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Securities Code 4182

June 7, 2017

Dear Shareholders with Voting Rights

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

Notice of the 90th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 90th 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 26, 2017, as it is possible to exercise your voting rights in writing or by electromagnetic means (Internet, etc.).

- 1. Date and Time:** Tuesday, June 27, 2017 at 10:00 a.m.
2. Place: MGC Conference Room (6th Floor, Mitsubishi Building)
5-2, Marunouchi 2-chome, 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 Audit & Supervisory Board for the 90th Business Term (from April 1, 2016 to March 31, 2017)
(2) Report on the Non-Consolidated Financial Statements for the 90th Business Term (from April 1, 2016 to March 31, 2017)

Proposals to be resolved:

- Proposal No. 1:** Election of Twelve Directors
Proposal No. 2: Election of One Substitute Audit & Supervisory Board Member
Proposal No. 3: Decision on Reserved Retirement Benefits for Directors

4. Instructions on Exercising Voting Rights

- (1) To shareholders unable to attend the meeting

[Exercising Voting Rights in Writing (Via Mail)]

Please indicate on the enclosed voting form whether you approve or disapprove the agenda items and return it 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.), obtain

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.

(2) 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.

(3) 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 Documentation Attached to the Convocation Notice and the Reference Documents for General Meeting of Shareholders

(1) Disclosure of the Documentation Attached 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 90th Fiscal Year.”

(i) Notes to Consolidated Financial Statements

(ii) Notes to Non-consolidated Financial Statements

Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements attached to this convocation notice are only part of the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the independent Auditor and the Audit & Supervisory Board Members for the preparation of their audit reports.

(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

(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 your own copy of the “Business Report for the 90th Fiscal Year” enclosed with this convocation notice with you to the meeting.

◇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 Twelve Directors

The term of office of all twelve current Directors will expire as of the close of this Ordinary General Meeting of Shareholders. Therefore, it is proposed that twelve Directors be elected.

The candidates are as follows:

