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Securities Code 4182

June 8, 2011

To Those Shareholders with Voting Rights

Kazuo Sakai
President and Representative Director
Mitsubishi Gas Chemical Company, Inc.
Mitsubishi Building,
5-2 Marunouchi 2-chome, Chiyoda-ku,
Tokyo, Japan

Notice of the 84th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 84th Ordinary General Meeting of Shareholders of Mitsubishi Gas Chemical Company, Inc. (hereinafter "MGC") to be held as described below.

In the event you are not able to attend the meeting, it is kindly requested that you review the Reference Documents for General Meeting of Shareholders hereinbelow and exercise your voting rights by 5:30 p.m. of June 27, 2011 (Monday), as it is possible to exercise your voting rights in writing or by electromagnetic means (Internet, etc.).

[Exercising Voting Rights in Writing (Via Mail)]

Please indicate on the enclosed voting form whether you approve or disapprove the agenda items and return by mail so that it will arrive by the deadline indicated above.

[Exercising of Voting Rights via the Internet]

Please review the "Instructions on Exercise of Voting Rights via the Internet" (Translation is omitted.), get access to the website designated by MGC for the exercise of voting rights (<http://www.evotep.jp/>), and enter your approval or disapproval of the agenda items according to on-screen instructions by the deadline indicated above.

- 1. Date and Time:** Tuesday, June 28, 2011 at 10:00 a.m.
- 2. Place:** MGC Conference Room (6th Floor, Mitsubishi Building)
2-5-2, Marunouchi, Chiyoda-ku, Tokyo
- 3. Agenda of the Meeting:**
 - Matters to be reported:** (1) Report on the Business Report, Consolidated Financial Statements, and results of audits of the Consolidated Financial Statements by the independent Auditor and the Board of Corporate Auditors for the 84th Business Term (from April 1, 2010 to March 31, 2011)
 - (2) Report on the Non-Consolidated Financial Statements for the 84th Business Term (from April 1, 2010 to March 31, 2011)

Proposals to be resolved:

Proposal No. 1: Election of Ten Directors

Proposal No. 2: Election of Four Corporate Auditors

Proposal No. 3: Decision on Reserved Retirement Benefits for Directors

4. Instructions on Exercising Voting Rights

(1) Multiple Exercise of Voting Rights

In the event voting rights are exercised multiple times via the mailing of the voting form and electromagnetic means (Internet, etc.), votes submitted by electromagnetic means will be deemed valid.

Further, in the event that voting rights are exercised multiple times via electromagnetic means, the last set of votes cast will be deemed valid.

(2) To Institutional Investors

The “Electronic Proxy Voting Platform” operated by ICJ is available for exercising voting rights with respect to MGC’s General Meeting of Shareholders.

5. Guidance Regarding the Attached Documentation to the Convocation Notice and the Reference Documents for General Meeting of Shareholders

(1) Disclosure of the Attached Documentation to the Convocation Notice of this Ordinary General Meeting of Shareholders on the Internet

Among the documents that should be attached to this convocation notice, in accordance with laws and regulations and the provisions of Article 15 of the Articles of Incorporation of MGC, the following documents are posted on MGC’s website and are not included in the enclosed “Business Report for the 84th Fiscal Year.”

(i) Notes to Consolidated Financial Statements

(ii) Notes to Non-consolidated Financial Statements

(2) Method of Publicizing Revisions to Attached Documentation

Please be advised that in the event the Reference Documents for General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, or the Consolidated Financial Statements require modification, MGC will post such modification on its website.

MGC’s website : http://www.mgc.co.jp/ir/g_meeting.html

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(Request)

It is requested that you submit the enclosed voting form at the reception desk when attending the Ordinary General Meeting of Shareholders. To conserve resources, please bring the “Business Report for the 84th Fiscal Year” enclosed with this convocation notice with you to the meeting.

Given circumstances surrounding the electrical power infrastructure, we will be taking energy conservation measures on the day of the meeting, such as wearing light clothing (a business style known as “cool biz,” with no tie or jacket). We appreciate your understanding and request that shareholders come to the meeting dressed in light clothing as well.

We will not be handing out small gifts at the site of the meeting. We appreciate your understanding.

