

NOTE:

Please note that this is a summary translation of the Notice of Meeting in Japanese only for the reference of foreign investors and is not official texts and the voting form is not attached.

The official Notice has been mailed to the custodian in Japan of each foreign shareholder.

The company is not responsible for the accuracy or completeness of the translation.

June 3, 2009

To Shareholders:

Notice of the Fourth Ordinary General Meeting of Shareholders

On behalf of the Board, I would like to thank you, our shareholders, for your continued support.

Mitsubishi Chemical Holdings Corporation (hereinafter the “Company” or “MCHC”) cordially invites you to attend the Fourth Ordinary General Meeting of Shareholders to be held on the date and at the venue specified below.

If you are unable to attend the meeting, please refer to the “Reference Materials for the General Meeting of Shareholders” attached hereto and exercise your voting rights by one of the following methods.

1. Vote-By-Mail:

If you vote by mail, please indicate your approval or disapproval of the proposals on the enclosed Card for Exercise of Voting Rights and return it to the Company to arrive by 5:00 p.m. on June 23, 2009.

2. Vote-By-Electromagnetic Method (Using the Internet etc.):

If you vote by Internet, please refer to the “Procedures for Exercising Voting Rights via the Internet” on page 3 and 4 of this notice and indicate your approval or disapproval of the proposals by 5:00 p.m. on June 23, 2009.

(Supplemental Note: Foreign investors, who hold the Company’s shares through custodians in Japan, may not vote by mail or Internet. The official Notice and the CARD FOR EXERCISE OF VOTING RIGHTS have been mailed to each custodian in Japan. The foreign investors are kindly requested to indicate their agreement or disagreement on the proposals to the custodians.)

Sincerely yours,

Yoshimitsu Kobayashi, President & CEO
Mitsubishi Chemical Holdings Corporation

- 1. Date:** Wednesday, June 24, 2009, at 10:00 a.m.
- 2. Venue:** Royal Park Hotel 3rd Floor, Royal Hall
1-1, Nihonbashi Kakigara-cho 2-chome, Chuo-ku, Tokyo*
- * Please note that the venue is different from the previous year.

3. Agenda:

Matters to be Reported:

- Item 1. The contents of Business Report, Consolidated Financial Statements, and results of audit by Accounting Auditors and Board of Corporate Auditors of Consolidated Financial Statements for the fourth fiscal year from April 1, 2008, to March 31, 2009.
- Item 2. The contents of Financial Statements for the fourth fiscal year from April 1, 2008, to March 31, 2009.

Matters to be Resolved:

- Agendum 1. Appropriation of Retained Earnings
- Agendum 2. Partial Amendment to Articles of Incorporation
- Agendum 3. Election of Seven Directors

4. Guidance Notes on the Exercise of Voting Rights

Please refer to “Exercise of Voting Rights” on page 3 and 4 of this notice.

(When attending the meeting, please submit the enclosed Card for Exercise of Voting Rights to reception at the meeting venue.)

(Supplemental Note to foreign investors who hold the Company’s shares through custodians in Japan:

The official Notice and the Card for Exercise of Voting Rights have been mailed to each custodian in Japan. The foreign investors are kindly requested to indicate their agreement or disagreement on the proposals to the custodians.)

Exercise of Voting Rights

1. Exercising Voting Rights by Proxy

If you are unable to attend the Ordinary General Meeting of Shareholders, you may exercise voting rights by a proxy who is also a shareholder with voting rights. Please be aware that a written statement attesting to the right of proxy must be submitted.

2. Handling of Redundant Voting

In the case the Card for Exercise of Voting Rights is submitted by mail and voting rights are exercised in an electromagnetic method (via the Internet etc.), votes placed in an electromagnetic method will be considered effective.

If voting rights are exercised multiple times in an electromagnetic method, the final vote cast will be considered effective.

3. Notification Method for Revisions to Information Contained in the Reference Materials for the General Meeting of Shareholders, Business Report, Financial Statements, or Consolidated Financial Statements

Please be aware that if it becomes necessary to revise information contained in the Reference Materials for the General Meeting of Shareholders, Business Report, Financial Statements, or Consolidated Financial Statements, the revised information will be posted on the Company's website (<http://www.mitsubishichem-hd.co.jp>).

4. Procedures for Exercising Voting Rights via the Internet

1) Only exercise your voting rights via the Internet after reviewing the following information. If anything is unclear, please contact the help desk stated in section 3) below.

a. Voting rights can be exercised via the Internet only by using a computer or a mobile phone (i-mode, EZweb, or Yahoo! Keitai) to access our Internet voting website (<http://www.evotep.jp/>). (However, votes cannot be cast from 2:00 a.m. to 5:00 a.m. each day.)

* i-mode, EZweb, Yahoo! are trademarks or registered trademarks of NTT DoCoMo, Inc., KDDI Corporation, and U.S. Yahoo! Inc., respectively.

b. You may not be able to vote through the website depending on your Internet usage environment, such as if you connect to the Internet through a firewall, have anti-virus software installed, or use a proxy server. Also, please be aware that you will not be able to vote when using a PDA, game console, or other such device to access the Internet.

- c. Please use any one of following service to exercise your voting right: i-mode, EZweb or Yahoo! Keitai. Please note that the website is not compatible with mobile phones that are not SSL-enabled or cannot send and receive the mobile phone's terminal ID information.
 - d. Use the Login ID and Temporary Password indicated on the right-hand side of the Card for Exercise of Voting Rights and indicate your approval or disapproval following the instructions on the screen. Please be aware that in order to prevent improper access or vote altering by non-shareholders you will be asked to change your Temporary Password on the voting site the first time you log in. The Login ID and Temporary Password are only effective for this General Meeting of Shareholders.
 - e. In exercising your voting rights via the Internet you may be required to pay connection charges to your Internet provider or communications charges (phone charges) to your communications carrier. Please be aware that you are responsible for such charges.
- 2) Shareholders who have participated in the Electronic Platform to Exercise Voting Rights for Institutional Investors operated by ICJ, Inc. can exercise their rights via the said platform.
- 3) Inquiries
- a. Inquiries regarding the exercise of voting rights via the Internet
Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division (Help Desk)
Phone: 0120-173-027 (toll-free)
Hours: 9:00 a.m. to 9:00 p.m. (including weekends and holidays)
 - b. Other inquiries
Mitsubishi UFJ Trust and Banking Corporation
Corporate Agency Division
Phone: 0120-232-711 (toll-free)
Hours: 9:00 a.m. to 5:00 p.m. (excluding weekends and holidays)

Business Report
(From April 1, 2008 to March 31, 2009)

1. Group Overview of Operation

(1) Mitsubishi Chemical Holdings Group

The Mitsubishi Chemical Holdings Group (the “Group” or “MCHC Group”), centering on the three core business companies of Mitsubishi Chemical Corporation (“MCC”), Mitsubishi Plastics, Inc. (“MPI”) and Mitsubishi Tanabe Pharma Corporation (“MTPC”), under the aegis of Mitsubishi Chemical Holdings Corporation (the “Company” or “MCHC”) as the pure holding company, operates in the three business domains of performance products, health care, and chemicals.

In particular, MCHC strives to enhance the Group’s corporate value further by formulating Group-wide strategies, optimally allocating management resources, supervising business management, and taking other initiatives.

In April of last year, MPI started as a newly integrated company by succeeding the functional products business from MCC and merging with Mitsubishi Polyester Film, Inc., Mitsubishi Chemical Functional Products Inc., and Mitsubishi Chemical MKV Co.

(2) Business Development and Performance

In the fiscal year under review, the Japanese economy registered tones of slowdown during the first half as prices of raw materials such as crude oil continued to soar. In the second half, business conditions deteriorated sharply as the yen appreciated quickly, crude oil prices plummeted, and market demand weakened suddenly both in Japan and abroad amid the aftermath of the global financial crisis that was triggered by the U.S. subprime mortgage issue.

The Group was placed in an extremely challenging business environment in the domains of performance products and chemicals as market demand weakened sharply during the second half and market conditions tumbled in the wake of the downslide of raw material prices. The Group continued to be faced with difficult business conditions in the health care field as well amid general social moves to hold down medical expenses, including the recent reexamination of the medical fee scheme and the drug price revision in April, last year.

Under these circumstances, the Group focused its management resources on those capital investments and R&D activities which were geared toward the market universe offering growth prospects in line with the three-year medium-term management plan “APTSIS 10” which began in the fiscal year under review, accelerated its business restructuring initiatives including consolidation of and withdrawal from unprofitable businesses, and made Group-wide efforts to implement programs for correcting product prices, cutting costs down to the core, reexamining capital investments, and reducing its asset base.

As a result of these efforts and initiatives, in the second half of the fiscal year, market demand decreased sharply in a wide spectrum of fields and the Group’s consolidated net sales for the year under review decreased 0.7% year-on-year to ¥2,909 billion despite the pharmaceutical business of MTPC, which was established in October 2007, did contribute to the Group’s full-term consolidated results. Consolidated operating income declined 93.4% year-on-year to ¥8.1 billion due to the sharp decline in demand during the second half, and adverse impacts on inventory valuation loss in the wake of the downslide of raw material prices. The Group was forced to incur a recurring loss of ¥1.9 billion due to increased foreign exchange losses and declining profits of the equity method affiliates, and a net loss of ¥67.1 billion due to the fact that gains on changes in equity interests as had been recorded in the previous fiscal year were no longer realized for purposes of consolidation accounting in the wake of the establishment of MTPC, increased losses on valuation of investment securities, losses recorded on impairment of fixed assets, and additional transfer of funds into the provision for loss associated with the hepatitis C litigation involving MTPC.

Information for each segment follows below.

Performance Products Domain

Electronics Applications Segment

In recording media, sales volume of portable hard disk drives and flash memory products did increase, but net sales decreased due to the downslide of DVD sale prices. Of information and electronics-related materials, both sales volume and net sales of polyester films and injection-molded plastic products for liquid crystal products decreased sharply. In the environmental solution businesses, market demand for semiconductors, liquid crystal-use precision cleaning, wafer reclamation, and other services fell off during the second half, and net sales decreased sharply. Of imaging supplies, net sales of business

equipment-use printing supply, including organic photo conductor (OPC) drums and toners, decreased as demand remained weak. Inorganic chemicals sold less due to the economic downturn during the second half, although sale prices of some chemicals were adjusted.

As a result, net sales for the segment decreased 19.0% year-on-year to ¥327.5 billion, and operating income dropped 84.8% year-on-year to ¥4.7 billion.

In October 2008, in order to assure stability of earnings in OPC drum and toner business in North America, MCC established its own distribution system by acquiring assets of a local distributors through its subsidiaries. In May 2008, MPI began works to expand the polyester film manufacturing equipment for flat-panel displays at its Santo Plant (to be completed in April 2010).

Designed Materials Segment

Although demand for food emulsifier decreased, net sales of food ingredients were on par with those of the previous fiscal year as their sale prices were adjusted. Net sales of battery materials were on par with those of the previous fiscal year, but those of fine chemicals decreased in tandem with the weakening demand. For polymer processing products, film sheet products of various types sold less due to the declining demand in the second half, although sale prices were adjusted, and civil engineering and construction-related products also sold less as public investment was low and housing starts remained sluggish. For composite materials, net sales of industrial and construction materials including carbon fiber and alumina fiber dropped sharply as market demand for automotive products plummeted during the second half and housing starts also decreased.

As a result, net sales for the segment decreased 6.5% year-on-year to ¥276.4 billion, and operating loss amounted to ¥2.1 billion.

Health Care Domain

Health Care Segment

Net sales of pharmaceuticals increased sharply as net sales generated by MTPC, which commenced operation in October 2007, contributed to the consolidated results on a full-year basis, while sales volume of *Remicade*, an anti TNF-alpha monoclonal antibody, *Mearubik*, a measles and rubella combined vaccine, *Anplag*, an anti-Platelet agent, and *Talion*, a treatment for allergic disorders, increased. Net sales of diagnostic reagents and instruments and clinical testing also increased robustly.

As a result, net sales for the segment increased 25.5% year-on-year to ¥497.0 billion, and operating income stood at ¥79.2 billion, up 38.5% year-on-year.

With the aim of strengthening and expansion the generic pharmaceutical business, MTPC established Tanabe Seiyaku Hanbai Corp., a wholly-owned subsidiary, in April 2008, and turned Choseido Pharmaceutical Co, Ltd. into a subsidiary by acquiring additional shares of that company in August 2008. (Investment ratio after the acquisition is 51 %.) In July 2008, MTPC concluded a licensing agreement with Cytochroma Inc. (of Canada) for a therapeutic agent for patients with chronic kidney failure.

Chemicals Domain

Chemicals Segment

The production volume of ethylene as a basic raw material for petrochemical products fell 16.6% year-on-year to one million tons as a combined result of a production cutback in step with the declining demand, the stepped-up scale of periodic repairs, and the fire accident that broke out at MCC's Kashima Plant in December 2007. Net sales of basic petrochemicals, chemical derivatives, and synthetic fiber materials decreased sharply as net sales of ethylene and other products to Japan Polyethylene Corporation were eliminated for purposes of consolidation accounting in the wake of that company becoming a consolidated subsidiary and as market demand weakened substantially during the second half. For carbon products, net sales of coke substantially increased by a wide margin as product prices rose in step with the soaring prices of metallurgical coal although the volume of coke exported tapered off during the second half. Net sales of fertilizers increased sharply, despite the reduced sale volume, as product prices were adjusted amid the soaring prices of raw materials.

As a result, net sales for the segment declined 8.1% year-on-year to ¥1,074.9 billion, and operating loss amounted to ¥55.5 billion due to the sharply decreased demand, worsening market conditions, and increased losses on the inventory validation in the wake of the downslide of prices of raw materials and fuels.

In October 2008, as part of its restructuring programs, MCC decided to withdraw from the alpha olefin business and the higher alcohol business effective May 2009. In addition, in February 2009, MCC decided to shut down the paraxylene manufacturing equipment at its Mizushima Plant effective May 2010 and the purified terephthalic acid manufacturing

equipment at its Matsuyama Plant effective December 2010.

Polymers Segment

Net sales of neat resin and compounds increased sharply as Japan Polyethylene Corporation became a consolidated subsidiary and product prices were corrected in the wake of the soaring prices of raw materials and fuels during the first half although the volume sold decreased due to the sharp decline in demand during the second half.

As a result, net sales for the segment increased 22.5% year-on-year to ¥573.0 billion, but operating loss stood at ¥12.9 billion due to the sharp decline in demand, although products prices were adjusted.

