

NOTE:

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.

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 25, 2013

To Shareholders:

**Notice of the Resolutions Adopted at the Eighth
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 Eighth Ordinary General Meeting of Shareholders held today.

Sincerely yours,

Yoshimitsu Kobayashi, President & CEO
Mitsubishi Chemical Holdings Corporation
1-1, Marunouchi 1-chome, Chiyoda-ku, Tokyo

Reported Matters:

- Item 1. The Company reported the contents of the Business Report, the Consolidated Financial Statements, and the results of audit by the Accounting Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements for the eighth fiscal year from April 1, 2012, to March 31, 2013.
- Item 2. The Company reported the contents of the Non-consolidated Financial Statements for the eighth fiscal year from April 1, 2012, to March 31, 2013.

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 6 yen per share.
- Agendum 2. Election of Eight Directors
Yoshimitsu Kobayashi, Shotaro Yoshimura, Hiroaki Ishizuka, Michihiro Tsuchiya, Takumi Ubagai, and Hitoshi Ochi were reelected as Director, and Noboru Tsuda and Takeo Kikkawa were 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 and President & CEO were reelected and assumed their office.

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

President & CEO and Representative Director	Yoshimitsu Kobayashi	(Reappointed)
Representative Director	Shotaro Yoshimura	(Reappointed)
Director	Noboru Tsuda	(Newly appointed)
Director	Hiroaki Ishizuka	(Reappointed)
Director	Michihiro Tsuchiya	(Reappointed)
Director	Takumi Ubagai	(Reappointed)
Director	Hitoshi Ochi	(Reappointed)
Director * ¹	Takeo Kikkawa	(Newly appointed)
Corporate Auditor (full-time)	Kazuchika Yamaguchi	
Corporate Auditor (full-time)	Akira Nakata	
Corporate Auditor (full-time) * ²	Takashi Nishida	
Corporate Auditor* ²	Rokuro Tsuruta	
Corporate Auditor* ²	Toshio Mizushima	

Note: (*¹) Takeo Kikkawa is the outside director as prescribed in Article 2, Item 15 of the Companies Act.

(*²) Takashi Nishida, Rokuro Tsuruta and Toshio Mizushima are the outside corporate auditors as prescribed in Article 2, Item 16 of the Companies Act.