## Reference Documents for General Meeting of Shareholders

### Proposals and References

#### Proposal No. 1: Election of Ten Directors

It is proposed that ten Directors be elected, since the term of office of all current Directors will expire as of the close of this Ordinary General Meeting of Shareholders.

The nominees are as follows:

| No. | Name<br>(Date of Birth)            | Profile, position and responsibility in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Number of<br>shares of the<br>Company held |
|-----|------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1   | Hideki Odaka<br>(March 12, 1942)   | <p>April 1965      Joined the Company.</p> <p>June 1994      General Manager, Affiliated Business Division</p> <p>June 1997      Director and Administrative Management of<br/>General Affairs Division, Asset Utilization<br/>Promotion Division, and Affiliated Business<br/>Division</p> <p>February 1998    Director, and Administrative Management of<br/>General Affairs Division and Affiliated Business<br/>Division</p> <p>June 1999      Managing Director, and Administrative<br/>Management of Engineering Plastics Division</p> <p>June 2000      Managing Director, and Administrative<br/>Management of Corporate Planning Division</p> <p>June 2001      President and Director</p> <p>June 2007      Chairman and Director (to the present)</p> | 95,000 Shares                              |
| 2   | Kazuo Sakai<br>(February 28, 1947) | <p>April 1971      Joined the Company.</p> <p>June 2000      General Manager, Administrative Division,<br/>Aromatic Chemicals Company</p> <p>June 2001      Director and General Manager, Aromatic<br/>Chemicals Division II and Administrative<br/>Division, Aromatic Chemicals Company</p> <p>June 2003      Director, Managing Executive Officer, President<br/>of Aromatic Chemicals Company, and General<br/>Manager, Aromatic Chemicals Division II</p> <p>June 2005      Director, Managing Executive Officer, and<br/>Administrative Management of Finance &amp;<br/>Accounting Center and Purchasing &amp; Logistics<br/>Center</p> <p>June 2007      President and Director (to the present)</p>                                                       | 46,083 Shares                              |

| No. | Name<br>(Date of Birth)                    | Profile, position and responsibility in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Number of<br>shares of the<br>Company held |
|-----|--------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 3   | Yoshishige<br>Yamazaki<br>(March 28, 1950) | <p>April 1974      Joined the Company.</p> <p>June 2000      General Manager, Planning &amp; Development<br/>Division, Natural Gas Chemicals Company</p> <p>June 2002      Director, and Plant Manager, Niigata Plant,<br/>Natural Gas Chemicals Company</p> <p>June 2003      Executive Officer, and Plant Manager, Niigata<br/>Plant, Natural Gas Chemicals Company</p> <p>June 2004      Director, Managing Executive Officer, and Plant<br/>Manager, Niigata Plant, Natural Gas Chemicals<br/>Company</p> <p>June 2005      Corporate Auditor, JSP Corporation<br/>Director, Managing Executive Officer, President<br/>of Aromatic Chemicals Company, and General<br/>Manager, Aromatic Chemicals Division II</p> <p>June 2006      Director, Managing Executive Officer, and<br/>Administrative Management of Corporate<br/>Planning Division and Aromatic Chemicals<br/>Company</p> <p>June 2007      Director, Managing Executive Officer, and<br/>Administrative Management of Corporate<br/>Planning Division and Purchasing &amp; Logistics<br/>Center</p> <p>June 2008      Director, Managing Executive Officer, and<br/>President of Natural Gas Chemicals Company</p> <p>April 2009      Director, Managing Executive Officer, President<br/>of Natural Gas Chemicals Company, and General<br/>Manager, Biochemical Division</p> <p>June 2009      Director, Senior Managing Executive Officer,<br/>Assistant to the President, and President of<br/>Natural Gas Chemicals Company<br/>Outside Director, Co-op Chemical Co., Ltd. (to<br/>the present)</p> <p>October 2009    Director, Senior Managing Executive Officer,<br/>Assistant to the President, President of Natural<br/>Gas Chemicals Company, and General Manager,<br/>Basic chemicals Division</p> <p>June 2010      Director, Senior Managing Executive Officer,<br/>Assistant to the President, and President of<br/>Natural Gas Chemicals Company (to the present)</p> | 36,083 Shares                              |