In March 2009, as part of its restructuring programs, MCC withdrew from the ABS resin business by transferring the entire amount of the shares it held to JSR Corp. that was the joint venture company with.

Others

Net sales in the engineering and logistics decreased as the volume of orders placed from outside decreased.

As a result, net sales for the segment decreased 18.3% year-on-year to ¥159.9 billion, and operating income decreased 37.4% year-on-year to ¥8.8 billion.

Notes:

1. As a result of business realignment implemented effective April 1, 2008 in line with the three-year medium-term management plan “APTSIS 10” that began in the fiscal year under review, the Petrochemical Segment, the Performance and Functional Products Segment (performance products and functional products), the Health Care Segment and Others were reclassified into: the Electronics Applications Segment, the Designed Materials Segment, the Health Care Segment, the Chemicals Segment, the Polymers Segment and Others.
2. Comparison of each segment with that for the previous fiscal year was made after the figures for the previous fiscal year were recalculated according to the newly adopted segment classification.

(3) Outstanding Issues

While exports and capital investments are on a declining trend amid adverse effects of deteriorating global economic conditions, depressed corporate production activities that are prominently attributable to sluggish consumer spending and falling market demand are likely to keep the Japanese economy bound in difficult conditions.

In order to deal with unprecedented severe management challenges in this sort of business environment, we at the Mitsubishi Chemical Holdings Group are determined to make all-out efforts to implement programs, to accelerate structural reform, strengthen our technological and marketing capabilities, cut costs to the core, carefully select capital investments, reduce our asset base through reduction of idle inventories, and ultimately improve our profitability. In addition, under the medium-term management plan “APTSIS 10,” we will bear in mind the state of management in which we are currently placed, and execute a strategy for achieving growth, innovating, and leaping ahead, while simultaneously striving to review the allocation of management resources for and prioritizing capital investments and R&D activities. Of the three core business domains of the Group, in the performance products domain, we will seek to maintain and expand the existing global businesses including recording media, and commercialize materials for white LEDs and lithium ion batteries, the next-generation growth businesses, at the earliest possible date. In the health care domain, we will endeavor to enhance the earnings capacity of MTPC, the global expansion of business and advance programs aimed at realizing personalized medicine, another next-generation growth business. In the chemicals domain, while seeking to enhance our international competitiveness by establishing strategic partnering with leading enterprises in foreign countries such as China, we will resolutely carry out drastic structural reform initiatives including withdrawal from unprofitable businesses, invest in high-performance and high value-added products, and develop environment-friendly products and materials as yet another next-generation growth business.

Under the Group philosophy of “Good Chemistry for Tomorrow: A Commitment to Creating Better Relationships among People, Society and Our Planet,” we at the Mitsubishi Chemical Holdings Group have been making efforts to save resources and energy develop environment-friendly products under the three decision criteria for corporate activities, “Sustainability”, “Health” and “Comfort”. In July 2008, we launched the “Kaiteki Project” in order to address global environmental issues more proactively. In April 2009, we also established the Kaiteki Institute, Inc., a directly- and wholly-owned subsidiary, as a research institute to identify major social challenges related to energy, the environment, health, and sustainability that could represent opportunities for the Group in 2030 and beyond. which, based on the keywords of “sun,” “water” and “life,” is dedicated to examining and addressing issues which may be present in society 20 to 50 years from now, and to making proposals on the future directions and business evolution of the Group.

Through these activities, we of the Mitsubishi Chemical Group aim to contribute to society through providing solutions to issues on environment, resources, energy, water, food, medical care, health, and other areas affluent livelihood.

Furthermore, with the aim of growing into a corporate group worthy of trust by society, we will work seriously to assure work safety as our top priority, further drive home the significance of compliance and risk management, including observance of the Anti-Monopoly Law and other relevant laws and ordinances, and strive to assure reliability of financial reporting and further bolster other features of internal control.

At the Mitsubishi Chemical Holdings Group centered on Mitsubishi Chemical Holdings Corporation as holding company, we are committed to meeting the expectations of our valued shareholders by exerting all-out efforts to address these management issues, recover and improve our business performance, and further enhance the Group's corporate value and shareholder value. We would therefore request your continuing support and guidance.

(4) Capital Expenditures

The MCHC Group's aggregate capital expenditures for the fiscal year under review (from April 1, 2008 to March 31, 2009) stood at ¥139.0 billion, the majority of which was applied to construction of new and additional manufacturing facilities, renewal of existing facilities, and rationalization investments in other existing facilities.

The major new and additional facilities include the following:

a) Major facilities completed during the fiscal year under review

- Performance Products Domain:
 - [Electronics Applications Segment]
 - MCC Yokkaichi Plant
 - Production facility for chemical toner (addition)
- Health Care Domain:
 - [Health care segment]
 - Mitsubishi Tanabe Pharma Factory Ltd. Onoda Plant
 - Bulk Pharmaceuticals building (new)
- Chemicals Domain
 - [Polymers Segment]
 - MCC Kurosaki Plant
 - Production facility for Polycarbonate resin (addition)

- b) Major facilities under construction
- Performance Products Domain
 - [Electronics Applications Segment]
 - MCC Odawara Plant
 - Production facility for OPC sheet (addition)
 - MPI Santo Plant
 - Production facility for silicone-coated release film (addition)
 - MPI Santo Plant
 - Production facility for Polyester film (addition)
 - Dia Moulding Slovakia s.r.o. (Slovakia)
 - Production facility for Injection-molded plastic (new)
 - Health Care Domain
 - [Health Care Segment]
 - MTPC Kashima Office
 - Drug packaging equipment (new)
 - Mitsubishi Pharma (Guangzhou) Co. (China)
 - Infusion bag production facility (new)
 - Chemicals Domain
 - [Chemicals Segment]
 - MCC Kashima Plant
 - Ethylene oxide storage facility (new)
 - MCC Kashima Plant
 - Production facility for Propylene (new)
 - MCC Sakaide Plant
 - Coke oven gas desulfurization equipment (new)
 - MCC Sakaide Plant
 - Coke oven dust collection system and other (renovation)
 - MCC Advanced Polymers Ningbo Co., Ltd. (China)
 - Production facility for Polytetra methylene ether glycol (new)
 - MCC PTA India Corp. (India)
 - Production facility for purified terephthalic acid (addition)
 - [Polymers Segment]
 - Japan Polypropylene Corp. Kashima Plant
 - Production facility for Polypropylene (addition)

(5) Fund Procurement

In the fiscal year under review (from April 1, 2008 to March 31, 2009), the MCHC Group procured the necessary funds by borrowings funds and issuing corporate bonds and commercial paper.

The aggregate amount of the Group's borrowings, corporate bonds and commercial paper as of the closing of the fiscal year under review stood at ¥1,033.2 billion. Major corporate bonds issued during the fiscal year under review were as follows:

(MCC)

Issue	Date of Issue	Aggregate Issue Amount
No. 37 Bonds without Collateral	August 2008	20.0 billion yen

(6) Significant Business Realignment

- MTPC turned Choseido Pharmaceutical Co., Ltd. into a subsidiary in August of last year by acquiring additional shares of that company with the aim of expanding and strengthening its generic pharmaceutical business. (Investment ratio after the acquisition is 51 %.)

(Health Care Segment)

- As part of its restructuring programs, MCC withdrew from the ABS resin business in March 2009 by transferring the entire amount of the shares it held to JSR Corp. that was the joint venture company with.

(Polymers Segment)

(7) Changes in the Conditions of Assets and Profit/Loss

Category	1st Term (Fiscal 2005)	2nd Term (Fiscal 2006)	3rd Term (Fiscal 2007)	4th Term (Year under Review; Fiscal 2008)
Net Sales (in billion yen)	2,408.9	2,622.8	2,929.8	2,909.0
Recurring Income (in billion yen)	143.5	141.2	128.8	(1.9)
Net Income (in billion yen)	85.5	100.3	164.0	(67.1)
Net Income per Share (in yen)	69.51	73.25	119.51	(48.81)
Net Assets (in billion yen)	656.0	758.7	1,095.9	940.1
Net Assets per Share (in yen)	478.72	520.05	601.45	486.09
Total Assets (in billion yen)	2,126.6	2,318.8	2,765.8	2,740.8

Notes:

1. The company was established on October 3, 2005 as a holding company through a 100 percent stock transfer (exchange) by MCC and Mitsubishi Pharma Corporation (“MPC”, currently MTPC) which was a wholly owned subsidiary of MCC. The figures for 1st term (fiscal 2005), therefore, comprise MCC’s consolidated financial results for the first half.
2. Net income per share is calculated on the basis of average aggregate number of issued and outstanding shares during fiscal year excluding treasury stocks. Net assets per share are calculated on the basis of the average aggregate number of issued and outstanding shares as of the end of fiscal year excluding treasury stocks. Net income per share for 1st term (fiscal 2005) is calculated based on the weighted-average number of common share of MCC (first half) and MCHC (latter half). The number of common share of MCC is adjusted according to allotment ratio to the common share of MCHC.
3. “Accounting Standard for Presentation of Net Assets in the Balance Sheets” (ASBJ Statement) and “Guideline on Accounting Standard for Presentation of Net Assets in the Balance Sheets” (ASBJ Guidance No. 8) are adopted from 2nd term (fiscal 2006) onward.

(8) Description of Principal Businesses (as of March 31, 2009)

Domain	Segment	Main Products
Performance Products	Electronics Applications	Recording media, information and electronics-related materials, imaging supplies, inorganic chemicals
	Designed Materials	Food ingredients, battery materials, fine chemicals, polymer processing products and composite materials
Health Care	Health Care	Pharmaceuticals, diagnostic reagents and instruments, clinical testing
Chemicals	Chemicals	Basic petrochemicals, chemical derivatives, synthetic fiber materials, carbon products, fertilizers
	Polymers	Neat resins and compounds
Others		Engineering, logistics

Note: As a result of business realignment implemented effective April 1, 2008, in line with the three-year medium-term management plan "APTSIS 10" that began in the fiscal year under review, Petrochemical Segment, Performance and Functional Products Segment (performance and functional products), Health Care Segment and Others were reclassified into: Electronics Applications Segment, Designed Materials Segment, Health Care Segment, Chemicals Segment, Polymers Segment and Others.

(9) Status of Major Subsidiaries and Affiliates (as of March 31, 2009)

(a) Major Subsidiaries

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business
[Direct Investees]			
Mitsubishi Chemical Corporation	50.0 billion yen	100.0	Manufacture and marketing of chemical products
Mitsubishi Plastics, Inc.	21.5 billion yen	100.0	Manufacture and marketing of polymer processing products
Mitsubishi Tanabe Pharma Corporation	50.0 billion yen	56.3	Manufacture and marketing of pharmaceuticals
[Indirect Investees]			
(Performance Products Domain)			
<u>Electronics Applications Segment</u>			
Nippon Kasei Chemical Co., Ltd.	6.5 billion yen	52.7	Manufacture and marketing of inorganic chemical products
Mitsubishi Kagaku Media Co., Ltd.	4.0 billion yen	100.0	Development and marketing of recording media and computer peripheral equipment
Shinryo Corporation	0.5 billion yen	100.0	Ecological recycling; manufacture and marketing of semiconductors
Verbatim Americas LLC	87 million U.S. dollars	100.0	Marketing of recording media and computer peripheral equipment
Verbatim Ltd.	3 million euro	100.0	Marketing of recording media and computer peripheral equipment
Mitsubishi Polyester Film, Inc.	29 million U.S. dollars	100.0	Manufacture and marketing of polyester film
Mitsubishi Polyester Film GmbH	160,000 euro	100.0	Manufacture and marketing of polyester film
<u>Designed Materials Segment</u>			
Japan Epoxy Resins Co., Ltd.	1.2 billion yen	100.0	Manufacture and marketing of epoxy resins
Calgon Mitsubishi Chemical Corporation	0.6 billion yen	50.9	Manufacture and marketing of activated carbon
Mitsubishi-Kagaku Foods Corporation	0.5 billion yen	100.0	Manufacture and marketing of food ingredients
Mitsubishi Chemical Analytech Co., Ltd.	0.3 billion yen	100.0	Manufacture, marketing and various analysis of analysis and measurement instruments
(Health Care Domain)			
<u>Health Care Segment</u>			
API Corporation	4.0 billion yen	100.0	Manufacture and marketing of active pharmaceutical ingredients and intermediate bodies

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business
Mitsubishi Chemical Medience Corporation	3.0 billion yen	99.3	Clinical testing and medical support services; marketing of in vitro diagnostic agents
Mitsubishi Chemical Safety Institute Ltd.	0.3 billion yen	100.0	Safety testing and research for chemicals
Mitsubishi Kagaku Iatron, Inc.	0.3 billion yen	100.0	Manufacture of in vitro diagnostic agents
(Chemicals Domain) <u>Chemicals Segment</u>			
Kansai Coke and Chemicals Co., Ltd.	6.0 billion yen	51.0	Manufacture and marketing of coke
Mitsubishi Chemical Agri, Inc.	1.5 billion yen	100.0	Manufacture and marketing of fertilizers
MCC PTA India Corporation Pvt. Ltd.	7,392 million rupee	65.9	Manufacture and marketing of terephthalic acid
Ningbo Mitsubishi Chemical Co., Ltd.	1,005 million yuan	90.0	Manufacture and marketing of terephthalic acid
P.T. Mitsubishi Chemical Indonesia	146 million U.S. dollars	100.0	Manufacture and marketing of terephthalic acid
<u>Polymers Segment</u>			
Japan Polyethylene Corporation	7.5 billion yen	58.0	Manufacture and marketing of polyethylene
V-Tech Corporation	6.0 billion yen	85.1	Manufacture and marketing of vinyl chloride
Japan Polypropylene Corporation	5.0 billion yen	65.0	Manufacture and marketing of polypropylene
J-Film Corporation	1.2 billion yen	87.7	Manufacture and marketing of plastic films
(Others)			
Mitsubishi Chemical Group Science and Technology Research Center, Inc.	2.5 billion yen	100.0	Research and technology development; analysis services
Mitsubishi Chemical Logistics Corporation	1.5 billion yen	100.0	Logistics services
Mitsubishi Chemical Engineering Corporation	1.4 billion yen	100.0	Engineering and construction services
Mitsubishi Chemical Techno-Research Corporation	80 million yen	93.2	Survey, consulting and information services

Notes:

1. MCC operates businesses that fall into the categories of Performance Products Domain, Chemicals Domain and Others.
2. MPI operates businesses that fall into the categories of Performance Products Domain.
3. MTPC operates businesses that fall into the categories of Health Care Domain.

