, 2016

6-1, Ohtemachi 2-chome, Chiyoda-ku, Tokyo  
Shin-Etsu Chemical Co., Ltd.

Shin-Etsu Chemical Co., Ltd. hereby announces that the following resolutions were made at the 139th Ordinary General Meeting of Shareholders held on June 29, 2016. This report is based on Paragraph 4 of Article 24-5 of the Financial Instruments and Exchange Law, and Item 9-2 of Paragraph 2 of Article 19 of the Cabinet Office Ordinance on Disclosure of Corporate Information, etc.

(Please see attached.)

(Attachment)

[Report on Meeting]

(1) Date of the General Meeting of Shareholders  
June 29, 2016

(2) Matters resolved

1st Agendum: Distribution of Retained Earnings to Shareholders  
Relating to a year-end dividend

Year-end cash dividend of 55 yen per common share of the Company

2nd Agendum: Election of Eleven (11) Directors

The following eleven (11) persons were elected as Directors: Messrs. Chihiro Kanagawa, Shunzo Mori, Fumio Akiya, Masahiko Todoroki, Toshiya Akimoto, Fumio Arai, Hiroshi Komiyama, Kenji Ikegami, Toshio Shiobara, Yoshimitsu Takahashi and Kai Yasuoka.

3rd Agendum: Issuance of Stock Acquisition Rights as Stock Options to Employees

(3) Number of votes in favor, against, and abstentions with respect to the above matters to be resolved, requirements for the matters to be approved, and outcomes of resolutions

Matters to be resolved	In favor (votes)	Against (votes)	Abstention (votes)	Requirement for approval	Outcome of resolution (Ratio in favor)
1st Agendum	3,438,451	180,043	355	Note 1	Approval (94.92%)
2nd Agendum				Note 2	
Chihiro Kanagawa	3,211,478	402,543	4,823		Approval (88.65%)
Shunzo Mori	3,293,753	320,271	4,823		Approval (90.93%)
Fumio Akiya	3,287,210	326,814	4,823		Approval (90.75%)
Masahiko Todoroki	3,378,464	235,560	4,823		Approval (93.26%)
Toshiya Akimoto	3,407,197	210,529	1,119		Approval (94.06%)
Fumio Arai	3,385,191	232,537	1,119		Approval (93.45%)
Hiroshi Komiyama	3,434,525	183,326	996		Approval (94.81%)
Kenji Ikegami	3,403,422	210,600	4,823		Approval (93.95%)
Toshio Shiobara	3,403,440	210,582	4,823		Approval (93.95%)
Yoshimitsu Takahashi	3,411,057	202,965	4,823		Approval (94.16%)
Kai Yasuoka	3,411,003	203,019	4,823		Approval (94.16%)
3rd Agendum	3,437,720	180,566	541	Note 3	Approval (94.90%)

Notes: 1. Approval requires a majority vote in favor by shareholders at the meeting who have voting rights.

2. Approval requires the attendance of shareholders who have at least one-third (1/3) of the total voting rights of the Company and a majority vote in favor by said shareholders at the meeting.

3. Approval requires the attendance of shareholders who have at least one-third (1/3) of the total voting rights of the Company and a two-thirds (2/3) majority vote in favor by said shareholders at the meeting.

(4) Reason for not including some votes of shareholders at the meeting in counting the number of votes

The requirement for approval was fulfilled for individual resolutions by adding up the votes with confirmed voting intentions (in favor, against, or abstention) sent in by the day before the general meeting and the votes given by some of the shareholders attending the meeting, and the resolutions were thereby approved lawfully in conformity with the Corporation Law. Therefore, in counting the number of votes, we did not include the votes of shareholders at the meeting whose votes were not confirmed.