| No. | Name<br>(Date of Birth)            | Profile, position and responsibility in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of<br>shares of the<br>Company held |
|-----|------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 4   | Jin Hata<br>(December 10, 1949)    | <p>April 1973      Joined the Company.</p> <p>June 2003      Deputy General Manager, Finance &amp; Accounting Center</p> <p>June 2004      Executive Officer, and General Manager, Finance &amp; Accounting Center</p> <p>June 2007      Executive Officer, and General Manager, Corporate Planning Division</p> <p>June 2008      Director, Managing Executive Officer, Member of Internal Control Promotion Committee, and Administrative Management of Finance &amp; Accounting Center</p> <p>June 2009      Director, Managing Executive Officer, Member of Internal Control Promotion Committee, and Administrative Management of Corporate Communications Division and Finance &amp; Accounting Center</p> <p>June 2010      Director, Senior Managing Executive Officer, Assistant to the President, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, and Administrative Management of Internal Audit Division, Corporate Communications Division and Finance &amp; Accounting Center (to the present)</p> | 28,000 Shares                              |
| 5   | Yuh Miyauchi<br>(January 12, 1949) | <p>April 1974      Joined the Company.</p> <p>June 2002      Group Manager, Electronics Chemicals Group, Inorganic Chemicals Division, Specialty Chemicals Company, and General Manager, Electronic Chemicals R&amp;D Center, Tokyo Research Laboratory, Specialty Chemicals Company</p> <p>June 2003      Executive Officer, and General Manager, Planning &amp; Development Division, Specialty Chemicals Company</p> <p>June 2006      Executive Officer, and Plant Manager, Yokkaichi Plant, Specialty Chemicals Company</p> <p>June 2008      Director, Managing Executive Officer, and Administrative Management of Research &amp; Technology Development Division and Purchasing &amp; Logistics Center</p> <p>June 2009      Director, Managing Executive Officer, and President of Information &amp; Advanced Materials Company (to the present)</p>                                                                                                                                                                                                  | 36,000 Shares                              |

| No. | Name<br>(Date of Birth)               | Profile, position and responsibility in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | Number of<br>shares of the<br>Company held |
|-----|---------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 6   | Kunio Oya<br>(November 6, 1949)       | <p>April 1972      Joined the Company.</p> <p>December 2001    General Manager, Administrative Division,<br/>Natural Gas Chemicals Company</p> <p>June 2002      Outside Corporate Auditor, Japan U-PiCA Co.,<br/>Ltd.</p> <p>June 2004      Executive Officer, and General Manager,<br/>Administrative Division, Natural Gas Chemicals<br/>Company</p> <p>June 2006      Executive Officer, General Manager, Purchasing<br/>&amp; Logistics Center</p> <p>June 2009      Director, Managing Executive Officer, Member<br/>of Internal Control Promotion Committee, and<br/>Administrative Management of Corporate<br/>Planning Division and Purchasing &amp; Logistics<br/>Center</p> <p>June 2010      Director, Managing Executive Officer,<br/>Administrative Management of Risk<br/>Management, Member of Internal Control<br/>Promotion Committee, and Administrative<br/>Management of Administrative &amp; Personnel<br/>Center and Purchasing &amp; Logistics Center (to the<br/>present)</p> | 23,000 Shares                              |
| 7   | Toshikiyo Kurai<br>(January 9, 1952)  | <p>April 1975      Joined the Company.</p> <p>June 2003      General Manager, Inorganic Chemicals Division,<br/>Specialty Chemicals Company</p> <p>June 2006      Executive Officer, and General Manager,<br/>Inorganic Chemicals Division, Specialty<br/>Chemicals Company</p> <p>June 2008      Executive Officer, and President of Specialty<br/>Chemicals Company</p> <p>June 2009      Director, Managing Executive Officer, and<br/>President of Specialty Chemicals Company</p> <p>June 2010      Director, Managing Executive Officer, President<br/>of Specialty Chemicals Company, and General<br/>Manager, Engineering Plastics Division (to the<br/>present)</p>                                                                                                                                                                                                                                                                                                                           | 39,064 Shares                              |
| 8   | Makoto Mizutani<br>(January 15, 1950) | <p>April 1974      Joined the Company.</p> <p>October 2003    Plant Manager, Kashima Plant, Specialty<br/>Chemicals Company</p> <p>June 2005      Executive Officer, and Plant Manager, Kashima<br/>Plant, Specialty Chemicals Company</p> <p>June 2007      Executive Officer, Administrative Management of<br/>Maintenance Center, and Executive Assistant to<br/>Director in charge of Environment &amp; Safety<br/>Division</p> <p>June 2009      Executive Officer, Administrative Management of<br/>Maintenance Center, and Executive Assistant to<br/>Director in charge of Research &amp; Technology<br/>Development Division and Environment &amp; Safety<br/>Division</p> <p>June 2010      Director, Managing Executive Officer,<br/>Chairperson of The Committee on Future R&amp;D,<br/>Administrative Management of Research and<br/>Development Division, and General Manager,<br/>Tokyo Techno Park (to the present)</p>                                                                | 20,000 Shares                              |