4. The Company included Verbatim America LLC, Mitsubishi Chemical Analytech Co., Ltd. and J-Film Corp. as new significant subsidiaries. The Company excluded Mitsubishi Polyester Film, Inc., Mitsubishi Chemical Functional Products, Inc., and Mitsubishi Chemical MKV Co. as significant subsidiaries in the wake of their respective mergers with Mitsubishi Plastics, Inc. At the same time, the Company excluded Verbatim Americas LLC as a significant subsidiary in the wake of the reorganization of recording medias business.
5. Capital reported for each of Verbatim Americas LLC and Mitsubishi Polyester Film, Inc. represents paid-in capital.
6. Mitsubishi Chemical Safety Institute Ltd. and Mitsubishi Kagaku Iatron, Inc. dissolved themselves on April 1, 2009 upon their merger with Mitsubishi Chemical Medience Corporation on the same date.
7. Effective April 1, 2009, the Company established the Kaiteki Institute, Inc. as its directly- and wholly-owned subsidiary.

(b) Major Affiliates

Company Name	Capital	MCHC's Equity Investment Ratio (%)	Principal Business
(Chemicals Domain) <u>Chemicals Segment</u> Kawasaki Kasei Chemicals Ltd.	6.2 billion yen	36.3	Manufacture and marketing of chemical derivatives
Kashima-Kita Electric Power Corporation <u>Polymers Segment</u> The Nippon Synthetic Chemical Industry Co., Ltd.	6.0 billion yen	40.8	Generation and supply of electric power
	17.9 billion yen	37.2	Manufacture and marketing of neat resins and compounds
(Others) Kodama Chemical Industry Co., Ltd.	3.0 billion yen	20.6	Manufacture and marketing of plastic products
Nitto Kako Co., Ltd.	1.9 billion yen	37.1	Manufacture and marketing of rubber and plastic products

Note: Above-listed companies are MCHC's indirect investees.

(10) Principal Business Offices and Plants (as of March 31, 2009)

(a) MCHC

	Address
Head Office	14-1, Shiba 4-chome, Minato-ku, Tokyo

(b) Significant Subsidiaries

Company Name	Location
[Direct Investees]	
Mitsubishi Chemical Corporation	Tokyo, Fukuoka, Mie, Okayama, Ibaraki, Niigata, Aichi, Ehime, Kanagawa, Kagawa
Mitsubishi Plastics, Inc.	Tokyo, Shiga, Ibaraki, Kanagawa, Niigata, Kagawa
Mitsubishi Tanabe Pharma Corporation	Osaka, Tokyo, Ibaraki
[Indirect Investees]	
(Performance Products Domain)	
<u>Electronics Applications Segment</u>	
Nippon Kasei Chemical Co., Ltd.	Tokyo, Fukushima, Fukuoka
Mitsubishi Kagaku Media Co., Ltd.	Tokyo
Shinryo Corporation	Fukuoka
Verbatim America LLC	U.S.A.
Verbatim Ltd.	U.K.
Mitsubishi Polyester Film, Inc.	U.S.A.
Mitsubishi Polyester Film GmbH	Germany
<u>Designed Materials Segment</u>	
Japan Epoxy Resins Co., Ltd.	Tokyo, Mie
Calgon Mitsubishi Chemical Corporation	Tokyo, Fukuoka, Fukui
Mitsubishi-Kagaku Foods Corporation	Tokyo
Mitsubishi Chemical Analytech Co., Ltd.	Mie, Ibaraki, Kanagawa, Okayama
(Health Care Domain)	
<u>Health Care Segment</u>	
API Corporation	Tokyo, Osaka, Fukuoka, Shizuoka, Fukushima
Mitsubishi Chemical Medience Corporation	Tokyo
Mitsubishi Chemical Safety Institute Ltd.	Tokyo, Ibaraki, Kanagawa, Fukuoka, Kumamoto
Mitsubishi Kagaku Iatron, Inc.	Tokyo, Chiba, Ibaraki
(Chemicals Domain)	
<u>Chemicals Segment</u>	
Kansai Coke and Chemicals Co., Ltd.	Hyogo
Mitsubishi Chemical Agri, Inc.	Tokyo, Fukuoka, Okayama, Fukushima
MCC PTA India Corporation Pvt. Ltd.	India
Ningbo Mitsubishi Chemical Co., Ltd.	China
P.T. Mitsubishi Chemical Indonesia	Indonesia
<u>Petrochemicals Segment</u>	
Japan Polyethylene Corporation	Tokyo, Ibaraki, Kanagawa, Okayama, Oita
V-Tech Corporation	Tokyo, Okayama, Mie, Kanagawa
Japan Polypropylene Corporation	Tokyo, Ibaraki, Chiba, Kanagawa, Mie, Okayama
J-Film Corporation	Tokyo, Chiba

Company Name	Location
(Others)	
Mitsubishi Chemical Group Science and Technology Research Center, Inc.	Tokyo, Kanagawa
Mitsubishi Chemical Logistics Corporation	Tokyo
Mitsubishi Chemical Engineering Corporation	Tokyo
Mitsubishi Chemical Techno-Research Corporation	Tokyo

Notes:

1. MCC operates businesses that fall into the categories of Performance Products Domain, Chemicals Domain and Others.
2. MPI operates businesses that fall into the categories of Performance Products Domain.
3. MTPC operates businesses that fall into the category of Health Care Products Domain.

(11) Employees of the Group (as of March 31, 2009)

(a) Number of Employees of the Group

Segment		No. of Employees	Year-on-year Increase/Decrease
Performance Products	Electronics Applications	6,976	Up 1,066
	Designed Materials	4,729	Up 8
Health Care	Health Care	13,460	Down 409
Chemicals	Chemicals	5,305	Up 732
	Polymers	4,134	Up 1,560
Others		6,022	Down 791
Company-wide (Common)		831	Up 8
Sum Total		41,457	Up 2,174

Notes:

1. Those employees who are engaged in activities such as basic R&D which cannot be definitively sorted into any specific Segment are included in "Company-wide (Common)."
2. Employees loaned to entities outside of the MCHC Group are not included.

(b) Status of Employees of MCHC

No. of Employees (Year-on-year Change)	Average Age	Average Years of Service
31 (Down 1)	44 years and 3 months	18 years and 0 months

Note: All of MCHC's employees are on loan from MCC, MPI and MTPC, and their average years of service include and reflect the years of service that they have accumulated at these companies.

(12) Principal Lenders (as of March 31, 2009)

Lenders	Amount Borrowed
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	118.2 billion yen
Mitsubishi UFJ Trust and Banking Corporation	57.7 billion yen
Mizuho Corporate Bank, Ltd.	55.7 billion yen
The Norinchukin Bank	35.0 billion yen
Meiji Yasuda Life Insurance Co.	33.2 billion yen

(13) Other Significant Matters Related to the Present State of Corporate Group

(a) Hepatitis C Litigations Involving MTPC

Along with the country, MTPC and Benesis Corp. as its wholly-owned subsidiary were sued for compensation for damage caused by hepatitis C. In the wake of promulgation and enforcement of special measures act aimed at giving relief to persons infected with hepatitis C, the two companies concluded a basic agreement for resolution with the plaintiffs and their lawyers across the country in September 2008. Consequently, the lawsuits involving the two companies and the plaintiffs across the country are being sequentially brought to conclusion as the plaintiffs are beginning to drop their claims against the two companies.

In April 2009, under the provisions of the aforementioned special measures act, the standards concerning percentages for and methods of bearing costs including the benefits payable to the infected persons were announced. Based on these standards, the two companies will make contributions one-by-one. The two companies will continue to deal with the infected persons in good faith with a view to reaching full resolution of the hepatitis C problem.

(b) The Fair Trade Commission's Cease-and-Desist Order and Surcharge Payment Order against MPI.

In February 2009, MPI received a cease-and-desist order from the Fair Trade Commission on the grounds that it has set the sale prices of polyvinyl chloride pipes and fittings in collusion with other companies, and was ordered to pay a surcharge of ¥3,721,370,000.

In April 2009, MPI filed a demand for commencement of appeal proceedings with the Fair Trade Commission, and filed a petition for suspension of execution of the cease-and-desist order with the Tokyo High Court.

2. Matters Related to Corporate Stocks (as of March 31, 2009)

- (1) Number of Authorized Shares: 6,000 million
- (2) Number of Issued and Outstanding Shares:
1,506.288 million (representing no changes from the previous fiscal year)
- (3) Aggregate Number of Shareholders:
166,356 (representing a year-on-year increase of 1,584 shareholders)

(4) Major Shareholders

Name of Shareholders	Equity Investments in MCHC	
	No. of Shares Held (million)	Equity Investment Ratio (%)
Japan Trustee Services Bank, Ltd. – Trust Account 4G	63.200	4.5
The Master Trust Bank of Japan, Ltd. – Trust Account	62.415	4.5
Meiji Yasuda Life Insurance Co.	60.644	4.4
Takeda Pharmaceutical Co., Ltd.	51.730	3.7
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	50.937	3.7
Japan Trustee Services Bank, Ltd. – Trust Account	50.175	3.6
Nippon Life Insurance Co.	49.428	3.5
Tokio Marine and Nichido Fire Insurance Co., Ltd.	42.312	3.0
Japan Trustee Services Bank, Ltd. – Trust Account 4	25.563	1.8
Mitsubishi UFJ Trust and Banking Corporation	20.289	1.4

Notes:

- In addition to the above, MCHC holds 129.664 million shares as treasury stocks, but these shares are non-voting pursuant to the provisions of Article 308, paragraph 2 of the Companies Act.
- Equity investment ratios are calculated to the exclusion of the treasury stocks (129.664 million).
- In addition to the above, equity investments of The Bank of Tokyo-Mitsubishi UFJ, Ltd. in MCHC include 4.75 million shares of stock (representing the equity investment ratio of 0.3%) held in the name of “The Nomura Trust and Banking Co., Ltd. Retirement Benefit Trust / The Bank of Tokyo-Mitsubishi UFJ Account” over which The Bank of Tokyo-Mitsubishi UFJ, Ltd. retains the right to issue instructions regarding the exercise of the relevant voting right.
- In addition to the above, equity investments of Mitsubishi UFJ Trust and Banking Corporation in MCHC include 3.395 million shares of stock (representing the equity investment ratio of 0.2%) held in the name of “The Nomura Trust and Banking Co., Ltd. Retirement Benefit Trust / The Bank of Tokyo-Mitsubishi UFJ Account” over which The Bank of Tokyo-Mitsubishi UFJ, Ltd. retains the right to issue instructions regarding the exercise of the relevant voting right.

3. Stock Acquisition Rights

(1) Stock Acquisition Rights Issued to the Directors

	(1)	(2)	(3)
Date of Resolution for Issue	November 27, 2006	November 26, 2007	August 25, 2008
Number of Stock Acquisition Rights	1,408	794	653
Type and No. of Stock as Object of Stock Acquisition Rights	70,400 shares of MCHC's common stock	39,700 shares of MCHC's common stock	32,650 shares of MCHC's common stock
Amount Paid In	¥34,100 per stock acquisition right	¥44,350 per stock acquisition right	¥25,700 per stock acquisition right
Exercise Period	From December 14, 2006 to December 13, 2026	From December 13, 2007 to December 12, 2027	From September 11, 2008 to September 10, 2028
Intended Grantees	MCHC's Directors (3)	MCHC's Directors (2)	MCHC's Directors (3)
Number of Stock Acquisition Rights as of Last Day of Fiscal Year under Review	646	794	653

Notes:

1. The number of stocks as object of the aforementioned stock acquisition rights is 50 per stock acquisition right. However, if MCHC's common stocks are split, the number of stocks per stock acquisition right will be adjusted.
2. The value of assets to be invested on the occasion of exercise of the aforementioned stock acquisition rights would be ¥1 per share.
3. In principle, the grantees may exercise their stock acquisition rights only if they lose all of their positions as Director, Corporate Auditor and Executive Officer of MCHC and its subsidiaries during the respective Exercise Periods.
4. Of described in (1) above, the number of stock acquisition rights held by MCHC's Director as of the last day of the fiscal year under review is 646 (held by one Director).
5. Of described in (2) above, the number of stock acquisition rights held by MCHC's Directors as of the last day of the fiscal year under review is 794 (held by two Directors).
6. Of described in (3) above, the number of stock acquisition rights held by MCHC's Directors as of the last day of the fiscal year under review is 653 (held by three Directors).

(2) Stock Acquisition Rights Issued to the Executive Officers

	(1)	(2)	(3)
Date of Resolution for Issue	November 27, 2006	November 27, 2006	November 26, 2007
Number of Stock Acquisition Rights	564	6,620	989
Type and No. of Stock as Object of Stock Acquisition Rights	28,200 shares of MCHC's common stock	331,000 shares of MCHC's common stock	49,450 shares of MCHC's common stock
Amount Paid in	Gratis	¥34,100 per stock acquisition right	Gratis
Exercise Period	From June 28, 2007 to June 27, 2027	From December 16, 2006 to December 15, 2026	From December 13, 2007 to December 12, 2027
Intended Grantees	MCHC's Executive Officer and Retiring Director (total 2)	MCC	MCHC's Executive Officer and Retiring Director (total 3)
Number of Stock Acquisition Rights as of Last Day of Fiscal Year under Review	256	5,121	308

	(4)	(5)	(6)
Date of Resolution for Issue	November 26, 2007	August 25, 2008	August 25, 2008
Number of Stock Acquisition Rights	6,222	256	4,554
Type and No. of Stock as Object of Stock Acquisition Rights	311,100 shares of MCHC's common stock	12,800 shares of MCHC's common stock	227,700 shares of MCHC's common stock
Amount Paid in	¥44,350 per stock acquisition right	Gratis	¥25,700 per stock acquisition right
Exercise Period	From December 15, 2007 to December 14, 2027	From September 11, 2008 to September 10, 2028	From September 13, 2008 to September 12, 2028
Intended Grantees	MCC	MCHC's Retiring Directors (1)	MCC
Number of Stock Acquisition Rights as of Last Day of Fiscal Year under Review	5,914	256	4,554

Notes:

1. MCC granted all of the stock acquisition rights described in (2), (4) and (6) above to a total of 26 Directors and Executive Officers (including retiring Directors and retiring Executive Officers) of MCC on December 15, 2006, to a total of 27 on December 14, 2007, and to a total of 26 on September 12, 2008, in each case as performance remuneration.
2. The number of stocks as object of the aforementioned stock acquisition rights is 50 per stock acquisition right. However, if MCHC's common stocks are split, the number of stocks per stock acquisition right will be adjusted.

