



June 28, 2012

To Whom It May Concern

6-1, Ohtemachi 2-chome, Chiyoda-ku, Tokyo  
Shin-Etsu Chemical Co., Ltd.  
Shunzo Mori, Representative Director / President  
(Code No. 4063)  
Contact Information:  
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**Notification Concerning Continuation of the Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities at the Annual Meeting of Stockholders of Our Company**

At the board of directors' meeting held on May 17, 2012, Shin-Etsu Chemical Co., Ltd. ("our company") decided to continue the "Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities" (the "Handling Policy"), which was scheduled to expire at the end of the 135<sup>th</sup> annual meeting of stockholders (the "Stockholders' Meeting") held today, conditional upon authorization by the stockholders present at the Stockholders' Meeting. We hereby give notice that the stockholders approved the continuation of the Handling Policy at the Stockholders' Meeting (3rd Agenda Item).

Moreover, at the board of directors' meeting held after the close of the Stockholders' Meeting, the four individuals named in the attachment were appointed as members of the Independent Committee prescribed in the Handling Policy.

For details of the Handling Policy, please see the press release dated May 17, 2012 entitled "Notification of Continuation of Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities" (available on our homepage <http://www.shinetsu.co.jp>).

Based on the recent approval given by the stockholders, our company will continue to strive to maintain and improve our corporate value and/or the common interests of our company's stockholders.

Names and Brief Personal Histories of Members of Independent Committee

Toshihiko Fukui

Date of Birth: September 7, 1935

April, 1958           Joined the Bank of Japan  
December, 1994       Deputy Governor of the above  
March, 2003           Governor of the above  
June, 2009            External Director of our company (to date)

Hiroshi Komiya

Date of Birth: December 15, 1944

July, 1988            Professor, School of Engineering, The University of Tokyo  
April, 2000            Dean of the Graduate School of Engineering, Dean of the School of Engineering,  
The University of Tokyo  
April, 2005            President of National University Corporation, The University of Tokyo  
June, 2010            External Director of our company (to date)

Masashi Kaneko

Date of Birth : March 2, 1939

October, 2001        Representative Director, Chairman and President of Nikko Cordial Corporation  
June, 2005            Director and Chairman of the Board of Executive Officers of the above  
June, 2006            External Director of our company (to date)

Tsuyoshi Miyazaki

Date of Birth : December 16, 1931

March, 1990          Representative Director and President of Mitsubishi Logistics Corporation  
June, 1998            Representative Director and Chairman of the above  
June, 2003            Counselor of the above (to date)  
June, 2007            External Director of our company (to date)

(Note) The above members have been reported to the Tokyo Stock Exchange, etc. as independent directors.