| No. | Name<br>(Date of Birth)              | Profile, position and responsibility in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | Number of<br>shares of the<br>Company held |
|-----|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 9   | Masami Orisaku<br>(January 1, 1953)  | <p>April 1981      Joined the Company.</p> <p>June 2001      Laboratory Manager, Niigata Research<br/>Laboratory, Natural Gas Chemicals Company</p> <p>June 2005      Plant Manager, Niigata Plant, Natural Gas<br/>Chemicals Company</p> <p>June 2006      Executive Officer, and General Manager,<br/>Research &amp; Technology Development Division</p> <p>June 2007      Executive Officer, and General Manager,<br/>Planning &amp; Development Division and Basic &amp;<br/>Intermediate Chemicals Division, Natural Gas<br/>Chemicals Company</p> <p>October 2009    Executive Officer, and General Manager,<br/>Planning &amp; Development Division and Organic<br/>Chemicals Division, Natural Gas Chemicals<br/>Company</p> <p>June 2010      Director, Managing Executive Officer, Member<br/>of Compliance Advisory Committee and Internal<br/>Control Promotion Committee, and<br/>Administrative Management of Corporate<br/>Planning Division (to the present)</p> | 19,000 Shares                              |
| 10  | Yukio Sakai *<br>(November 14, 1953) | <p>April 1978      Joined the Company.</p> <p>June 2005      Plant Manager, Mizushima Plant, Aromatic<br/>Chemicals Company</p> <p>June 2006      Executive Officer, and General Manager,<br/>Planning &amp; Development Division and Aromatic<br/>Chemicals Division I, Aromatic Chemicals<br/>Company</p> <p>                    Outside Corporate Auditor, JSP Corporation (to<br/>the present)</p> <p>                    Outside Director, Japan U-PiCA Co., Ltd.</p> <p>June 2009      Executive Officer, and General Manager,<br/>Aromatic Chemicals Division I, Aromatic<br/>Chemicals Company</p> <p>June 2010      Executive Officer, and President of Aromatic<br/>Chemicals Company (to the present)</p>                                                                                                                                                                                                                                                             | 20,000 Shares                              |

(Notes) 1. Individuals marked with \* are new candidates.

2. No conflict of interests exists between the Company and each candidate.

**Proposal No. 2: Election of Four Corporate Auditor**

It is proposed that four Corporate Auditors be elected, since the terms of office of four Corporate Auditors, Mr. Ichiei Noguchi, Mr. Shoji Uematsu, Mr. Wataru Taguchi, and Mr. Yoshimasa Nihei, will expire as of the close of this Ordinary General Meeting of Shareholders.

The submission of this Proposal No. 2 has been approved by the Board of Auditors.