3. The value of assets to be invested on the occasion of exercise of the aforementioned stock acquisition rights would be ¥1 per share.
4. In principle, the grantees may exercise the aforementioned stock acquisition rights only if they lose all of their positions as Director, Corporate Auditor and Executive Officer of MCHC and its subsidiaries during the respective Exercise Periods.

(3) Stock Acquisition Rights Whose Obligations Have Been Inherited from Mitsubishi Chemical Corporation as a Result of Stock Transfer

Date of Resolution for Issue	June 28, 2005
Number of Stock Acquisition Rights	9,321
Type and No. of Stock as Object of Stock Acquisition Rights	466,050 shares of MCHC's common stock
Amount Paid in	Gratis
Exercise Period	From June 28, 2006 to June 27, 2026
Intended Grantees	MCC's Directors and Executive Officers (including retiring Directors and retiring Executive Officers) (total 29)
Number of Stock Acquisition Rights as of Last Day of Fiscal Year under Review	5,416

Notes:

1. MCHC has inherited obligations under those of the stock acquisition rights issued by MCC to its Directors and Executive Officers (including retiring Directors and retiring Executive Officers) which were not exercised or retired as of the date (as of October 3, 2005) on which MCC and MPC (currently MTP) established MCHC by means of a stock transfer.
2. The number of stocks as object of the aforementioned stock acquisition rights is 50 per Stock Acquisition Rights. However, if MCHC's common stocks are split, the number of stocks per stock acquisition right will be adjusted.
3. The value of assets to be invested on the occasion of exercise of the aforementioned stock acquisition rights would be ¥1 per share.
4. In principle, the grantees may exercise the aforementioned stock acquisition rights only if they lose all of their positions as Director, Corporate Auditor and Executive Officer of MCHC and its subsidiaries during the respective Exercise Periods.

(4) Stock Acquisition Rights for Convertible Bonds

	(1)	(2)
Date of Resolution for Issue	October 4, 2007	October 4, 2007
Number of Stock Acquisition Right	7,000	7,000
Type of Stock as Object of Stock Acquisition Rights	MCHC's common stock	MCHC's common stock
No. of Shares Issued per Stock Acquisition Right	Number obtained by dividing face value of this Corporate Bond (total face value: ¥70 billion) by conversion value	Number obtained by dividing face value of this Corporate Bond (total face value: ¥70 billion) by conversion value
Amount Paid In	Gratis	Gratis
Conversion Value	¥1,207	¥1,177
Exercise Period	From November 5, 2007 to October 14, 2011	From November 5, 2007 to October 15, 2013
Number of Stock Acquisition Right as of Last Day of Fiscal Year under Review	7,000	7,000

Note: In case that MCHC issues, disposes or splits of its common stock at under fair market price, the conversion value shall be adjusted.

4. Directors and Corporate Auditors (as of March 31, 2009)

(1) Details of Directors and Corporate Auditors

Position	Name	Responsibility and Representation at Other Corporations
Director Chairman (Representative Director)	Ryuichi Tomizawa	
Director President (Representative Director)	Yoshimitsu Kobayashi	Representative Director (President and CEO), MCC
Director (Chief Compliance Officer)	Atsushi Baba	Managing Executive Officer (Administration, PR and Internal Control [Compliance, Risk Management] and CSR)
Director	Shotaro Yoshimura	Managing Executive Officer (Corporate Management, Internal Control [Financial Reporting], IR and Finance & Accounting)
Director	Etsujiro Koge	
Director	Michihiro Tsuchiya	
Director	Hiroshi Yoshida	Representative Director (President and CEO), Mitsubishi Plastics, Inc.
Corporate Auditor (full-time)	Takayasu Kishi	
Corporate Auditor (full-time)	Kazutoshi Kondo	
Corporate Auditor (full-time)	Takashi Nishida	
Corporate Auditor	Hiroyasu Sugihara	Lawyer
Corporate Auditor	Somitsu Takehara	Certified Public Accountant

Notes:

- Corporate Auditors Takashi Nishida, Hiroyasu Sugihara and Somitsu Takehara are the outside Corporate Auditors as prescribed in Article 2, item 16 of the Companies Act.
- Hideaki Yoshida resigned the position of Corporate Auditor at the conclusion of MCHC's Third Ordinary General Meeting of Shareholders held on June 26, 2008.
- Effective April 1, 2009, the following changes were made in executive position, responsibility and representation at other corporations:
 - Ryuichi Tomizawa retired from the position of Representative Director while retaining the position of Director and Chairman.
 - Yoshimitsu Kobayashi assumed the position of Representative Director (President and CEO) of the Kaiteki Institute, Inc., which was established on April 1, 2009.
 - Atsushi Baba retired from the position of Managing Executive Officer and Executive Officer in Charge of compliance promotion.
 - Shotaro Yoshimura assumed the position of Representative Director.
 - Etsujiro Koge assumed the position of Managing Executive Officer.
- Corporate Auditor Takayasu Kishi has considerable knowledge about finance and accounting as he has served

as a senior accounting staff at Mitsubishi Kasei Corporation (currently MCC) and as General Manager, Accounting, at Mitsubishi-Tokyo Pharmaceuticals, Inc. (currently MTPC).

5. Corporate Auditor Somitsu Takehara has considerable knowledge about finance and accounting as he is qualified as a Certified Public Accountant.

6. In addition to the above, the status of significant offices held by Directors and Corporate Auditors is as follows:

Category	Name	Status of Significant Offices Concurrently Held	
		Company Name	Title
Director	Ryuichi Tomizawa	Mitsubishi Chemical Corporation	Director
		Kansai Coke and Chemicals Co., Ltd.	Director
		SPDC Ltd.	Director
		Taiyo Nippon Sanso Corporation	Director
	Atsushi Baba	Mitsubishi Chemical Corporation	Director
		Yupo Corporation.	Corporate Auditor
	Shotaro Yoshimura	Mitsubishi Chemical Corporation.	Director
		Mitsubishi Tanabe Pharma Corporation	Director
		Nippon Asahan Aluminium Co., Ltd.	Director
	Etsujiro Koge	Mitsubishi Chemical Corporation	Director
		SPDC Ltd.	Director
Michihiro Tsuchiya	Mitsubishi Tanabe Pharma Corporation	Director	
Corporate Auditor	Takayasu Kishi	Mitsubishi Chemical Corporation	Corporate Auditor
		Mitsubishi Chemical Logistics Corporation	Corporate Auditor
		Ryoka Systems Inc.	Corporate Auditor
	Kazutoshi Kondo	Mitsubishi Plastics, Inc.	Corporate Auditor
		Mitsubishi Chemical Engineering Corporation	Corporate Auditor
	Takashi Nishida	Mitsubishi Chemical Corporation	Corporate Auditor
		Mitsubishi Tanabe Pharma Corporation	Corporate Auditor
	Hiroyasu Sugihara	Mitsubishi Chemical Corporation	Corporate Auditor
		Aeon Credit Service Co., Ltd.	Corporate Auditor
		Oji Paper Co., Ltd.	Corporate Auditor

(2) Aggregate Amount of Directors' and Corporate Auditors' Remuneration

Category	Remunerations	
	No. of Persons	Amount (in million yen)
Directors	9	159
Corporate Auditors	6	114
Sum Total	15	273

Notes:

1. No wage or salary has been paid to any Director concurrently serving as an employee for any work performed as an employee.
2. No bonus or retirement bonus has been paid to any Director or Corporate Auditor.
3. Remuneration of ¥16 million in the form of stock options are included in the aforementioned remuneration for Directors.
4. Remuneration from MCHC's subsidiaries where Directors and Corporate Auditors concurrently serve as Directors or Corporate Auditors are not included in the aforementioned payments of remuneration to Directors and Corporate Auditors.
5. The amount of remuneration for Directors is set to be ¥30 million or less per month. In addition, an annual limit of ¥80 million is in place for remuneration in the form of stock options.
6. The amount of remuneration for Corporate Auditors is set to be ¥11 million or less per month.
7. As of the close of the fiscal year under review, there were a total of seven Directors and five Corporate Auditors.

(3) Matters Related to Outside Corporate Auditors

(a) Concurrent Positions

- Corporate Auditor Takashi Nishida serves concurrently as an outside Corporate Auditor for MCC and MTPC.
- Corporate Auditor Hiroyasu Sugihara services concurrently as an outside Corporate Auditor for MCC, Aeon Credit Service Co., Ltd. and Oji Paper Co., Ltd.

(b) Status of Main Activities

- Corporate Auditor Takashi Nishida attended all 16 meetings of the Board of Directors and all 16 meetings of the Board of Corporate Auditors that were held, and has expressed his opinion as needed by drawing on his knowledge and experience accumulated through his services with a bank and a securities company.
- Corporate Auditor Hiroyasu Sugihara attended 15 out of 16 meetings of the Board of Directors and 15 out of 16 meetings of the Board of Corporate Auditors, and has expressed his opinion as needed by drawing on his expert knowledge and experience accumulated primarily through his services as a public prosecutor and lawyer.
- Corporate Auditor Somitsu Takehara attended 15 out of 16 meetings of the Board

of Directors and 15 out of 16 meetings of the Board of Corporate Auditors, and has expressed his opinion as needed by drawing on his expert knowledge and experience accumulated primarily through his services as a certified public accountant.

(c) Aggregate Amount of Remuneration

The remuneration paid to the three outside Corporate Auditors amounted to ¥46 million. In addition, MCC and MTPC as MCHC's subsidiaries paid remuneration of ¥13 million to MCHC's outside Corporate Auditors who concurrently serve as outside Corporate Auditors for MCHC's subsidiaries.

(d) Overview of Contents of Liability-Limiting Agreements

Pursuant to the provisions of Article 427, paragraph 1 of the Companies Act, MCHC and its outside Corporate Auditors conclude liability-limiting agreements as prescribed in Article 423, paragraph 1 of the said Law. The maximum limit of damage compensation liability under these agreements is set to be the minimum limit of liability prescribed in Article 425, paragraph 1 of the said Law.

5. Status of Independent Auditor (as of March 31, 2009)

(1) Name

Ernst & Young ShinNihon LLC (“Independent Auditor”)

Note: Ernst & Young ShinNihon has changed its corporate status as a limited liability audit corporation on July 1, 2008.

(2) Amount of Remuneration, etc.

	Amount Paid (in million yen)
(i) Amount of remuneration to be paid by MCHC to Independent Auditors	43
(ii) Sum total of money and other financial benefits to be paid by MCHC and its subsidiaries to Independent Auditors	666

Note: As the amount of remuneration under the Companies Act and the amount of remuneration under the Financial Instruments and Exchange Law are not distinguished in the audit agreement between MCHC and the independent auditor, a sum total of these amounts is reported in (i) above.

(3) Contents of Non-Audit Service

In addition to the service prescribed in Article 2, paragraph 1 of the Certified Public Accountant Law (audit certification service), MCHC has asked the Independent Auditor to provide consulting services to develop internal control systems so that the reliability of financial reporting is assured.

(4) Policy on Decision to Dismiss or Not Reappoint Independent Auditors

If Independent Auditors are found to run counter to any of the items prescribed in Article 340, paragraph 1 of the Companies Act, the Board of Corporate Auditors, subject to consent of all Corporate Auditors, will dismiss Independent Auditors.

In addition, if Independent Auditors are found to be incapable of performing their audit service in a proper manner, MCHC will, subject to consent of the Board of Corporate Auditors or upon demand from the Board of Corporate Auditors, propose to a General Meeting of Shareholders that Independent Auditors be dismissed or not be reappointed.

(5) Status of Audit of Financial Statements of MCHC’s Subsidiaries by Certified Public Accountants or Audit Corporations other than Independent Auditor

Of MCHC’s Major subsidiaries, the overseas subsidiaries are audited by certified public accountants or audit Corporations (including those locally certified) other than Independent Auditor, within the scope of the provisions of the Companies Act or the Financial Instruments and Exchange Law (or similar foreign laws and regulations).

6. System to Ensure that the Company Operates in an Appropriate Manner

The Company's basic policy on development of systems for assuring the legitimacy of operational appropriateness for which the Board of Directors has passed a resolution (hereinafter referred to as the "Basic Policy") is as follows.

We routinely examine the progress of the Basic Policy to review annually and amend it as needed at the meeting of Board of Directors following the end of each fiscal year.

- (1) System for ensuring that Directors and Employees execution of their work duties conforms to laws, regulations and Articles of Incorporation
 - (a) MCHC Group, with MCHC as its parent company under the Companies Act, shall treat the Group Charter of Corporate Ethics and the Group Compliance Code of Conduct as the basic regulations on compliance matters.
 - (b) Directors shall make decisions on MCHC's important matters at the Board of Directors and mutually monitor and supervise the exercising of their functions in accordance with the regulations of the Board of Directors and other relevant rules and regulations. Corporate Auditors shall audit Directors' exercising of their functions by attending the Board of Directors and other important meetings in accordance with the Corporate Auditors' audit standard, etc.
 - (c) Management shall develop, properly operate and manage internal control systems in order to assure the reliability of financial reporting.
 - (d) Management shall develop MCHC Group's training and education programs, audit/monitoring systems, hotlines and other compliance promotion programs in accordance with Group Compliance Promotion Regulations and other relevant rules and regulations, and properly operate and manage these programs by appointing an executive officer in charge of compliance promotion.

- (2) Regulations, structure and systems for managing risks of loss

The President shall be the chief risk manager. In accordance with the Group's Basic Regulations on Risk Management and other relevant rules and regulations, the President shall be responsible for preventing serious risks from manifesting themselves in connection with or arising from MCHC Group's business activities, and for developing, properly operating and managing risk management systems for minimizing damage if any risk manifests itself.

- (3) System for ensuring that Directors exercise their functions efficiently

- (a) The Board of Directors shall decide on Group strategies and allocation of management resources (portfolio management), and shall set specific management goals by developing the Group's medium-term management plan, annual budget, and other targets, and shall endeavor to achieve such goals.
 - (b) Management shall move ahead with separating supervision of management from execution of management by introducing the corporate executive officer system, clearly stipulate the powers of individual job positions and deliberating organs including the Board of Directors as well as jurisdictional responsibilities of each functional unit in the internal rules and regulations, and make management decisions and execute management duties in an efficient and proper manner.

- (4) System for preserving and managing information related to Directors' exercise of their functions
Management, in accordance with the Document-Handling Regulations and other relevant rules and regulations, shall preserve and manage the minutes of the Board of Directors, Decisions of the Management Meeting, Approval Documents and other documents and electromagnetic records related to Directors' exercise of their functions, and shall develop a system that will allow Directors and Corporate Auditors to inspect them.

