



## **Notice of Change of the Number of Shares in a Unit of Shares, Consolidation of Shares, and Partial Amendment of Articles of Incorporation**

 **MITSUBISHI GAS CHEMICAL COMPANY, INC.**

February 3, 2016

The Board of Directors of Mitsubishi Gas Chemical Company, Inc. (MGC) has met today, adopting resolutions on a change in share unit and partial amendment of the Articles of Incorporation. At the meeting, the Directors decided to submit proposals for a consolidation of shares to the 89th General Shareholders' Meeting (hereinafter referred to as "the Shareholders' Meeting") scheduled for June 28, 2016.

Details of the proposals to be submitted to the Shareholders' Meeting, including those pertaining to the afore-mentioned matters, will be determined at a Board of Directors meeting in May 2016.

### **1. Change of the number of shares in a unit of shares**

#### **(1) Reasons for change**

To meet the deadline of October 1, 2018 set by nationwide stock exchanges including the Tokyo Stock Exchange to unify the share trading units of all domestic listed companies to 100 shares.

#### **(2) Particulars of change**

The number of shares in a unit of shares will be changed from 1,000 shares to 100 shares.

#### **(3) Date of change**

October 1, 2016

#### **(4) Condition to change**

The change in the share unit is subject to the approval and adoption of the proposals stated in "2. Consolidation of shares" at the Shareholders' Meeting.

### **2. Consolidation of shares**

#### **(1) Objectives of consolidation**

In order to adjust the investment unit at an appropriate level in changing the share unit from 1,000 to 100 shares as stated in "1. Change in share unit" above, MGC will propose to the Shareholders' Meeting that every two shares be consolidated into one. In accordance with the share consolidation ratio, the current total number of authorized shares (984,856,000) will be changed to 492,428,000.

(2) Particulars of consolidation

- (i) Class of shares to be consolidated      Common Shares
- (ii) Consolidation ratio      On October 1, 2016, every two shares held by the shareholders shown on the final register of shareholders of September 30, 2016, will be consolidated into one share.

(iii) Number of shares reduced through consolidation

Outstanding shares before consolidation (as of Sep. 30, 2015)	483,478,398 shares
Number of shares reduced through consolidation	241,739,199 shares
Outstanding shares after consolidation	241,739,199 shares

(3) Number of shareholders reduced through consolidation

(as of September 30)

	Number of shareholders (percentage of total)	Total number of shares (percentage of total)
Total	25,380(100.0%)	483,478,398 shares (100.0%)
Fewer than 2 shares	482 (1.9%)	482 shares (0.0%)
2 or more shares	24,898 (98.1%)	483,477,916 shares (100.0%)

(4) Treatment of fractional shares

If any fractional shares less than one share are created as a result of the consolidation of shares, MGC will liquidate all such shares pursuant to Articles 234 and 235 of the Companies Act. The proceeds from the sale will be distributed to the shareholders of the fractional shares in proportion to the numbers of their fractional shares.

(5) Conditions to consolidation

Subject to the approval and adoption of the relevant proposals at the Shareholders' Meeting, the consolidation of shares will come into effect on October 1, 2016.

3. Partial amendment of Articles of Incorporation

(1) Reasons for change

The partial amendment of the Articles of Incorporation is necessitated due to "1. Change in share unit" and "2. Consolidation of shares" above. Following the provisions of Article 182, paragraph 2 and Article 195, paragraph 1 of the Companies Act, the partial amendment will be effected without being proposed to any Shareholders' Meeting.

(2) Particulars of change

Subject to the approval and adoption of the proposals for "2. Consolidation of shares" at the

Shareholders' Meeting, the MGC Articles of Incorporation will be amended as shown below on October 1, 2016.

Current Articles of Incorporation	Proposal of amendment of Articles of Incorporation
Article 5. The total number of shares which the Company has authority to issue shall be <u>984,856,000</u> .	Article 5. The total number of shares which the Company has authority to issue shall be <u>492,498,000</u> .
Article 6. One thousand (1,000) shares of the Company shall constitute one (1) unit.	Article 6. One hundred (100) shares of the Company shall constitute one (1) unit.

4. Summary schedule

February 3, 2016	Meeting of Board of Directors
June 28, 2016 (Scheduled)	89st Ordinary General Meeting of Shareholders
October 1, 2016 (Scheduled)	Effective date of change of the number of shares in a unit of shares, share consolidation, and partial amendment of the Articles of Incorporations

Note: The above change in share unit and consolidation of shares will come into effect on October 1, 2016. In relation to the transfer procedures to be followed after share trading, however, the trading unit of the Tokyo Stock Exchange will be changed from 1,000 shares to 100 shares on September 28, 2016.

End