The nominees are as follows:

| No. | Name<br>(Date of Birth)             | Profile and position in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of<br>shares of the<br>Company held |
|-----|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 1   | Shoji Uematsu<br>(February 4, 1946) | April 1968<br>June 2000<br>June 2001<br>June 2002<br>June 2003<br>June 2004<br>June 2005<br>June 2006<br>June 2007<br>June 2008<br>June 2009<br>Joined the Company.<br>Plant Manager, Niigata Plant, Natural Gas Chemicals Company<br>Director, and Plant Manager, Niigata Plant, Natural Gas Chemicals Company<br>Director, and General Manager, Basic Chemicals Division and Planning & Development Division, Natural Gas Chemicals Company<br>Director, Managing Executive Officer, and President of Natural Gas Chemicals Company<br>Director, Managing Executive Officer, President of Natural Gas Chemicals Company, and General Manager, Basic & Intermediate Chemicals Division,<br>Director, Managing Executive Officer, and President of Natural Gas Chemicals Company<br>Director, Senior Managing Executive Officer, Assistant to the President, and Administrative Management of Compliance, Internal Audit Division, Environment & Safety Division and Natural Gas Chemicals Company<br>Outside Director, Co-op Chemical Co., Ltd.<br>Director, Senior Managing Executive Officer, Assistant to the President, and Administrative Management of Compliance, Internal Audit Division, Environment & Safety Division and Methanol Business<br>Director, Senior Managing Executive Officer, Assistant to the President, Administrative Management of Compliance, Chairperson of Internal Control Promotion Committee, and Administrative Management of Internal Audit Division, Environment & Safety Division<br>Corporate Auditor (to the present) | 33,000 Shares                              |

| No. | Name<br>(Date of Birth)             | Profile and position in the Company<br>(Important positions concurrently held at other companies, etc.)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Number of<br>shares of the<br>Company held |
|-----|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|
| 2   | Hiroshi Shibata *<br>(May 28, 1949) | <p>April 1973      Joined the Bank of Mitsubishi, Ltd.</p> <p>May 1999      General Manager, Corporate Banking Credit Division, the Bank of Tokyo-Mitsubishi, Ltd.</p> <p>May 2000      General Manager, Kyoto Branch</p> <p>June 2001      Senior Executive Officer, Chiyoda Corporation</p> <p>June 2004      Representative Director, Senior Managing Director and Executive Officer</p> <p>June 2005      Representative Director, Executive Vice President and Executive Officer</p> <p>April 2011      Special Advisor (to the present)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 0 Share                                    |
| 3   | Wataru Taguchi<br>(March 16, 1946)  | <p>March 1968      Joined Nippon Life Insurance Company</p> <p>July 1994      Director</p> <p>March 1997      Managing Director</p> <p>March 2000      Senior Managing Director</p> <p>June 2000      Outside Corporate Auditor, Mitsubishi Gas Chemical Company, Inc. (to the present)</p> <p>March 2002      Representative Director and Vice President, Nippon Life Insurance Company</p> <p>June 2003      Outside Director, Keihin Electric Express Railway Co., Ltd. (to the present)</p> <p>March 2005      Director, Nippon Life Insurance Company</p> <p>June 2005      Representative Director and President, Nissay Asset Management Corporation</p> <p>June 2009      Representative Director and Chairman, NLI Research Institute (to the present)</p> <p>                    President, Tokyo Opera City Cultural Foundation (to the present)</p> <p>December 2009      President, Nissay Culture Foundation (to the present)</p>                                                                                                                                                                                                                                                                                                                                                                                 | 0 Share                                    |
| 4   | Yoshimasa Nihei<br>(July 1, 1940)   | <p>April 1968      Assistant, Faculty of Engineering, University of the Tokyo</p> <p>July 1974      Lecturer</p> <p>December 1976      Associate Professor, Institute of Industrial Science</p> <p>October 1977      Visiting Professor, Lawrence Berkeley National Laboratory, University of California</p> <p>March 1987      Professor, Institute of Industrial Science, University of Tokyo</p> <p>April 1998      Director of Environmental Science Center</p> <p>April 2001      Professor, Graduate School of Science and Technology, Tokyo University of Science</p> <p>May 2001      Professor Emeritus, University of Tokyo (to the present)</p> <p>April 2004      Director, Research Institute for Science and Technology, Tokyo University of Science</p> <p>November 2005      Director, Research Institute for Science and Technology</p> <p>June 2007      Outside Corporate Auditor, Mitsubishi Gas Chemical Company, Inc. (to the present)</p> <p>January 2008      Vice President for Research, Tokyo University of Science</p> <p>April 2009      Vice President</p> <p>January 2010      Special Adviser, The Educational Foundation for Tokyo University of Science (to the present)</p> <p>February 2011      Director, The Educational Foundation for Tokyo Polytechnic University (to the present)</p> | 0 Share                                    |