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
1	Kazuo Sakai (February 28, 1947)	<p>April 1971 Joined MGC.</p> <p>June 2000 General Manager, Administrative Division, Aromatic Chemicals Company</p> <p>June 2001 Director, and General Manager, Aromatic Chemicals Division II and Administrative Division, Aromatic Chemicals Company</p> <p>June 2003 Director, Managing Executive Officer, President of Aromatic Chemicals Company, and General Manager, Aromatic Chemicals Division II</p> <p>June 2005 Director, Managing Executive Officer, and Administrative Management of Finance & Accounting Center and Purchasing & Logistics Center</p> <p>June 2007 President and Representative Director</p> <p>June 2013 Chairman and Representative Director (to the present)</p> <p>■ Reason for nomination as candidate Mr. Kazuo Sakai, following his service in important positions in the Administrative & Personnel, Purchasing & Logistics, Aromatic Chemicals and other departments, was appointed to be a Director in June 2001, and served from June 2007 to June 2013 as President and Representative Director, and has served from June 2013 as Chairman and Representative Director, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director.</p>	39,841 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
2	Toshikiyo Kurai (January 9, 1952)	<p> April 1975 Joined MGC. June 2003 General Manager, Inorganic Chemicals Division, Specialty Chemicals Company June 2006 Executive Officer, and General Manager, Inorganic Chemicals Division, Specialty Chemicals Company June 2008 Executive Officer, and President of Specialty Chemicals Company June 2009 Director, Managing Executive Officer, and President of Specialty Chemicals Company June 2010 Director, Managing Executive Officer, President of Specialty Chemicals Company, and General Manager, Engineering Plastics Division October 2011 Director, Managing Executive Officer, and President of Specialty Chemicals Company June 2012 Representative Director, Senior Managing Executive Officer, Assistant to the President, and President of Specialty Chemicals Company June 2013 President and Representative Director (to the present) </p> <p> ■ Reason for nomination as candidate Mr. Toshikiyo Kurai, following his service in important positions mainly in the Specialty Chemicals departments and his presiding over the R&D, manufacture and whole business of the Inorganic Chemicals division and Engineering Plastics division, was appointed to be a Director in June 2009, and has served from June 2013 as President and Representative Director, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director. </p>	36,032 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
3	Kunio Kawa (July 16, 1955)	<p>November 1990 Joined MGC.</p> <p>June 2006 General Manager, Finance Department, Finance & Accounting Center</p> <p>June 2009 Executive Officer, and General Manager, Corporate Planning Division</p> <p>June 2012 Director, Managing Executive Officer, Administrative Management of Finance & Accounting Center and Corporate Communications Division, and Deputy Administrative Management of Corporate Planning Division</p> <p>June 2013 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Finance & Accounting Center and Corporate Communications Division, and Deputy Administrative Management of Corporate Planning Division</p> <p>June 2014 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, Administrative Management of Corporate Planning Division and Corporate Communications Division</p> <p>April 2015 Director, Senior Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Corporate Planning Division and Corporate Communications Division</p> <p>June 2015 Representative Director, Senior Managing Executive Officer, Deputy Chairperson of Compliance Committee, and Administrative Management of Corporate Planning Division and Corporate Communications Division</p> <p>April 2016 Representative Director, Senior Managing Executive Officer, and Administrative Management of Finance & Accounting Center and Corporate Communications Division (to the present)</p> <p>■ Reason for nomination as candidate Mr. Kunio Kawa, following his service in important positions in the Information & Advanced Materials, Finance & Accounting, Corporate Planning and other departments, was appointed to be a Director in June 2012 and was Administrative Management of Internal Control and Compliance, etc. as well as Finance & Accounting, Corporate Planning and Corporate Communications departments, and due to his abundant experience and knowledge of MGC's business and management control as a whole, he has once again been nominated as a candidate for Director.</p>	25,700 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
4	Kenji Inamasa (June 2, 1956)	<p>April 1984 Joined MGC.</p> <p>June 2009 General Manager, Planning & Development Division, Aromatic Chemicals Company</p> <p>June 2010 Executive Officer, and Plant Manager, Mizushima Plant, Aromatic Chemicals Company</p> <p>June 2014 Director, Managing Executive Officer, and Administrative Management of Production Technology Division and Environment & Safety Division</p> <p>April 2015 Director, Managing Executive Officer, Chairperson of The Committee on Future R&D, and Administrative Management of Research & Development Division, Production Technology Division and Environment & Safety Division</p> <p>April 2016 Representative Director, Senior Managing Executive Officer, Administrative Management of Production Technology Division, Environment & Safety Division and Business Strategy Division, and General Manager, Business Strategy Division (to the present)</p> <p>■ Reason for nomination as candidate Mr. Kenji Inamasa, following his engagement mainly in the R&D and technology development, served in important positions in Natural Gas Chemicals, Research & Technology Development, Aromatic Chemicals and other departments, was appointed to be a Director in June 2014 and is presiding over R&D, Production Technology, Environment & Safety departments, etc., and due to his abundant experience and knowledge of R&D and production technology as a whole, he has once again been nominated as a candidate for Director.</p>	9,600 Shares
5	Masahiro Jono (July 22, 1956)	<p>April 1981 Joined MGC.</p> <p>October 2009 Deputy General Manager, Tokyo Techno Park, and General Manager, Tokyo Research Laboratory, Specialty Chemicals Company</p> <p>June 2011 Executive Officer, Deputy General Manager, Tokyo Techno Park, and General Manager, Tokyo Research Laboratory, Specialty Chemicals Company</p> <p>June 2013 Director, Managing Executive Officer, and President of Information & Advanced Materials Company</p> <p>October 2016 Director, Managing Executive Officer, President of Information & Advanced Materials Company, and General Manager, Oxygen Absorbers Division (to the present)</p> <p>■ Reason for nomination as candidate Mr. Masahiro Jono, following his engagement in the R&D of Corporate and Information & Advanced Materials departments, served in important positions such as General Manager of Planning & Development, Research Laboratory and other departments in the Specialty Chemicals department, was appointed to be a Director in June 2013 and is presiding over Information & Advanced Materials department, and due to his abundant experience and knowledge of R&D and business management, etc., he has once again been nominated as a candidate for Director.</p>	11,100Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
