

Extraordinary Report Regarding General Meeting of Shareholders

June 30, 2015

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 138th Ordinary General Meeting of Shareholders held on June 26, 2015. 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 26, 2015

(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 Twelve (12) Directors

The following twelve (12) persons were elected as Directors: Messrs. Yasuhiko Saitoh, Toshinobu Ishihara, Koji Takasugi, Yukihiro Matsui, Frank Peter Popoff, Tsuyoshi Miyazaki, Toshihiko Fukui, Masaki Miyajima, Toshiyuki Kasahara, Hidenori Onezawa, Susumu Ueno and Kazumasa Maruyama.

3rd Agendum: Election of Three (3) Audit & Supervisory Board Members

The following three (3) persons were elected as Audit & Supervisory Board Members : Messrs. Osamu Okada, Kiyoshi Nagano and Hiroaki Okamoto.

4th Agendum: Issuance of Stock Acquisition Rights as Stock Options to Employees

5th 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	3,316,251	167,294	12,015	Note 1	Approval (94.83%)
2nd Agendum				Note 2	
Yasuhiko Saitoh	3,265,511	214,231	15,794		Approval (93.38%)
Toshinobu Ishihara	3,312,668	167,075	15,794		Approval (94.72%)
Koji Takasugi	3,312,551	167,192	15,794		Approval (94.72%)
Yukihiro Matsui	3,312,681	167,062	15,794		Approval (94.72%)
Frank Peter Popoff	2,234,904	1,248,182	12,449		Approval (63.91%)
Tsuyoshi Miyazaki	3,225,351	257,737	12,449		Approval (92.23%)
Toshihiko Fukui	3,313,863	169,224	12,449		Approval (94.76%)
Masaki Miyajima	3,312,668	167,075	15,794		Approval (94.72%)
Toshiyuki Kasahara	3,312,683	167,060	15,794		Approval (94.72%)
Hidenori Onezawa	3,312,683	167,060	15,794		Approval (94.72%)
Susumu Ueno	3,312,598	167,145	15,794		Approval (94.72%)
Kazumasa Maruyama	3,312,755	166,988	15,794		Approval (94.73%)
3rd Agendum				Note 2	
Osamu Okada	3,333,863	149,359	12,328		Approval (95.33%)
Kiyoshi Nagano	3,457,061	26,161	12,328		Approval (98.85%)
Hiroaki Okamoto	3,308,200	175,020	12,328		Approval (94.60%)
4th Agendum	3,310,261	170,308	14,803	Note 3	Approval (94.66%)
5th Agendum	1,952,395	1,526,725	16,253	Note 1	Approval (55.83%)

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.