- (5) System for assuring operational legitimacy within the corporate group
Management, in accordance with the Group's Management Regulations and other relevant rules and regulations, shall cause all concerned units and personnel to share the Group's internal control policies and systems covering compliance and risk management, and assure operational legitimacy within the MCHC Group by means such as reporting and approval of important Group management matters and internal audits.

- (6) System for ensuring that Corporate Auditors' audits are conducted in an effective manner
 - (a) Directors and Employees, pursuant to regulations such as the Corporate Auditors' Audit Standard, shall inform Corporate Auditors of any important management matters (including any fact or fraudulent act that might do material harm to MCHC or any fact in violation of laws, regulations or Articles of Incorporation).
 - (b) Management, at the Corporate Auditors' request, shall appoint audit assistants and have them assist the Corporate Auditors. Appointment of specific assistants shall be subject to the consent of the Corporate Auditors.
 - (c) In order to ensure that Corporate Auditors' audits are conducted in an effective manner, Management shall facilitate Corporate Auditors' regular meetings with senior

executives including the President, coordination and information exchange between the Corporate Auditors and the Internal Audit Office personnel.

7. Basic Policy on Control of the Company

We have not specifically written down a basic policy on the modality of the persons exerting controlling influences over the Company's financial and management policy decisions, but are pleased to present our basic ideas below.

We believe it is by running the MCHC Group in a highly efficient and transparent manner, by bolstering our competitive edge and earning capabilities through optimal allocation of management resources and ultimately by enhancing our Group's corporate value that we will be able to live up to the expectations of our shareholders.

Although we have not introduced the so-called "takeover defense" measures, we do stand ready to take whatever measures we consider appropriate if we detect a company is attempting to make a massive purchase of MCHC's shares that might harm the MCHC Group's corporate value or undermine the common interests of our shareholders.

Having said that, we would like you to know that we will continue to closely examine the legal system, court precedents and social trends surrounding corporate takeover bids and explore propriety of introducing takeover defense measures as one of the important management challenges that we must deal with.

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Consolidated Balance Sheet

4th Consolidated Fiscal Year (As of March 31, 2009)

Unit: Millions of yen

Assets

Current assets:

Cash and deposits	96,364
Trade receivables	499,688
Securities	155,180
Inventories	463,305
Deferred income taxes—current	34,828
Other	76,190
Allowance for doubtful accounts	(875)
Total current assets	1,324,680

Fixed assets

Property, plant and equipment

Buildings and structures	235,344
Machinery and equipment	246,122
Land	211,841
Construction in progress	115,085
Other	25,654
Total property, plant and equipment	834,046

Intangible fixed assets

Goodwill	89,328
Other	23,964
Total intangible fixed assets	113,292

Investments and other assets

Investment securities	303,207
Long-term loans receivable	3,434
Deferred income taxes—non-current	72,955
Other	92,569
Allowance for doubtful accounts	(3,307)
Total investments and other assets	468,858
Total fixed assets	1,416,196
Total assets	2,740,876

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Consolidated Balance Sheet (continued)

4th Consolidated Fiscal Year (As of March 31, 2009)

Unit: Millions of yen

Liabilities

Current liabilities:

Trade payables	368,028
Short-term borrowings	287,242
Commercial papers	105,000
Current portion of bonds payable	45,000
Accrued bonuses	32,540
Accrued income taxes	20,753
Reserve for periodic repairs scheduled within one year	5,881
Reserve for current portion of prospective loss on removal of fixed assets	3,536
Other	186,499

Total current liabilities	1,054,479
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Long-term liabilities:

Bonds payable	145,000
Convertible bonds payable	140,224
Long-term borrowings	310,773
Accrued retirement benefits	82,955
Accrued retirement benefits for directors	1,616
Provisions for possible losses in connection with litigation	26,362
Reserve for periodic repairs	2,026
Reserve for prospective loss on removal of fixed assets	2,395
Reserve for costs associated with liquidation of subsidiaries and affiliates	1,597
Other	33,335

Total long-term liabilities	746,283
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Total liabilities	1,800,762
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Net Assets

Shareholders' equity:

Common stock	50,000
Additional paid-in capital	303,194
Retained earnings	376,375
Less, Treasury stock at cost	(37,278)

Total shareholders' equity	692,291
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Valuation, translation adjustments and other

Net unrealized holding gain on other securities	12,411
Loss on deferred hedges	(567)
Land revaluation surplus	1,765
Foreign currency translation adjustments	(32,708)
Unfunded retirement benefit obligation with respect to a foreign subsidiary	(4,219)

Total valuation, translation adjustments and other	(23,318)
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Warrants

805

Minority interests in consolidated subsidiaries

270,336

Total net assets	940,114
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Total liabilities and net assets	2,740,876
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MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Consolidated Statement of Income

4th Consolidated Fiscal Year (Year ended March 31, 2009)

Unit: Millions of yen

Net sales	2,909,030
Cost of sales	2,412,824
Gross profit	496,206
Selling, general and administrative expenses	488,028
Operating income	8,178
Other income	
Interest income	3,428
Dividend income	7,013
Insurance income	10,509
Other	8,216
Total other income	29,166
Other expenses	
Interest expenses	13,659
Equity in losses of affiliates	5,061
Foreign exchange losses, net	4,862
Loss on sales and disposal of property, plant and equipment	3,571
Other	12,097
Total other expenses	39,250
Ordinary loss	1,906
Total extraordinary income	
Gain on sales of fixed assets	9,474
Other	5,282
Total extraordinary income	14,756
Extraordinary losses	
Loss on valuation of investment securities	11,499
Impairment loss	11,389
Provision for possible losses in connection with litigation	8,800
Loss on cancellation of materials purchase contracts	5,048
Special retirement expenses	4,344
Administrative fine	3,721
Loss on sales and disposal of property, plant and equipment	3,446
Other	8,605
Total extraordinary losses	56,852
Loss before income taxes and minority interests in consolidated subsidiaries	44,002
Current income taxes	37,825
Deferred income taxes	(25,436)
Minority interests in consolidated subsidiaries	10,787
Net loss	67,178

MITSUBISHI CHEMICAL HOLDINGS CORPORATION
Consolidated Statement of Changes in Net Assets
4th Consolidated Fiscal Year (Year ended March 31, 2009)

Unit: Millions of yen

	Shareholders' equity				
	Common stock	Additional paid-in capital	Retained earnings	Treasury stock	Total shareholders' equity
Balance at March 31, 2008	50,000	303,063	465,638	(37,109)	781,592
Effect by application of ASBJ PITF No. 18			(1,146)		(1,146)
Changes during the consolidated fiscal year					
Cash dividends (Note)			(22,026)		(22,026)
Net loss			(67,178)		(67,178)
Purchase of treasury stock				(266)	(266)
Disposition of treasury stock		132		97	229
Increase resulting from the merger of non-consolidated subsidiaries by consolidated subsidiaries			294		294
Change of scope of consolidation			(193)		(193)
Change of scope of equity method			986		986
Net change in items other than those in shareholders' equity					
Total changes during the consolidated fiscal year	-	132	(88,117)	(169)	(88,155)
Balance at March 31, 2009	50,000	303,194	376,375	(37,278)	692,291

Unit: Millions of yen

	Valuation, translation adjustment and other						Warrants	Minority interests in consolidated subsidiaries	Total net assets
	Net unrealized holding gain on other securities	Loss on deferred hedges	Land revaluation surplus	Foreign currency translation adjustments	Unfunded retirement benefit obligation with respect to a foreign subsidiary	Total valuation, translation adjustments and other			
Balance at March 31, 2008	44,720	(789)	1,765	2,246	(1,725)	46,217	807	267,311	1,095,927
Effect by application of ASBJ PITF No. 18						-			(1,146)
Changes during the consolidated fiscal year									
Cash dividends						-			(22,026)
Net loss						-			(67,178)
Purchase of treasury stock						-			(266)
Disposition of treasury stock						-			229
Increase resulting from the merger of non-consolidated subsidiaries by consolidated subsidiaries						-			294
Change of scope of consolidation						-			(193)
Change of scope of equity method						-			986
Net change in items other than those in shareholders' equity	(32,309)	222	-	(34,954)	(2,494)	(69,535)	(1)	3,025	(66,511)
Total changes during the consolidated fiscal year	(32,309)	222	-	(34,954)	(2,494)	(69,535)	(1)	3,025	(154,666)
Balance at March 31, 2009	12,411	(567)	1,765	(32,708)	(4,219)	(23,318)	805	270,336	940,114

Note:

Cash dividends

The year-end dividend (¥11,013 million) was paid based on the resolution at the Ordinary General Meeting of Shareholders held in June 2008, and the interim dividend (¥11,012 million) was paid based on the resolution at the Board of Directors meeting held in October 2008.

Notes to the Consolidated Financial Statements

Basis of Preparation of Consolidated Financial Statements

1. Scope of Consolidation

(1) Number of consolidated subsidiaries and names of major consolidated subsidiaries

Number of consolidated subsidiaries: 177

Names of major consolidated subsidiaries: Mitsubishi Chemical Corporation, Mitsubishi Tanabe Pharma Corporation, Mitsubishi Plastics, Inc., Nippon Kasei Chemical Company Ltd.

(Increase: 10 companies)

- Increase as a result of new establishment: two subsidiaries of Mitsubishi Kagaku Imaging Corporation and other one company
- Increase as a result of increased importance: Dia Chemical Co., Ltd. and four other companies *

* Five companies changed their status from equity-method companies effective from the fiscal year under review.

- Increase as a result of additional share acquisition making the companies subsidiaries: Japan Polyethylene Corporation and one other company

(Decrease: 22 companies)

- Decrease as a result of extinction in mergers: Mitsubishi Polyester Film Corporation and thirteen other companies
- Decrease as a result of completion of liquidation: HMT Polystyrene Co., Ltd. and seven other companies

(2) Names and other details of major non-consolidated subsidiaries

Names of major non-consolidated subsidiaries: Mitsubishi Chemical Techno-Research Corporation

These non-consolidated subsidiaries are excluded from the scope of consolidation because any total amount of the following respective items of these companies does not have material impact MCHC's consolidated financial statements. They are total assets, net sales, net income or loss corresponding to the equities held by MCHC and retained earnings corresponding to the equities held by MCHC.

2. Scope of Equity Method

(1) Number of non-consolidated subsidiaries and affiliates to which the equity method is

applied and names of major non-consolidated subsidiaries and affiliates

Number of non-consolidated subsidiaries to which equity method is applied: 24

Names of major non-consolidated subsidiaries and affiliates: Mitsubishi Chemical Techno-Research Corporation

(Increase: 4 companies)

- Increase as a result of additional share acquisition making the companies subsidiaries: Choseido Pharmaceutical Co., Ltd. and other three companies

(Decrease: 12 companies)

- Decrease as a result of extinction in mergers: Asahi Kako Co., Ltd. and four other companies
- Decrease as a result of completion of liquidation: Dia Chemco Co., Ltd.
- Decrease as a result of conversion into consolidated subsidiaries: Japan Polyethylene Corporation and five other companies

Number of affiliates to which equity method is applied: 39

Names of major affiliates: The Nippon Synthetic Chemical Industry Co., Ltd., Kawasaki Kasei Chemicals Ltd.

(Increase: 2 companies)

- Increase as a result of additional share acquisition: Oita Fukusuke Co. and one other company

(Decrease: 2 companies)

- Decrease as a result of sale of shares: Techno Polymer Co., Ltd. and one other company

- (2) Names and other details of non-consolidated subsidiaries and affiliates to which the equity method is not applied

Names of major affiliates: Zhujiang Optonix New Material Co., Ltd., Kashima Denkai Co., Ltd.

These non-consolidated subsidiaries and affiliates are excluded from the scope of equity method companies because any total amount of the following respective items of these companies does not have material impact on MCHC's consolidated financial statements. They are net income or loss corresponding to the equities held by MCHC and retained earnings corresponding to the equities held by MCHC.

3. Significant Accounting Policies

- (1) Valuation methods of securities

Held-to-maturity bonds

Either amortized or accumulated to face value.

Other securities with quoted market prices

Stated at fair value based on market price at the closing date, among others. The difference between the acquisition cost and the carrying value of other securities, including unrealized gain and loss, net of the applicable income taxes, is recognized as a component of net assets, and the cost of other securities sold is principally computed by the moving average method.

Other securities without quoted market prices

Stated at cost principally based on the moving average method.

(2) Valuation methods of inventories

Merchandise, finished goods, raw materials and other inventories

Stated at cost principally based on the periodic average method

Supplies (excluding packaging materials and deteriorated assets)

Stated at cost principally based on the moving average method

Balance sheet amounts are calculated by means of devaluation reflecting downturn of profitability.

(Change in Accounting Policy)

With regard to inventories held for the purpose of ordinary sale, merchandise and finished goods (excluding real estate for sale) were previously stated principally at the lower of cost, determined by the average cost method, or market value, and other inventories were stated at cost principally based on the periodic average method. However, as the “Accounting Standard for Measurement of Inventories” (ASBJ Statement No. 9; Accounting Standards Board of Japan; July 5, 2006) became applicable with effect from the consolidated fiscal year under review, all such inventories are now stated at cost principally based on the periodic average method (and balance sheet amounts are calculated by means of devaluation reflecting downturn of profitability).

As a result, operating income decreased by ¥6,595 million, and ordinary loss and loss before income taxes and minority interests in consolidated subsidiaries increased by ¥7,316 million.

(3) Method of depreciating important depreciable assets

MCHC and its consolidated subsidiaries in Japan: Principally by the declining balance

method (straight-line method applicable to buildings (excluding fixtures attached to the buildings) acquired on or after April 1, 1998)

Overseas consolidated subsidiaries: Principally by the straight-line method

(Additional Information)

For MCHC and its consolidated subsidiaries in Japan, from the fiscal year under review, useful lives applicable to total property, plant and equipment were reviewed in keeping with the amendment of the Corporation Tax Law, and have been amended so that they are based on the Corporation Tax Law as amended.

As a result, operating income decreased by ¥2,757 million, and ordinary loss and loss before income taxes and minority interests in consolidated subsidiaries increased by ¥2,815 million, respectively, compared with those calculated based on the previous method.

(4) Basis for Significant Reserves

(a) Allowance for Doubtful Accounts

To provide for bad-debt losses on its receivables, estimates of uncollectible amounts are provided for primarily on the basis of a historical rate derived from the actual uncollectible amounts in prior years in respect of general receivables, and on the basis of individual examinations of recoverability in respect of specified doubtful receivables.