6	Yasuhiro Sato (August 23, 1957)	<p>April 1980 Joined MGC.</p> <p>June 2009 General Manager, Accounting Department, Finance & Accounting Center</p> <p>June 2012 Executive Officer, and General Manager, Finance & Accounting Center</p> <p>April 2015 Managing Executive Officer, Administrative Management of Risk Management, Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center, and General Manager, Tokyo Techno Park</p> <p>June 2015 Director, Managing Executive Officer, Administrative Management of Risk Management, Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center, and General Manager, Tokyo Techno Park</p> <p>April 2016 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, Administrative Management of Risk Management, and Administrative Management of Administrative & Personnel Center and Purchasing & Logistics Center</p> <p>April 2017 Director, Managing Executive Officer, , Chairperson of Internal Control Promotion Committee, Administrative Management of Compliance, Risk Management, and Administrative Management of Internal Audit Division, Corporate Planning Division, Administrative & Personnel Center and Purchasing & Logistics Center (to the present)</p> <p>■ Reason for nomination as candidate Mr. Yasuhiro Sato, following his service in important positions in the Administrative & Personnel, Corporate Communications, Internal Audit, Finance & Accounting and other departments, was appointed to be a Director in June 2015 and is Administrative Management of Risk Management, etc. as well as Administrative & Personnel and Purchasing & Logistics departments, and due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director.</p>	11,494 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
7	Masashi Fujii (March 10, 1959)	<p>April 1981 Joined MGC.</p> <p>June 2008 General Manager, Administrative & Personnel Center</p> <p>June 2010 General Manager, Organic Chemicals Division, Natural Gas Chemicals Company</p> <p>June 2012 Executive Officer, and General Manager, Organic Chemicals Division, Natural Gas Chemicals Company</p> <p>June 2014 Executive Officer, and General Manager, Methanol Division, Natural Gas Chemicals Company</p> <p>April 2015 Managing Executive Officer, Administrative Management of LNG Project Team, and President of Natural Gas Chemicals Company</p> <p>June 2015 Director, Managing Executive Officer, Administrative Management of LNG Project Team, and President of Natural Gas Chemicals Company. (to the present)</p> <p>Outside Director, Co-op Chemical Co., Ltd (currently Katakura & Co-op Agri Corporation) (to the present)</p> <p>■ Reason for nomination as candidate Mr. Masashi Fujii, following his service in important positions in the Administrative & Personnel, Natural Gas Chemicals and other departments, was appointed to be a Director in June 2015 and is presiding over Natural Gas Chemicals department, and due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director.</p>	9,600 Shares
8	Susumu Yoshida (April 24, 1956)	<p>April 1981 Joined MGC.</p> <p>June 2010 General Manager, Administrative & Personnel Center</p> <p>June 2012 Executive Officer, and General Manager, Corporate Planning Division</p> <p>April 2016 Managing Executive Officer, Chairperson of Internal Control Promotion Committee, Administrative Management of Compliance, and Administrative Management of Internal Audit Division and Corporate Planning Division</p> <p>June 2016 Director, Managing Executive Officer, Chairperson of Internal Control Promotion Committee, Administrative Management of Compliance, and Administrative Management of Internal Audit Division and Corporate Planning Division</p> <p>April 2017 Director, Managing Executive Officer, President of Specialty Chemicals Company (to the present)</p> <p>■ Reason for nomination as candidate Mr. Susumu Yoshida, following his engagement mainly in the Specialty Chemicals department, served in important positions in the Administrative & Personnel, Purchasing & Logistics, Corporate Planning and other departments, was appointed to be a Director in June 2016 and presided over the Internal Audit, Corporate Planning, Internal Control, and is presiding over Specialty Chemicals departments. Due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director.</p>	7,700 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
9	Masamichi Mizukami (September 11, 1958)	<p>April 1983 Joined MGC.</p> <p>June 2009 General Manager, Corporate Planning Department and Group Management Department, Corporate Planning Division</p> <p>February 2012 General Manager, Project Planning & Examination Department, Corporate Planning Division</p> <p>June 2012 Plant Manager, Yamakita Plant, Specialty Chemicals Company</p> <p>June 2013 Executive Officer, and Plant Manager, Yamakita Plant, Specialty Chemicals Company</p> <p>December 2013 Executive Officer, and Plant Manager, Kashima Plant, Specialty Chemicals Company</p> <p>April 2016 Managing Executive Officer, Chairperson of The Committee on Future R&D, Administrative Management of Research & Development Division and Advanced Business Development Division, and General Manager, Advanced Business Development Division</p> <p>June 2016 Director, Managing Executive Officer, Chairperson of The Committee on Future R&D, Administrative Management of Research & Development Division and Advanced Business Development Division, and General Manager, Advanced Business Development Division</p> <p>January 2017 Director, Managing Executive Officer, Administrative Management of Research & Development Division and Advanced Business Development Division, and General Manager, Advanced Business Development Division</p> <p>April 2017 Director, Managing Executive Officer, Deputy Chairperson of Compliance Committee, Administrative Management of Research & Development Division and Advanced Business Development Division (to the present)</p> <p>■ Reason for nomination as candidate Mr. Masamichi Mizukami, following his engagement mainly in the R&D departments, served in important positions in Specialty Chemicals department such as General Manager of Research Laboratory, Plant and Corporate Planning departments, was appointed to be a Director in June 2016 and was/is Administrative Management of Research & Development, and Advanced Business Development Division, and due to his abundant experience and knowledge of MGC's business and administration of management, etc., he has once again been nominated as a candidate for Director</p>	10,000 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
10	<div>New Candidate</div> Masato Inari (January 23, 1961)	<p> April 1985 Joined MGC. June 2011 Plant Manager, Niigata Plant, Natural Gas Chemicals Company June 2014 Executive Officer, Plant Manager, Niigata Plant, Natural Gas Chemicals Company April 2016 Executive Officer, President of Aromatic Chemicals Company June 2016 Director, JSP Corporation (to the present) April 2017 Managing Executive Officer, President of Aromatic Chemicals Company (to the present) </p> <p> ■ Reason for nomination as candidate Mr. Masato Inari, following his engagement mainly in the R&D of the Aromatic Chemicals department, served in important positions such as General Manager of the Research Technology Division and Plant Manager, and presides over the Aromatic Chemicals department. With his abundant experience and knowledge of MGC's R&D and business management, etc., he is deemed to be able to sufficiently carry out his roles as Director in MGC's decision making and supervision of management executives and for this reason he has been nominated as a candidate for Director. </p>	4,603 Shares
11	<div>Outside Director</div> <div>Independent Director</div> Kazuo Tanigawa (September 8, 1949)	<p> April 1972 Joined Tokyo Shibaura Electric Co., Ltd. (currently Toshiba Corporation) June 2004 Executive Officer, and Corporate Vice President, Toshiba Corporation June 2007 Director, Executive Officer, and Corporate Senior Vice President, Toshiba Corporation June 2008 Director, Executive Officer, and Corporate Executive Vice President, Toshiba Corporation June 2011 Advisor, Toshiba Corporation Outside Audit and Supervisory Board Member, Toshiba Machine Co., Ltd. May 2012 Chairperson, Board of Trustees, Business Research Institute Chairperson, Japan Society for Human Resource Management (to the present) June 2015 Outside Director, MGC (to the present) </p> <p> ■ Reason for nomination as candidate Mr. Kazuo Tanigawa has many years of experience and insight as a manager at a company operating on a global scale, and provides appropriate supervision and advice to MGC's management. Since it is deemed that he would contribute to ensuring the validity and appropriateness of MGC's decision making in the future, he has once again been nominated as a candidate for Outside Director. </p>	4,500 Shares