- (Notes) 1. Individuals marked with \* is new candidate.
2. No conflict of interests exists between the Company and each candidate.
  3. Mr. Hiroshi Shibata is scheduled to step down from his position as special advisor to Chiyoda Corporation on June 27, 2011.
  4. The Tokyo Opera City Cultural Foundation, in which Corporate Auditor, Mr. Wataru Taguchi concurrently services, was licensed as a special public interest promotion entity on April 1, 2010 and has since changed its name to Public Interest Incorporated Foundation Tokyo Opera City Cultural Foundation.
  5. Of the nominees, Mr. Hiroshi Shibata, Mr. Wataru Taguchi and Mr. Yoshimasa Nihei are nominated as Outside Corporate Auditors.
  6. Matters Concerning Nominees for Outside Corporate Auditors
    - (1) Reasons for Selection as Nominees, etc.

It is proposed that Mr. Hiroshi Shibata be elected Outside Corporate Auditor, so that he may apply his extensive work experience with financial institutions and background as a management executive to the audit of MGC.

It is proposed that Mr. Wataru Taguchi be elected Outside Corporate Auditor, so that he may apply his extensive work experience with financial institutions and background as a management executive to the audit at MGC. Mr. Taguchi will have been in office as Outside Corporate Auditor for eleven years as of the close of this Ordinary General Meeting of Shareholders.

It is proposed that Mr. Yoshimasa Nihei be elected Outside Corporate Auditor, so that he may apply his advanced expertise concerning chemical engineering, analysis, and environment to the audit of MGC, engaged in the manufacture of specialty chemicals. Although he has no direct experience in company management besides his position as Outside Corporate Auditor of MGC, Mr. Nihei does have significant experience as the vice president of a university and as a director of an educational foundation, and MGC believes he will duly perform his duties as Outside Corporate Auditor. Mr. Nihei will have been in office as Outside Corporate Auditor for four years as of the close of this Ordinary General Meeting of Shareholders.
    - (2) Limitation of Liability Agreement

Mr. Wataru Taguchi and Mr. Yoshimasa Nihei are currently MGC's Outside Corporate Auditors, and MGC has Limitation of Liability Agreements with them, limiting the their liability pursuant to Article 423 Paragraph 1 of the Company Law to the maximum amount stipulated by Article 427 Paragraph 1 of the Company Law. Aforementioned Limitation of Liability Agreements will be extended in the event their re-appointment is approved.

A Limitation of Liability Agreement to the same effect as above will be executed between Mr. Hiroshi Shibata and MGC in the event his election is approved.
  7. MGC has registered Corporate Auditors Mr. Wataru Taguchi and Mr. Yoshimasa Nihei as independent directors/auditors at Tokyo Stock Exchange, Inc., and if they are reelected, will continue to report them as such. If the election of Mr. Hiroshi Shibata is approved, MGC plans to register him as an independent director/auditor at Tokyo Stock Exchange, Inc.

### **Proposal No. 3: Decision on Reserved Retirement Benefits for Directors**

With a view towards improving transparency in corporate officers' compensation, from the close of the 83rd Ordinary General Meeting of Shareholders held on June 25, 2010, MGC has abolished the previous retirement benefit system for Directors and introduced a reserved retirement benefit system for benefits to be paid upon retirement. The reserved retirement benefit system is a Directors' compensation corresponding to each Director's performance of his/her duties while in office, separate from the monthly compensation, and every year a certain amount is reserved through a resolution by the General Meeting of Shareholders, with the aggregate amount to be paid in full upon retirement.

Accordingly, it is proposed that the sum total of reserved retirement benefits correlating to the execution of duties by the following 10 Directors, Mr. Hideki Odaka, Mr. Kazuo Sakai, Mr. Yoshishige Yamazaki, Mr. Jin Hata, Mr. Kuniaki Ageishi, Mr. Yuh Miyauuchi, Mr. Kunio Oya, Mr. Toshikiyo Kurai, Mr. Makoto Mizutani, and Mr. Masami Orisaku, for the period of June 25, 2010 to June 28, 2011 amounts to ¥99,110,000, be paid to each Director upon retirement.

- END -