(b) Accrued Bonuses to Employees

To provide for payments of bonuses to their employees, estimates of those accrued bonuses and social insurance costs corresponding thereto, which MCHC and its consolidated subsidiaries should bear during the consolidated fiscal year under review, are recorded.

(c) Provisions for Possible Losses in Connection with Litigation

To provide for any future settlements or expenditures that MCHC and its consolidated subsidiaries may be called upon to pay as a result of or in connection with existing litigations, estimates of settlements and expenditures associated with the following litigations are set aside:

1. Reserve for Health Management Allowances for HIV Compensation: ¥1,728 million

To provide for future payments of health management allowances and settlement

payments (including attorney fees) in connection with a lawsuit for damages filed by plaintiffs infected with HIV, the consolidated subsidiary MTPC has set aside an estimated amount for such future payments.

2. Reserve for HCV Litigation: ¥20,000 million

To provide for losses that may arise in the future from a settlement of lawsuits filed by plaintiffs infected with HCV (hepatitis C virus), MTPC has set aside an estimated amount for payments related to such settlement based on estimates of the number of people receiving relief and the amount of relief payments required under a law which stipulates that relief be provided to people who contacted hepatitis C from specific fibrinogen products or specific coagulation factor IX products (hereafter, the “Relief Law”).

(Additional Information)

After the Relief Law was publicized and enforced on January 16, 2008, MCHC has discussed the method and percentage of expense burden necessary for payment for benefits between the Health Minister and MTPC, based on Article 16 of the Relief Law. Following the announcement of standards by the Health Minister on April 10, 2009, MCHC has considered the number of people receiving relief as of the end of the consolidated fiscal year and other circumstances, and set aside an estimated amount for payments to cover expenses necessary for such benefits to be burdened by MTPC.

The estimated amount for payment of benefits to be burdened by MTPC may be changed due to increase or decrease of the number of people receiving relief.

3. Reserve for Health Management Allowances for SMON (Sub-acute Myelo-Optico-Neuropathy) Compensation: ¥4,634 million

MTPC has set aside an estimated amount for payments to cover health management allowances and nursing expenses to be made over the remaining lives of the plaintiffs covered by the compromise settlement reached in the SMON litigation.

(d) Reserve for Periodic Repairs

To provide for costs of periodic repairs of production facilities in plants and oil tanks, estimates of those of the said costs which MCHC and its consolidated subsidiaries should bear during the consolidated fiscal year under review are recorded.

(e) Accrued Retirement Benefits

To provide for payments of retirement benefits to employees, accrued retirement benefits are recorded on the basis of estimated retirement benefits obligations and pension assets as of the close of the consolidated fiscal year under review.

Treatment of unrecognized expense items and years for treatment:

Past service liability

Straight-line method

Principally 5 years

Actuarial difference

Straight-line method

Principally 5 years

(Expensed principally from the following consolidated fiscal year onward)

Variance occurring at the time of change in accounting standard

Principally 15 years

(f) Accrued Retirement Benefits for Directors

Accrued retirement benefits for directors and executive officers are determined principally based on internal regulations.

(g) Reserve for Costs Associated with Liquidation of Subsidiaries and Affiliates

MCHC and its consolidated subsidiaries provide for estimated costs associated with liquidation of some of its subsidiaries and affiliates.

(h) Reserve for Prospective Loss on Removal of Fixed Assets

MCHC and its consolidated subsidiaries provide for estimated losses that may be incurred in the wake of removal of fixed assets.

(5) Other Significant Matters Related to Preparation of Consolidated Financial Statements

(i) Accounting treatment of consumption taxes: Net of tax

(ii) Standard for translating significant foreign currency assets and liabilities into Japanese yen

Monetary claims and debts denominated in foreign currencies are translated into Japanese yen at the spot exchange rates prevailing on the closing date, and any translation difference is treated as a gain or loss. The assets and liabilities of MCHC's overseas subsidiaries are translated into Japanese yen at the spot exchange rates prevailing on the closing date. Earnings and expenses of the said subsidiaries are translated into Japanese yen at the average spot exchange rates during the term, and

any translation difference is included in “Minority interests in consolidated subsidiaries” and “Foreign currency translation adjustments” within “Net Assets.”

(iii) Amortization of goodwill and negative goodwill

Goodwill and negative goodwill are amortized on a straight-line basis over a period of up to 20 years depending on the source.

For the purpose of the consolidated fiscal year under review, goodwill and negative goodwill are principally amortized on a straight-line basis over a period of 15 years for those in association with the establishment of MTPC, a period of 10 years for those in association with making MPI into a wholly-owned subsidiary, and a period of 5 years for others.

(iv) Adoption of consolidated tax payment system: MCHC adopts the consolidated tax payment system where MCHC is designated as the consolidated tax-paying parent corporation.

4. Valuation of Assets and Liabilities of Consolidated Subsidiaries

The assets and liabilities of consolidated subsidiaries are fully evaluated using the fair market value at the time when MCHC acquired control of the respective consolidated subsidiaries.

5. Changes in Matters Concerning Basis of Preparation of Consolidated Financial Statements

(1) Lease Transactions

Accounting treatment of finance lease transactions not stipulating the transfer of ownership of the leased property to the lessee was previously based on the method applicable to operating lease transactions. However, “Accounting Standard for Lease Transactions” (ASBJ Statement No. 13, June 17, 1993 [The first Corporate Accounting Deliberation Council], amended March 30, 2007) and “Guidance on Accounting Standard for Lease Transactions” (ASBJ Guidance No. 16, January 18, 1994 [Accounting System Committee of The Japanese Institute of Certified Public Accountants] amended March 30, 2007) became applicable, and the said accounting treatment is now based on the method applicable to ordinary purchases and sales transactions.

Accounting treatment based on the method applicable to operating lease transactions will

remain applicable to finance lease transactions not stipulating the transfer of ownership for which lease commenced on or before March 31, 2008.

There were insignificant effects on the amounts of operating income, ordinary loss and net loss before income taxes and minority interests in consolidated subsidiaries.

- (2) Present handling of accounting treatment of overseas subsidiaries for the purpose of preparation of consolidated financial statements

With effect from the consolidated fiscal year under review, MCHC made revisions necessary for consolidated fiscal closing by adopting “Practical Solution on Unification of Accounting Policies Applied to Foreign Subsidiaries for Consolidate Financial Statements” (ASBJ PITF No. 18 dated May 17, 2006 by Financial Accounting Standards Foundation).

As a result, retained earnings decreased by ¥1,146 million. At the same time, operating income decreased by ¥137 million, while ordinary loss and net loss before taxes and minority interests in consolidated subsidiaries increased by ¥979 million, respectively.

6. Additional Information

A Construction of Waste Processing Facility in Malaysia:

In 1994, the consolidated subsidiary MCC had withdrawn from its rare-earth business in Malaysia that involved dismantling the plant used in the business and constructing a waste processing facility. The plant dismantlement was completed by the end of 2005 in accordance with the approval of the Malaysian government, and the associated losses were recorded. With respect to the construction of the waste processing facility, MCC started a detailed study on the construction in March, 2009 with several number of contractor candidates for entering into a contract based on the approval by the Malaysian government in July, 2007. Therefore, additional losses may be incurred in the future as the result of such construction works.

Notes to the Consolidated Balance Sheets

1. Assets Pledged as Collateral and Debt Obligations Covered by Collateral

Assets pledged as collateral	
Buildings and structures	¥30,682 million
Land	¥24,952 million
Machinery and equipment, etc.	¥93,782 million
Amount of debt obligations covered by collateral	¥15,564 million

2. Accumulated Depreciation on Total Property, Plant and Equipment

¥1,916,603 million

Accumulated impairment losses of ¥16,916 million are included in the accumulated depreciation.

3. Contingent Liabilities

Liabilities on guarantee for bank borrowings

Guarantees	¥16,123 million
	(Of which ¥15,044 million is borne by the MCHC Group)
Stand-by guarantees	¥716 million
	(Of which ¥716 million is borne by the MCHC Group)
Others	¥497 million
	(Of which ¥417 million is borne by the MCHC Group)

4. Trademark Infringement Lawsuit

The consolidated subsidiary Verbatim Corporation (US) was sued for trademark infringement in Brazil. In May 2007, a court in Manaus, in the Brazilian state of Amazonas, ruled in favor of the plaintiff and ordered Verbatim Corporation (US) to pay R\$377 million (equivalent to ¥15,913 million). Verbatim Corporation, believing that no trademark infringement took place, and dissatisfied with the fact that reasons for recognizing the plaintiff's monetary claim were not disclosed, immediately filed an appeal with Brazil's Supreme Court. In February 2008, the Supreme Court ruled in favor of Verbatim Corporation and returned the case to the Manaus court for retrial.

5. Trade receivables discounted	¥565 million
Trade receivables endorsed for transfer	¥81 million

Notes to the Consolidated Statements of Income

1. Impairment Loss

During the consolidated fiscal year under review, ¥11,389 million was recorded as an impairment loss under extraordinary loss. The major assets for which impairment loss was recognized were as follows:

Intended use	Location	Type	Impairment loss (in millions of yen)
Vinyl chloride-manufac turing equipment	V-Tech Corp. Mizushima Plant (Kurashiki-shi, Okayama) Kawasaki Plant (Kawasaki, Kanagawa), others	Buildings and structures Machines and equipment Investments and other	4,485
Caprolactam/nylo n-manufacturing equipment	Mitsubishi Chemical Corp. Kurosaki Plant (Kita Kyushu-shi, Fukuoka), others	Buildings and structures Machines and equipment and other	2,731
Pharmaceutical-m anufacturing equipment	Mitsubishi Tanabe Pharma Corp. Hirakata Office (Hirakata-shi, Osaka)	Land Buildings and structures and other	1,917

The book value of the vinyl chloride-manufacturing equipment and the caprolactam/nylon-manufacturing equipment was reduced to the recoverable value as profitability of the relevant products declined sharply due to the drastic drop in their sale volume and their sale was unlikely to recover under the recent economic conditions. The recoverable value was calculated by measuring it by use value and discounting future cash flows by 5.5%.

The book value of the pharmaceutical-manufacturing equipment was reduced to the recoverable value as idle assets. The recoverable value was calculated by measuring it by net value, while the fair market value was calculated based on rational estimates by considering publicly posted prices.

Notes to the Consolidated Statement of Changes in Net Assets

1. Matters Related to Class and Number of Issued Shares

Class and total number of issued shares as of the close of the consolidated fiscal year under review:

Common stock 1,506,288 thousand shares

2. Matters Related to Dividends

(1) Dividends paid to shareholders

Resolution	Share Class	Aggregate Amount of Dividends	Dividend per share	Entitlement Date	Effective Date
Ordinary General Meeting of Shareholders June 26, 2008	Common stock	¥11,013 million	¥8	March 31, 2008	June 27, 2008
Board of Directors meeting October 31, 2008	Common stock	¥11,012 million	¥8	September 30, 2008	November 28, 2008
Total		¥22,026 million			

(2) Dividends whose base date arrives within the consolidated fiscal year under review but whose effective date arrives after the close of the consolidated fiscal year under review

The following matters related to payout of dividends of the common stock are being proposed as one of the agenda for the Ordinary General Meeting of Shareholders scheduled for June 24, 2009.

Resolution	Share Class	Aggregate Amount of Dividends	Source of Dividend	Dividend per share	Entitlement Date	Effective Date
Ordinary General Meeting of Shareholders June 24, 2009	Common stock	¥5,506 million	Retained earnings	¥4	March 31, 2009	June 25, 2009

3. Type and number of shares being the object of warrants (excluding that warrant for which the first day of the exercising period has not yet arrived) as of the close of the consolidated fiscal year under review:

Common stock 281,150 shares

Notes on Per Share Information

Net assets per share ¥486.09

Net loss per share ¥48.81

mitsubishi chemical holdings corporation

Non-consolidated Balance Sheet

As of March 31, 2009

Unit: Millions of yen

Assets

Current assets:

Cash and deposits	11
Income taxes receivable	8,254
Deferred income taxes—current	15
Short-term loans receivable	34,652
Other	2,834
Total current assets	45,767

Fixed assets

Property, plant and equipment

Tools, furniture and fixtures	0
Total property, plant and equipment	0

Intangible fixed assets

Software	154
Total intangible fixed assets	154

Investments and other assets

Stocks of subsidiaries and affiliates	431,218
Long-term prepaid expenses	12
Deferred income taxes—non-current	31
Total investments and other assets	431,261
Total fixed assets	431,416
Total assets	477,184

mitsubishi chemical holdings corporation

Non-consolidated Balance Sheet (continued)

As of March 31, 2009

Unit: Millions of yen

Liabilities

Current liabilities:

Accounts payables	9,418
Accrued income taxes	9
Deposits received	5
Accrued bonuses	45
Other	27
	<hr/>
Total current liabilities	9,506
	<hr/>

Long-term liabilities:

Convertible bonds payable	140,223
	<hr/>
Total long-term liabilities	140,223
	<hr/>
Total liabilities	149,730
	<hr/>

Net Assets

Shareholders' equity:

Common stock	50,000
Additional paid-in capital	297,783
Legal capital surplus	12,500
Other capital surplus	285,283
Retained earnings	75,783
Other retained earnings	75,783
Retained earnings brought forward	75,783
Less, Treasury stock at cost	(96,919)
	<hr/>
Total shareholders' equity	326,647
	<hr/>

Warrants

	805
	<hr/>
Total net assets	327,453
	<hr/>
Total liabilities and net assets	477,184
	<hr/>

mitsubishi chemical holdings corporation

Non-consolidated Statement of Income

Year ended March 31, 2009

Unit: Millions of yen

Operating revenue	
Dividends income	14,604
Operating costs receipts	<u>2,592</u>
Total operating revenue	17,196
General and administrative expenses	<u>2,363</u>
Operating income	14,832
Other income	
Interest income	<u>348</u>
Total other income	348
Other expenses	
Bond commission fee and others	<u>1</u>
Total other expenses	<u>1</u>
Ordinary income	15,180
Extraordinary income	
Gain on extinguishment of tie-in shares	<u>5,699</u>
Total extraordinary income	<u>5,699</u>
Income before income taxes	20,879
Current income taxes	272
Deferred income taxes	<u>(6)</u>
Net income	<u>20,612</u>

MITSUBISHI CHEMICAL HOLDINGS CORPORATION

Non-consolidated Statement of Changes in Net Assets

Year ended March 31, 2009

Unit: Millions of yen

	Shareholders' equity					
	Common stock	Additional paid-in capital		Retained earnings	Treasury stock	Total shareholders' equity
		Legal capital surplus	Other capital surplus	Other retained earnings		
				Retained earnings brought forward		
Balance at March 31, 2008	50,000	12,500	285,360	77,197	(96,980)	328,076
Changes during the fiscal year						
Cash dividends (Note)				(22,026)		(22,026)
Net income				20,612		20,612
Purchase of treasury stock					(266)	(266)
Disposition of treasury stock			(76)		328	251
Net change in items other than those in shareholders' equity	/	/	/	/	/	/
Total changes during the fiscal year	-	-	(76)	(1,413)	61	(1,428)
Balance at March 31, 2009	50,000	12,500	285,283	75,783	(96,919)	326,647

Unit: Millions of yen

	Warrants	Total net assets
Balance at March 31, 2008	807	328,883
Changes during the fiscal year		
Cash dividends		(22,026)
Net income		20,612
Purchase of treasury stock		(266)
Disposition of treasury stock		251
Net change in items other than those in shareholders' equity	(1)	(1)
Total changes during the fiscal year	(1)	(1,430)
Balance at March 31, 2009	805	327,453

Note:

Cash dividends

The year-end dividend (¥11,013 million) was paid based on the resolution at the Ordinary General Meeting of Shareholders held in June 2008, and the interim dividend (¥11,012 million) was paid based on the resolution at the Board of Directors meeting held in October 2008.