No.	Name (Date of Birth)	Profile, position and responsibility in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
12	<div>New Candidate</div> <div>Outside Director</div> <div>Independent Director</div> <p>Tsugio Sato (February 20, 1951)</p>	<p>April 1975 Assistant, Applied Chemistry, Faculty of Engineering, Tohoku University</p> <p>February 1989 Associate Professor, molecular chemical engineering, Faculty of Engineering, Tohoku University</p> <p>April 1994 Professor, Institute for Chemical Reaction Science, Tohoku University</p> <p>April 2001 Professor, Institute of Multidisciplinary Research for Advanced Materials, Tohoku University</p> <p>April 2010 Deputy Director, Institute of Multidisciplinary Research for Advanced Materials, Tohoku University</p> <p>April 2013 Director, Center for Exploration of New Inorganic Materials, Institute of Multidisciplinary Research for Advanced Materials, Tohoku University</p> <p>August 2013 Director, The Foundation for Japanese Chemical Research (to the present)</p> <p>April 2016 Professor Emeritus, Tohoku University (to the present)</p> <p>■ Reason for nomination as candidate Mr. Tsugio Sato has highly advanced expertise in wide fields of study in chemicals such as inorganic materials chemistry, and it is deemed that he would provide appropriate supervision and advice to MGC's management. Although he has not been directly involved in corporate management in the past, he has served in important positions at university research institutions, and since it is deemed that he would contribute to ensuring the validity and appropriateness of MGC's decision making in the future, he has been nominated as a candidate for Outside Director.</p>	0 shares

