

June 27, 2019

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

**Notice of the Resolutions of the 142nd
Ordinary General Meeting of Shareholders**

Dear Shareholders:

You are hereby notified that the 142nd Ordinary General Meeting of Shareholders was held on June 27, 2019, 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 142nd fiscal year (April 1, 2018 through March 31, 2019)
 2. Report on the Financial Statements for the 142nd fiscal year (April 1, 2018 through March 31, 2019)

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. The Company has decided to pay a year-end dividend of 100 yen per share.

The Company has distributed an interim cash dividend of 100 yen per share for the current fiscal year; thus, the annual cash dividend for the current fiscal year is 200 yen per share.

2nd Agendum: Election of Ten (10) Directors

The following ten (10) persons were elected as Directors, and they assumed their respective positions:

Messrs. Yasuhiko Saitoh, Toshinobu Ishihara, Susumu Ueno, Yukihiro Matsui, Masaki Miyajima, Frank Peter Popoff, Tsuyoshi Miyazaki, Toshihiko Fukui, Toshiyuki Kasahara 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 Three (3) Audit & Supervisory Board Members

The following three (3) persons were elected as Audit & Supervisory Board Members, and they assumed their respective positions:

Messrs. Hiroaki Okamoto, Kiyoshi Nagano and Hidenori Onezawa

Mr. Kiyoshi Nagano is an Outside Audit & Supervisory Board Member 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.

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 President, Mr. Toshinobu Ishihara and Mr. Susumu Ueno were elected as Senior Managing Directors, and three persons, Mr. Yukihiro Matsui, Mr. Masaki Miyajima and Mr. Kenji Ikegami were elected as Managing Directors, and they assumed their positions. At the meeting of the Audit & Supervisory Board held on the same day, Mr. Hiroaki Okamoto and Mr. Hidenori Onezawa were elected as Full-Time Audit & Supervisory Board Members, and they assumed their positions. In addition, Mr. Osamu Okada assumed the position of Counselor.

The resulting management team is as follows:

Representative Director - Chairman	Chihiro Kanagawa	Director	Frank Peter Popoff
		Director	Tsuyoshi Miyazaki
Representative Director - Vice Chairman	Fumio Akiya	Director	Toshihiko Fukui
		Director	Hiroshi Komiyama
Representative Director - President	Yasuhiko Saitoh	Director	Toshiyuki Kasahara
		Director	Kazumasa Maruyama
Senior Managing Director	Toshinobu Ishihara	Director	Toshio Shiobara
Senior Managing Director	Susumu Ueno	Director	Yoshimitsu Takahashi
Senior Managing Director	Masahiko Todoroki	Director	Kai Yasuoka
Managing Director	Toshiya Akimoto	Full-Time Audit & Supervisory Board Member	Hiroaki Okamoto
Managing Director	Fumio Arai		
Managing Director	Yukihiro Matsui	Full-Time Audit & Supervisory Board Member	Hidenori Onezawa
Managing Director	Masaki Miyajima		
Managing Director	Kenji Ikegami	Audit & Supervisory Board Member	Taku Fukui
Director - Adviser	Shunzo Mori	Audit & Supervisory Board Member	Yoshihito Kosaka
		Audit & Supervisory Board Member	Kiyoshi Nagano

- Notes: 1. Messrs. Frank Peter Popoff, 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.

Very truly yours,

Yasuhiko Saitoh, Representative Director and President

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