Notes to the non-consolidated Financial Statements

Matters Concerning Significant Accounting Policies

1. Valuation Methods of Securities

Subsidiaries' stocks

Stated at cost based on the moving average method

2. Method of Depreciation of Property, Plant and Equipment

Tools, furniture and fixtures

By the declining balance method

3. Method of Amortization of Intangible Fixed Assets

Software

By the straight-line method

Amortized over the estimated useful lives (5 years) by the straight-line method

4. Basis for Reserves

Accrued bonuses to employees

To provide for payments of bonuses to its employees, estimates of those accrued bonuses and social insurance costs corresponding thereto, which MCHC should bear during the consolidated fiscal year under review, are recorded.

5. Treatment of Consumption Taxes:

Net of tax

6. Adoption of Consolidated Tax Payment System

Consolidated tax payment system

Notes to the Non-consolidated Balance Sheets

1. Accumulated Depreciation of Total Property, Plant and Equipment

¥0 million

2. Monetary Claims and Liabilities Against Subsidiaries and Affiliates

Short-term monetary claim ¥37,382 million

Short-term monetary liabilities ¥9,149 million

Notes to the Non-consolidated Statements of Income

1. Transactions with Subsidiaries and Affiliates

Operating income	¥17,196 million
General and administrative expenses	¥676 million
Transactions except for operational transactions	¥11,978 million

Notes to the Non-consolidated Statement of Changes in Net Assets

1. Matters Related to Class and Number of Treasury Stocks

(Thousands of shares)

Class of shares	Number of shares at previous year-end	Number of shares increased during the year	Number of shares decreased during the year	Number of shares at current year-end
Common stock	129,587	515	438	129,664

Note: Treasury stocks were increased by 515 thousand due to repurchases of shares less than one unit.

Treasury stocks were decreased by 438 thousand due to sales of 228 shares less than one unit and reissuance of 210 thousand shares upon exercise of warrants.

Notes on Tax Effect Accounting

Breakdown of Deferred Tax Assets and Liabilities

Deferred tax assets mainly consist of subsidiaries' stocks, losses carried forward (local tax), accrued bonuses to employees and stock-based compensation expenses.

Please note that deferred tax assets pertaining to subsidiaries' stocks and losses carried forward (local tax) were accounted for as valuation allowances.

Notes on Related Party transactions

Subsidiaries and affiliates

Attribute	Name of related party	Equity ownership (or possession) percentage (%)	Description of the business relationship	Transactions	Trading amount (in million yen)	Accounts	Balance at year-end (in million yen)
Subsidiary	Mitsubishi Chemical Corporation	Direct 100%	Interlocking of officers and debt being guaranteed	Payment of facility use fee (Note 1)	268	Accounts payable	22
				Succession of subsidiaries' stocks (Note 2)	11,787	–	–
				Debt being guaranteed (Note 3)	140,000	–	–
Subsidiary	MCFA Inc.	Indirect 100%	Fund lending	Lending of funds (Note 4)	8,939	Short-term loans receivable	34,652
				Receipts of interest (Note 4)	172	–	–

Trading amount above does not include consumption taxes. The balance at year-end includes consumption taxes.

Terms of transactions and policy of decision-making thereof

Notes: 1. MCHC use facilities of Mitsubishi Chemical Corporation for its operation, and bear facility use fees in accordance with the portion used by MCHC.

2. MCHC succeeded all shares of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc. and Mitsubishi Chemical MKV Co. with MCHC as the surviving company and Mitsubishi Chemical Corporation as the splitting company, by an absorption-type company split.

On the same date, an absorption-type merger was conducted, where Mitsubishi Plastics, Inc. was the surviving company and all of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc. and Mitsubishi Chemical MKV Co. were extinct companies.

3. MCHC receives a debt guarantee for convertible bonds payable.

4. Interests rates are reasonably decided reflecting market interest rates.

Trading amount of lending funds (pooling of funds) to MCFA Inc. represents the net amount.

Notes on Per Share Information

Net assets per share	¥237.28
Net income per share	¥14.97

Other Notes

Transactions under common control

MCHC and its subsidiary Mitsubishi Chemical Corporation conducted an absorption-type company split on April 1, 2008, to further strengthen the functional products business. This was made in accordance with the resolutions at meetings of the Board of Directors of both companies held on January 21, 2008.

As a result, MCHC succeeded the shares of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc. and Mitsubishi Chemical MKV Co., which previously were wholly-owned subsidiaries of Mitsubishi Chemical Corporation, as follows.

(1) Succeeded assets

Total number of shares of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc., and Mitsubishi Chemical MKV Co. held by Mitsubishi Chemical Corporation (¥11,787 million in total)

(2) Method of absorption-type company split

Absorption-type company split with MCHC as the surviving company and Mitsubishi Chemical Corporation as the splitting company.

This company split was conducted without obtaining the approval at a general meeting of shareholders pursuant to the provisions in Article 796, Paragraph 3 of the Companies Act.

(3) Effective date

April 1, 2008

As a result, gain on extinguishment of tie-in shares of ¥5,699 million was recorded in extraordinary income. This amount was computed by deducting the carrying value of Mitsubishi Chemical Corporation immediately preceding the company split (amount deemed exchanged with the acquired assets) from the carrying value of shares of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc. and Mitsubishi Chemical MKV Co.

that was acquired by MCHC.

The relevant income was presented in the Balance Sheet of MCHC after off-setting.

On the same date, an absorption-type merger was conducted, where Mitsubishi Plastics, Inc. was the surviving company and all of Mitsubishi Polyester Film Corporation, Mitsubishi Chemical Functional Products Inc. and Mitsubishi Chemical MKV Co. were extinct companies.

Note: All monetary values described in this document are presented in amounts with less than one million yen discarded.

[English Translation of Report of Independent Auditors Originally Issued in the Japanese Language]

Report of Independent Auditors

May 7, 2009

The Board of Directors
Mitsubishi Chemical Holdings Corporation

Ernst & Young ShinNihon LLC

Yoji Suzuki
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Kazuhiko Umemura
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Ryuzo Shiraha
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Eri Sekiguchi
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Pursuant to Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated balance sheet, the consolidated statement of income, the consolidated statement of changes in net assets and the notes to the consolidated financial statements of Mitsubishi Chemical Holdings Corporation (the "Company") applicable to the fiscal year from April 1, 2008 through March 31, 2009. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position and results of operations of the Mitsubishi Chemical Holdings Corporation, which consisted of the Company and consolidated subsidiaries, applicable to the fiscal year ended March 31, 2009 in conformity with accounting principles generally accepted in Japan.

Additional information

As described in the section 3. (2) "Valuation methods of inventories," the Company has adopted the Accounting Standard for Measurement of Inventories effective from the fiscal year ended March 31, 2009. Accordingly, the consolidated financial statements were prepared in accordance with the said accounting standard.

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Law.

[English Translation of Report of Independent Auditors Originally Issued in the Japanese Language]

Report of Independent Auditors

May 7, 2009

The Board of Directors
Mitsubishi Chemical Holdings Corporation

Ernst & Young ShinNihon LLC

Yoji Suzuki
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Kazuhiko Umemura
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Ryuzo Shiraha
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Eri Sekiguchi
Certified Public Accountant
Designated, Limited Liability and Operating Partner

Pursuant to Article 436, Paragraph 2, Item 1 of the Companies Act, we have audited the balance sheet, the statement of income, the statement of changes in net assets, the notes on the financial statements and the related supplementary schedules of Mitsubishi Chemical Holdings Corporation (the "Company") applicable to the 4th fiscal year from April 1, 2008 through March 31, 2009. These financial statements and the related supplementary schedules are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and the related supplementary schedules based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in Japan. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and the related supplementary schedules are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements and the related supplementary schedules. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and the related supplementary schedules. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements and the related supplementary schedules referred to above present fairly, in all material respects, the financial position and results of operations of Mitsubishi Chemical Holdings Corporation applicable to the 4th fiscal year ended March 31, 2009 in conformity with accounting principles generally accepted in Japan.

We have no interest in the Company which should be disclosed in compliance with the Certified Public Accountants Law.

(TRANSLATION PURPOSE ONLY)

Copy of the Board of Corporate Auditors' Report

AUDIT REPORT

With respect to the Directors' performance of their duties during the 4th business year from April 1, 2008 to March 31, 2009, the Board of Corporate Auditors has prepared this Audit Report after deliberations based on the audit reports prepared by each Corporate Auditor. We hereby report as follows:

1. Method and Contents of Audit by the Corporate Auditors and Board of Corporate Auditors

The Board of Corporate Auditors has established the audit policies, assignment of duties, etc. and received a report from each Corporate Auditor regarding the status of implementation of his/her audit and results thereof. In addition, we have received reports from the Directors and Independent Auditor regarding the status of performance of their duties, and requested their explanations as necessary.

In conformity with the Corporate Auditor auditing standards established by the Board of Corporate Auditor, and in accordance with the audit policies and assignment of duties, etc., each Corporate Auditor endeavored to facilitate a mutual understanding with the Directors, the internal audit division and other employees, etc. of the Company, endeavored to collect information and maintain and improve the audit environment, has attended the meetings of the board of directors and other important meetings, received reports on the status of performance of duties from the Directors and other employees and requested explanations as necessary, examined important approval/decision documents, and inspected the status of the corporate affairs and assets at the Company's head office. Also, each Corporate Auditor monitored and inspected the status of the contents of the Board of Directors' resolutions regarding the development and maintenance of the system to ensure that the Directors' performance of their duties complied with all laws, regulations and the articles of incorporation of the company and other system that are set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act of Japan as being necessary for ensuring the appropriateness of the corporate affairs of a joint stock company (Kabushiki Kaisha). In addition, with regard to the internal controls for financial reporting, we received reports from the Directors and Ernst & Young ShinNihon LLC regarding the evaluation of said internal controls and the auditing activities, and requested explanations as necessary. With respect to the subsidiaries, each Corporate Auditor endeavored to facilitate a mutual understanding and exchanged information with the directors and corporate auditors, etc. of each subsidiary, and received reports on their respective business, including the development status of internal audit system, from the subsidiaries as necessary. Based on the above-described methods, each Corporate Auditor examined the business report and annexed specifications for the business year under consideration.

In addition, each Corporate Auditor monitored and verified whether the accounting auditors maintained their independence and properly conducted its audit, received a report from the accounting auditors on the status of their performance of duties, and requested explanations as necessary. Each Corporate Auditor was notified by the accounting auditors that they had established "systems for ensuring appropriate execution of their duties" (the matters listed in the items of Article 131 of the Company Accounting Regulations) in accordance with the "Quality Control Standards for Audits" (Business Accounting Council on October 28, 2005), and requested explanations as necessary. Based on the above-described methods, each Corporate Auditor examined the non-consolidated financial statements (non-consolidated balance sheet, non-consolidated statement of income, non-consolidated statement of changes in net assets, and notes to non-consolidated financial statements) and their annexed schedules thereto, as well as the consolidated financial statements (consolidated balance sheet, consolidated statement of income, consolidated statement of changes in net assets, and notes to consolidated financial statements) for this business year.

2. Results of Audit

(1) Results of Audit of Business Report, etc.

- i) We acknowledge that the business report and the annexed specifications thereto fairly present the status of the Company in conformity with the applicable laws and regulations and the Articles of Incorporation of the Company.
- ii) We acknowledge that no misconduct or violations of laws and regulations, or the Articles of Incorporation was found with respect to the Directors' performance of their duties.
- iii) We acknowledge that the Board of Directors' resolutions with respect to the Internal Control Systems are appropriate. We did not find any matter to be mentioned with respect to the Directors' performance of their duties concerning the Internal Control Systems.

In addition, with regard to the internal controls for financial reporting, we received reports from the Directors and Ernst & Young ShinNihon LLC reporting the lack of any material weakness at the time of preparation of this Audit Report.

(2) Results of Audit of Financial Statements and their Annexed Specifications

We acknowledge that the methods and results of audit performed by the Accounting Auditor, [Ernst & Young ShinNihon LLC] , are appropriate.

(3) Results of Audit of Consolidated Financial Statements

We acknowledge that the methods and results of audit performed by the Accounting Auditor, [Ernst & Young ShinNihon LLC] , are appropriate..

May 11, 2009

The Board of Corporate Auditors of Mitsubishi Chemical Holdings Corporation

Full-time Corporate Auditor	Takayasu Kishi
Full-time Corporate Auditor	Kazutoshi Kondo
Full-time Corporate Auditor (Outside Corporate Auditor)	Takashi Nishida
Outside Corporate Auditor	Hiroyasu Sugihara
Outside Corporate Auditor	Somitsu Takehara

Reference Materials for the General Meeting of Shareholders

Agenda and References

Agendum 1. Appropriation of Retained Earnings

Regarding the dividend, the Company proposes dividend amounts based on consolidated financial results, as well as a comprehensive consideration of the medium- to long-term stability of dividend payments and the augmentation of retained earnings as a group, for the purpose of preparing for future business activities.

Taking into account the basic policy above, we propose that the dividend for the end of the fiscal year under review be as follows although the Company's consolidated financial results for this fiscal year deteriorated sharply amid the difficult business environment.

Since an interim dividend of 8 yen per share was paid, the total annual dividend will be 12 yen per share.

