

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

July 3, 2017

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 140th Ordinary General Meeting of Shareholders held on June 29, 2017. 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, 2017

(2) Matters resolved

1st Agendum: Distribution of Retained Earnings to Shareholders

Relating to a year-end dividend

Year-end cash dividend of 60 yen per common share of the Company

2nd Agendum: Amendment of Certain Provisions of the Articles of Incorporation

3rd Agendum: Election of Eleven (11) Directors

The following eleven (11) persons were elected as Directors: Messrs. Yasuhiko Saitoh, Toshinobu Ishihara, Susumu Ueno, Yukihiro Matsui, Masaki Miyajima, Frank Peter Popoff, Tsuyoshi Miyazaki, Toshihiko Fukui, Toshiyuki Kasahara, Hidenori Onezawa and Kazumasa Maruyama.

4th Agendum: Election of One (1) Audit & Supervisory Board Member

Mr. Taku Fukui was elected as an Audit & Supervisory Board Member.

5th 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	3,432,426	278,688	877	Note 1	Approval (92.42%)
2nd Agendum	3,685,217	25,896	877	Note 2	Approval (99.22%)
3rd Agendum				Note 3	
Yasuhiko Saitoh	3,260,277	432,879	18,831		Approval (87.78%)
Toshinobu Ishihara	3,506,486	196,790	8,712		Approval (94.41%)
Susumu Ueno	3,503,540	199,736	8,712		Approval (94.33%)
Yukihiro Matsui	3,505,390	197,886	8,712		Approval (94.38%)
Masaki Miyajima	3,506,482	196,794	8,712		Approval (94.41%)
Frank Peter Popoff	3,415,264	288,012	8,712		Approval (91.95%)
Tsuyoshi Miyazaki	3,463,081	247,794	1,113		Approval (93.24%)
Toshihiko Fukui	3,581,952	128,925	1,113		Approval (96.44%)
Toshiyuki Kasahara	3,503,359	199,917	8,712		Approval (94.33%)
Hidenori Onezawa	3,504,411	198,865	8,712		Approval (94.35%)
Kazumasa Maruyama	3,466,413	236,863	8,712		Approval (93.33%)
4th Agendum				Note 3	
Taku Fukui	2,833,953	876,918	1,113		Approval (76.30%)
5th Agendum	3,513,050	197,900	1,033	Note 2	Approval (94.59%)

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 two-thirds (2/3) 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 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.