

Extraordinary Report Regarding General Meeting of Shareholders

July 2, 2014

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 137th Ordinary General Meeting of Shareholders held on June 27, 2014. 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 27, 2014

(2) Matters resolved

1st Agendum: Distribution of Retained Earnings to Shareholders

Relating to a year-end dividend

Year-end cash dividend of 50 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, Kiichi Habata, Masahiko Todoroki, Toshiya Akimoto, Fumio Arai, Masashi Kaneko, Hiroshi Komiyama, Kenji Ikegami and Toshio Shiobara.

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

Mr. Yoshihito Kosaka was elected as an Audit & Supervisory Board Member.

4th Agendum: Continuance of the Handling Policy toward Large-scale Purchase of the Company's Shares and Other Securities

(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	3,350,334	121,799	9,947	Note 1	Approval (96.15%)
2nd Agendum				Note 2	
Chihiro Kanagawa	3,151,730	318,744	11,397		Approval (90.45%)
Shunzo Mori	3,271,529	198,946	11,397		Approval (93.89%)
Fumio Akiya	3,262,736	205,629	13,506		Approval (93.64%)
Kiichi Habata	3,271,537	196,828	13,506		Approval (93.89%)
Masahiko Todoroki	3,271,667	196,698	13,506		Approval (93.89%)
Toshiya Akimoto	3,271,662	196,703	13,506		Approval (93.89%)
Fumio Arai	3,271,667	196,698	13,506		Approval (93.89%)
Masashi Kaneko	3,209,353	262,287	10,233		Approval (92.11%)
Hiroshi Komiyama	3,294,592	177,047	10,233		Approval (94.55%)
Kenji Ikegami	3,254,755	213,610	13,506		Approval (93.41%)
Toshio Shiobara	3,254,723	213,642	13,506		Approval (93.41%)
3rd Agendum				Note 2	
Yoshihito Kosaka	3,461,162	10,964	9,947		Approval (99.33%)
4th Agendum	1,930,261	1,540,137	11,676	Note 1	Approval (55.39%)

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.

(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.