(Notes)

1. No conflict of interest exists between MGC and any of these candidates.
2. Of the candidates, Messrs. Kazuo Tanigawa and Tsugio Sato are nominated as Outside Directors.
3. Mr. Tanigawa will have been in office as Outside Director for two year as of the close of this Ordinary General Meeting of Shareholders.
4. MGC has executed Limitation of Liability Agreements with Mr. Kazuo Tanigawa, currently MGC's Outside Directors, limiting their liabilities pursuant to Article 423 Paragraph 1 of the Companies Act to the maximum amount stipulated by the Companies Act. Aforementioned Limitation of Liability Agreements will be extended in the event his re-election is approved. Furthermore, in the event the election of Mr. Tsugio Sato is approved, MGC is scheduled to conclude an identical Limitation of Liability Agreement with him.
5. MGC has registered Mr. Kazuo Tanigawa as independent director at Tokyo Stock Exchange, Inc. and will continue to register him as such in the event his re-election is approved. Furthermore, in the event the election of Mr. Tsugio Sato is approved, MGC will also register him as an independent director/auditor.

Proposal No. 2: Election of One Substitute Audit & Supervisory Board Member

The effective period for the resolution at the 88th Ordinary General Meeting of Shareholders concerning the election of Mr. Hiroaki Kanzaki as Substitute Outside Audit & Supervisory Board Member will expire at the beginning of this Ordinary General Meeting of Shareholders, as stipulated in the Articles of Incorporation of MGC.

Therefore, it is proposed that one Substitute Outside Audit & Supervisory Board Member be continuously elected to prepare for the event in which the number of Outside Audit & Supervisory Board Members may fall short of such number as is required by laws and regulations.

Additionally, prior to assuming the post, the validity of election may be revoked upon approval of the Audit & Supervisory Board and resolution of the Board of Directors.

The submission of this Proposal No. 2 has been approved by the Audit & Supervisory Board.

The candidate is as follows:

Name (Date of Birth)	Profile and position in MGC (Important positions concurrently held at other companies, etc.)	Number of shares of MGC held
Hiroaki Kanzaki (November 2, 1962)	<p>April 1991 Admitted to the bar (Daiichi Tokyo Bar Association), Joined Sugimoto Law Office</p> <p>April 1992 Committee Member of the Committee on Human Rights Protection (Daiichi Tokyo Bar Association) (to the present)</p> <p>April 1997 Joined Ichibancho Sogo Law Office</p> <p>April 2004 Director, Orifa Servicer Corporation</p> <p>April 2010 Member of the Central Election Management Council of Japan</p> <p>May 2010 Attorney at law, Representative Partner , Ichibancho Sogo Law Offices L.P.C (to the present)</p> <p>June 2010 Member of the Society for Contract Law, Ministry of Defense (to the present)</p> <p>July 2010 Director, Orifa Servicer Corporation</p> <p>April 2012 Vice-President of Daiichi Tokyo Bar Association</p> <p>April 2013 Member of Attorneys Recommendation Committee (Daiichi Tokyo Bar Association) Member of the Finance Committee (Japan Federation of Bar Associations) Member of the Finance Committee (Daiichi Tokyo Bar Association) (to the present) Chairperson, Central Election Management Council of Japan (to the present)</p> <p>■ Reason for nomination as candidate Mr. Hiroaki Kanzaki has highly advanced expertise as an attorney at law, as well as experience of direct involvement in corporate management and sufficient insight into corporate management derived thereof. It is deemed that, derived from those experiences, he would possess sufficient insight and knowledge essential for Audit & Supervisory Board Member to be responsible for ensuring the lawfulness and appropriateness of the execution of Directors' duties, therefore, he has been nominated as a candidate for Substitute Outside Audit & Supervisory Board Member.</p>	0 Shares

(Notes) 1. No conflict of interests exists between MGC and the candidate.

2. A Limitation of Liability Agreement limiting his liability pursuant to Article 423 Paragraph 1 of the Companies Act to the maximum amount stipulated by the Companies Act will be executed between

him and MGC in the event of his assumption of the office.

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

With a view towards improving transparency in corporate officers' compensation, MGC has introduced a reserved retirement benefit system for benefits to be paid upon retirement.

The reserved retirement benefit system is a form of Directors' compensation in which, as part of compensation for Directors (excluding Outside Directors) separate from monthly compensation, that is determined for each Director's performance of his/her duties, every year an amount calculated for each term of their offices 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 ¥97.84mil of reserved retirement benefits correlating to the execution of duties by the following 10 Directors (excluding Outside Directors Messrs. Kazuo Tanigawa and Tsugio Sato), Messrs. Kazuo Sakai, Toshikiyo Kurai, Kunio Kawa, Kenji Inamasa, Katsushige Hayashi, Masahiro Jono, Yasuhiro Sato, Masashi Fujii, Susumu Yoshida and Masamichi Mizukami for the period of June 28, 2016 to June 27, 2017 be reserved for and paid to them upon their retirement according to their own portions.

- END -