- (1) Type of dividend
Cash
- (2) Matters concerning appropriation of dividend property and total amount thereof
4 yen per share of the Company's common stock
Total dividends: 5,506,496,404 yen
- (3) Date on which distribution of retained earnings takes effect
June 25, 2009

Agendum 2: Partial Amendment to Articles of Incorporation

1. Reason for Amendment

The Law for Partial Amendment of the Law Concerning Book-Entry Transfer of Corporate Bonds, etc. to Streamline Settlement for Transactions of Shares, etc. (Law No. 88 of 2004; hereinafter referred to as the “Settlement Rationalization Law”) was enforced on January 5, 2009, and the stocks of listed corporations were concurrently shifted to the new dematerialized book-entry transfer system for stocks. Hence, those provisions of the Articles of Incorporation which deal with share certificates, beneficial shareholders, and register of beneficial shareholders have become unnecessary.

In association with the foregoing systemic shift, we propose to delete Article 7 (Issuance of Share Certificates) of the current Articles of Incorporation, make necessary amendments to Article 9 (Number of Shares Consisting One Unit and Non-issuance of Share Certificates for Shares Less than One Unit), Article 10 (Requests for Purchasing of Shares Less than One Unit), Article 12 (Share Handling Regulations), Article 13 (Transfer Agent), and Article 14 (Notifications) of the current Articles of Incorporation, and renumber the current Article 8 and subsequent Articles in association with the foregoing amendments.

Also, it is necessary to keep the registry of lost share certificates in place for a period of one year from the day after the date of enforcement. Hence, we propose to make necessary amendments to Article 13 (Transfer Agent) to the current Articles of Incorporation and establish necessary provisions within Supplementary Provisions as an interim measure.

2. Contents of Amendment

The contents of the amendment are as described below.

(Underlined portions indicate the parts that are to be changed)

Current Articles of Incorporation	Proposed Changes
Article 1-6 (Description omitted) <u>Article 7. Issuance of Share Certificates</u> <u>The Company shall issue share certificates for its shares.</u>	Article 1-6 (As stipulated in Articles 1-6 of current Articles of Incorporation) (Deleted)
Article <u>8</u> . (Description omitted)	Article <u>7</u> . (As stipulated in Article 8 of current Articles of Incorporation)

Current Articles of Incorporation	Proposed Changes
<p>Article <u>9</u>. Shares Unit Number <u>and Non-issuance of Share Certificates for Shares Less than One Unit</u></p> <p>1. The number of shares constituting one unit of the Company’s shares shall be 500 shares.</p> <p>2. <u>Regardless of the provisions of Article 7, the Company shall not issue share certificates for shares in numbers less than one unit (hereinafter, “Shares Less than One Unit”) except as otherwise provided in the Share Handling Regulations established by the Board of Directors.</u></p> <p>Article <u>10</u>. Requests for Sale of Shares Less than One Unit Shareholders <u>(including beneficial shareholders, here and hereafter)</u> holding Shares Less than One Unit may request the Company to sell them shares to make up one unit in accordance with the provisions of the Share Handling Regulations.</p> <p>Article <u>11</u>. (Description omitted)</p> <p>Article <u>12</u>. Share Handling Regulations In addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors shall govern <u>denominations of share certificates, as well as</u> entries or recordings into the shareholder registry <u>(including the beneficial shareholder registry, here and hereafter), the registry of lost share certificates</u> and the registry of stock acquisition rights, purchases and sales of Shares Less than One Unit, and other handling procedures and fees for shares and stock acquisition rights.</p> <p>Article <u>13</u>. Transfer Agent</p> <p>1. (Description omitted)</p> <p>2. (Description omitted)</p>	<p>Article <u>8</u>. Shares Unit Number</p> <p>1. The number of shares constituting one unit of the Company’s shares shall be 500 shares. (Deleted)</p> <p>Article <u>9</u>. Requests for Sale of Shares Less than One Unit Shareholders holding Shares Less than One Unit may request the Company to sell them shares to make up one unit in accordance with the provisions of the Share Handling Regulations.</p> <p>Article <u>10</u>. (As stipulated in Article 11 of current Articles of Incorporation)</p> <p>Article <u>11</u>. Share Handling Regulations In addition to laws and regulations or these Articles of Incorporation, the Share Handling Regulations established by the Board of Directors shall govern entries or recordings into the shareholder registry and the registry of stock acquisition rights, purchases and sales of Shares Less than One Unit, and other handling procedures and fees for shares and stock acquisition rights.</p> <p>Article <u>12</u>. Transfer Agent</p> <p>1. (As stipulated in Paragraph 1 of Article 13 of current Articles of Incorporation)</p> <p>2. (As stipulated in Paragraph 2 of Article 13 of current Articles of Incorporation)</p>

Current Articles of Incorporation	Proposed Changes
<p>3. The shareholder registry, <u>the registry of lost share certificates</u>, and the registry of stock acquisition rights of the Company shall be kept at the place of business of the transfer agent, and any procedures for the handling of shares including entries or recordings into the shareholder registry, <u>the registry of lost share certificates</u>, and the registry of stock acquisition rights, <u>purchases and sales of Shares Less than One Unit</u>, and other administrations relating to shares and stock acquisition rights shall be handled by the shareholder registry administrator, and not by the Company.</p> <p>Article <u>14</u>. Notifications</p> <p>1. Shareholders and registered stock pledgees or their legal representatives shall submit notifications of their name, address <u>and seal impression</u> pursuant to the provisions of the Share Handling Regulations of the Company. This shall also apply to any changes thereto.</p> <p>2. (Description omitted)</p> <p>3. <u>Foreigners may substitute the seal impression mentioned in Paragraph 1 of this Article with their signature.</u></p> <p>Article <u>15-43</u>. (Description omitted)</p> <p style="text-align: center;"><Newly added></p> <p style="text-align: center;"><Newly added></p> <p style="text-align: center;"><Newly added></p> <p style="text-align: center;"><Newly added></p>	<p>3. The shareholder registry and the registry of stock acquisition rights shall be kept at the place of business of the transfer agent, and any procedures for the handling of shares including entries or recordings into the shareholder registry, and the registry of stock acquisition rights, and other administrations relating to shares and stock acquisition rights shall be handled by the shareholder registry administrator, and not by the Company.</p> <p>Article <u>13</u>. Notifications</p> <p>1. Shareholders and registered stock pledgees or their legal representatives shall submit notifications of their name <u>or corporate name and</u> address pursuant to the provisions of the Share Handling Regulations of the Company. This shall also apply to any changes thereto.</p> <p>2. (As stipulated in Paragraph 2 of Article 14 of current Articles of Incorporation) (Deleted)</p> <p>Article <u>14-42</u> (As stipulated in Article 15-43 of current Articles of Incorporation)</p> <p style="text-align: center;"><u>Supplementary Provisions</u></p> <p>1. <u>The Company's registry of lost share certificates shall be kept in the place of business of transfer agent. The Company shall cause shareholder registry administrator to perform services related to registry of lost share certificates, and shall not directly perform the said services.</u></p> <p>2. <u>Entry or recording in the Company's registry of lost share certificates shall be governed by laws and ordinances, Articles of Incorporation, or the Share Handling Regulations established by the Board of Directors.</u></p> <p>3. <u>The provisions of Articles 1 through 3 of these Supplementary Provisions shall be deleted effective January 6, 2010.</u></p>

Agendum 3. Election of Seven Directors

The terms of office of all seven directors will expire at the conclusion of this General Meeting of Shareholders. It is therefore proposed that seven directors be elected.

The candidates for directors are as described in No. 1 to 7 below.

No.	Name (Date of birth)	Personal history, position and duty at the Company, and status of representation at other Corporations	Number of the Company's shares held
1	Ryuichi Tomizawa (August 21, 1941)	<p>Apr. 1965 Joined Mitsubishi Kasei Industries Corporation (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 1996 Member of the Board of Mitsubishi Chemical Corporation</p> <p>Jun. 1999 Managing Executive Officer of Mitsubishi Chemical Corporation</p> <p>Oct. 1999 Managing Director of Mitsubishi-Tokyo Pharmaceuticals, Inc. (present-day Mitsubishi Tanabe Pharma Corp.)</p> <p>Apr. 2000 President of Mitsubishi-Tokyo Pharmaceuticals, Inc.</p> <p>Oct. 2001 Member of the Board, Executive Vice President of Mitsubishi Pharma Corporation (present-day Mitsubishi Tanabe Pharma Corp.)</p> <p>Apr. 2002 Member of the Board, Deputy Chief Executive Officer of Mitsubishi Chemical Corporation</p> <p>Jun. 2002 Member of the Board, President and Chief Executive Officer of Mitsubishi Chemical Corporation (until March 2007)</p> <p>Jun. 2004 Member of the Board, Chairman of Mitsubishi Pharma Corporation (until October 2005)</p> <p>Oct. 2005 Member of the Board, President of Mitsubishi Chemical Holdings Corporation</p> <p>Apr. 2007 Member of the Board, Chairman of Mitsubishi Chemical Holdings Corporation</p> <p>to present Member of the Board of Mitsubishi Chemical Corporation</p>	80,002

No.	Name (Date of birth)	Personal history, position and duty at the Company, and status of representation at other Corporations	Number of the Company's shares held
2	Yoshimitsu Kobayashi (November 18, 1946)	<p>Dec. 1974 Joined Mitsubishi Kasei Industries Corporation (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2003 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2005 Managing Executive Officer of Mitsubishi Chemical Corporation (until March 2007)</p> <p>Jun. 2006 Member of the Board of Mitsubishi Chemical Holdings Corporation (until March 2007)</p> <p>Feb. 2007 Member of the Board of Mitsubishi Chemical Corporation</p> <p>Apr. 2007 Member of the Board, President of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Member of the Board, President, and Chief Executive Officer of Mitsubishi Chemical Corporation (current)</p> <p>April 2009 to present President of the KAITEKI Institute, Inc. (current)</p> <p>(Status of representation at other Corporations)</p> <p>Representative Director (President & CEO) of Mitsubishi Chemical Corporation</p> <p>Representative Director (President & CEO) of the KAITEKI Institute, Inc.</p>	23,756
3	Shotaro Yoshimura (February 13, 1949)	<p>Apr. 1972 Joined Mitsubishi Kasei Industries Corporation (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2002 Corporate Auditor of Mitsubishi Pharma Corporation (present-day Mitsubishi Tanabe Pharma Corp.) (until June 2007)</p> <p>Jun. 2003 Executive Officer of Mitsubishi Chemical Corporation (until March 2006)</p> <p>Oct. 2005 Executive Officer of Mitsubishi Chemical Holdings Corporation</p> <p>Apr. 2006 Managing Executive Officer of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Managing Executive Officer of Mitsubishi Chemical Corporation (current)</p> <p>Jun. 2006 Member of the Board of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Member of the Board of Mitsubishi Chemical Corporation (current)</p> <p>Jun. 2008 to present Member of the Board of Mitsubishi Tanabe Pharma Corporation (Scheduled to retire as member of the Board of Mitsubishi Tanabe Pharma Corporation on June 19, 2009)</p>	21,231

No.	Name (Date of birth)	Personal history, position and duty at the Company, and status of representation at other Corporations	Number of the Company's shares held
4	Etsujiro Koge (July 20, 1946)	<p>Apr. 1969 Joined Mitsubishi Petrochemical Co., Ltd. (present-day Mitsubishi Chemical Corporation)</p> <p>Apr. 2002 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2005 Managing Executive Officer of Mitsubishi Chemical Corporation (until March 2009)</p> <p>Jun. 2007 Member of the Board of Mitsubishi Chemical Holdings Corporation (current)</p> <p>Member of the Board of Mitsubishi Chemical Corporation (current)</p> <p>April 2009 to present Managing Executive Officer of Mitsubishi Chemical Corporation (Scheduled to retire as member of the Board of Mitsubishi Chemical Corporation on June 23, 2009)</p>	25,491
5	Michihiro Tsuchiya (July 12, 1947)	<p>Apr. 1976 Joined Tanabe Seiyaku Co., Ltd. (present-day Mitsubishi Tanabe Pharma Corporation)</p> <p>Apr. 1999 Executive Officer of Tanabe Seiyaku Co., Ltd.</p> <p>Jun. 2001 Member of the Board of Tanabe Seiyaku Co., Ltd.</p> <p>Jun. 2003 Managing Director of Tanabe Seiyaku Co., Ltd.</p> <p>Jun. 2005 Managing Executive Officer of Tanabe Seiyaku Co., Ltd.</p> <p>Jun. 2006 Senior Managing Executive Officer of Tanabe Seiyaku Co., Ltd.</p> <p>Oct. 2007 Member of the Board, Vice President and Executive Officer of Mitsubishi Tanabe Pharma Corporation (current)</p> <p>Jun. 2008 to present Member of the Board of Mitsubishi Chemical Holdings Corporation (Scheduled to assume the position of Representative Director (President and CEO) of Mitsubishi Tanabe Pharma Corporation on June 19, 2009)</p>	4,303
6	Hiroshi Yoshida (October 20, 1947)	<p>Apr. 1970 Joined Mitsubishi Petrochemical Co., Ltd. (present-day Mitsubishi Chemical Corporation)</p> <p>Jun. 2002 Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2006 Managing Executive Officer of Mitsubishi Chemical Corporation</p> <p>Apr. 2007 Vice President and Executive Officer of Mitsubishi Plastics, Inc. (until March 2008)</p> <p>Jun. 2007 Member of the Board of Mitsubishi Plastics, Inc.</p> <p>Apr. 2008 Member of the Board, President of Mitsubishi Plastics, Inc. (current)</p> <p>Jun. 2008 Member of the Board of Mitsubishi Chemical Holdings Corporation (current)</p> <p>April 2009 to present Member of the Board of the KAITEKI Institute, Inc. (Status of representation at other Corporations) Representative Director (President & CEO) of Mitsubishi Plastics, Inc.</p>	9,018

No.	Name (Date of birth)	Personal history, position and duty at the Company, and status of representation at other Corporations	Number of the Company's shares held
7	Hitoshi Ochi (October 21, 1952)	Apr. 1977 Joined Mitsubishi Kasei Industries Corporation (present-day Mitsubishi Chemical Corporation) Jun. 2007 Executive Officer of Mitsubishi Chemical Holdings Corporation (current) Apr. 2009 Executive Officer of Mitsubishi Chemical Corporation (current) to present Member of the Board of Mitsubishi Plastics, Inc.	7,210

Note: Michihiro Tsuchiya is expected to be appointed Representative Director (President and CEO) of Mitsubishi Tanabe Pharma Corporation (“MTPC”) on June 19, 2009. MTPC pays group management expenses to the Company. There are no special interests between any of the other candidates and the Company.