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Please note that this is a summary translation of the Notice of the Resolutions 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 24, 2009

To Shareholders:

**Notice of the Resolutions Adopted at 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”) hereby informs you of the matters reported, and matters resolved at the Fourth Ordinary General Meeting of Shareholders held today.

Sincerely yours,

Yoshimitsu Kobayashi, President & CEO
Mitsubishi Chemical Holdings Corporation
14-1, Shiba 4-chome, Minato-ku, Tokyo

Reported Matters:

- Item 1. The Company reported the contents of the Business Report, Consolidated Financial Statements, and the 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 Company reported the contents of Financial Statements for the fourth fiscal year from April 1, 2008, to March 31, 2009.

Resolved Matters:

- Agendum 1. Appropriation of Retained Earnings
Agendum 1 was approved and adopted as proposed. The Company shall pay a year-end dividend of 4 yen per share.
- Agendum 2. Partial Amendment to Articles of Incorporation
Agendum 2 was approved and adopted as proposed. In association with the enforcement of 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”), those provisions of the Articles of Incorporation which deal with share certificates, beneficial shareholders, and register of beneficial shareholders have become unnecessary. Hence, the Company

made necessary amendment to the Articles of Incorporation.

Agendum 3. Election of Seven Directors

Ryuichi Tomizawa, Yoshimitsu Kobayashi, Shotaro Yoshimura, Etsujiro Koge, Michihiro Tsuchiya, and Hiroshi Yoshida were reelected as Director, and Hitoshi Ochi was newly elected as Director. All of the Directors have assumed their office.

At the meeting of the Board of Directors held following the close of this General Meeting of Shareholders, Representative Director, Chairman and President & CEO were reelected and assumed their office.

As a result, the Company's Directors and Corporate Auditors are as follows:

Chairman	Ryuichi Tomizawa	(Reappointed)
President & CEO and Representative Director	Yoshimitsu Kobayashi	(Reappointed)
Representative Director	Shotaro Yoshimura	(Reappointed)
Director	Etsujiro Koge	(Reappointed)
Director	Hitoshi Ochi	(Newly appointed)
Director	Michihiro Tsuchiya	(Reappointed)
Director	Hiroshi Yoshida	(Reappointed)
Corporate Auditor (full-time)	Kazutoshi Kondo	
Corporate Auditor (full-time)	Takayasu Kishi	
Corporate Auditor (full-time) *	Takashi Nishida	
Corporate Auditor*	Hiroyasu Sugihara	
Corporate Auditor*	Somitsu Takehara	

(*)Note: Takashi Nishida, Hiroyasu Sugihara and Somitsu Takehara are the outside corporate auditors as prescribed in Article 2, Item 16 of the Companies Act.