

## UBE INDUSTRIES, LTD.

### Notice of the 104th Ordinary General Meeting of Shareholders

This document is an abridged translation of the Japanese original. It is for reference purposes for shareholders living outside Japan, and does not constitute a formal translation of the original notice. Certain information, including the Company's business report and account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.

June 7, 2010

Dear Shareholder:

You are cordially invited to attend the 104th Ordinary General Meeting of Shareholders of Ube Industries, Ltd., to be held in the conference room, **3<sup>rd</sup> floor, Ube Kosan Building**, 8-1, Aioicho, Ube City, Japan on **June 29, 2010 at 10 o'clock in the morning**.

If you do not expect to attend the meeting, we request that you review the accompanying reference documents at the 104th General Meeting of Shareholders and exercise your voting right by way of the enclosed Voting Card or electric methods such as internet by 5:30 p.m. on Monday June 28, 2010 (Japan Time).

Sincerely,

Michio Takeshita  
President and Representative Director  
Ube Industries, Ltd.  
1978-96, O-Aza Kogushi,  
Ube-shi, Yamaguchi-ken  
755-8633,  
Japan

#### OBJECTIVES OF THE MEETING:

#### MATTERS TO BE REPORTED:

1. Reports on the Annual Reports, and the Consolidated Account Documents for 104th fiscal year (from April 1, 2009 to March 31, 2010) as well as the Audit Reports on Consolidated Account Documents by Independent Auditors and the Board of Auditors
2. Reports the Non-Consolidated Account Documents for 104th fiscal year (from April 1, 2009 to March 31, 2010)

#### PROPOSALS :

- Proposal 1: Disposition of Retained Earning
- Proposal 2: Election of seven Directors
- Proposal 3: Election of one alternate outside Auditor
- Proposal 4: Payment of Bonus to Directors and Auditors

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#### Notes :

- (1) If attending the meeting in person, please remember to bring the Voting Card enclosed with these materials and hand it to a receptionist.
- (2) Any revisions to the reference documents for the Ordinary General Meeting of Shareholders, Annual Reports, Consolidated Account Documents, and Non-Consolidated Account Documents shall be posted on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

## Reference Documents for Ordinary General Meeting of Shareholders

Proposals and Related Matters:

### Proposal 1: Disposition of Retained Earning

The Company proposed to distribute the year-end dividend for this fiscal year as stated below, carefully considering our business performance for this fiscal year and future business development in a comprehensive manner.

- (1) Type of Dividend: Cash
- (2) Appropriation of Dividends to Shareholders and Total Amount of Dividend:  
¥4 per common share  
Total amount ¥4,028,613,572
- (3) Effective Date of the Distribution of the Year-End Dividend: June 30, 2010

### Proposal 2: Election of seven Directors.

The term of office of all seven Directors will expire at the close of this Ordinary General Meeting of Shareholders in accordance of Article 20 of the Article of Incorporation. Accordingly, shareholders are requested to elect seven Directors.

The candidates for Director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, title, area(s) of responsibility, and representation of other companys, etc.	Shares of the Company's stock owned
1	Hiroaki Tamura (Aug. 24, 1943)	Apr. 1966: Joined the Company Jun. 1997: Director Jun. 1999: Managing Director Jun. 2001: Senior Managing Executive Officer Oct. 2002: Company President, Cement and Construction Materials Company Jun. 2003: Senior Managing Director, and Senior Managing Executive Officer Apr. 2005: Special Assistant to President Jun. 2005: President and Representative Director Group Chief Executive Officer Apr. 2010: Chairman of the Board of Directors ( Current Position)	196,000
2	Michio Takeshita (Dec. 16, 1950)	Apr. 1973: Joined the Company Jun. 2001: Executive Officer Apr. 2005: General Manager of Energy and Enviroment Div. and Procurement and Logistics Div. Jun. 2005: Managing Executive Officer (current position) June 2008: Director Apr. 2009: Senior Managing Executive Officer, Groip CPO, General Manager of Corporate Planning & Administration Office and in chafрге of UBE Group Shared Service Center Apr. 2010: President and Representative Director Group Chief Executive Officer (Current Position)	73,000
3	Kazuhiko Okada (Jul. 9, 1945)	Apr. 1968: Joined the Company Jun. 1999: Director Jun. 2001: Managing Director, and Managing Executive Officer Jun. 2003: Senior Managing Director, and Senior Managing Executive Officer	90,800

		Apr. 2005: Company President of Machinery and Metal Products Company.	
		Jun. 2005: Vice-President and Representative Director, Special Assistant to President, Company President of Machinery and Metal Products Company.	
		Apr. 2007: In addition to above, in charge of Group CSR	
		Apr. 2009: In addition to above, also in charge of Energy & Environment Division and Procurement & Logistics Division	
		Apr. 2010: Assistant to President and in charge of Group CSR and Special Assignment, Environment Division and Procurement & Logistics Division (Current Position)	
4	Akinori Furukawa (Sep. 26, 1946)	Apr. 1970: Joined the Company	79,000
		Jun. 2001: Executive Officer	
		Jun. 2003: Managing Executive Officer	
		Apr. 2005: Group CCO, General Manager of General Affairs & Human Resources Office, and in charge of CSR	
		Jun. 2005: Director and Senior Managing Executive Officer	
		Apr. 2007: Group CCO, General Manager of General Affairs & Human Resources Office, and in charge of Central Hospital (current position)	
5	Makoto Umetsu (Nov. 27, 1949)	Apr. 1973: Joined the Company	27,000
		Jun. 2005: Executive Officer, Deputy General Manager of Corporate Research & Development	
		Apr. 2007: Managing Executive Officer, General Manager of Corporate Research & Development	
		Jan. 2009: In addition above, in charge of Intellectual Property Dept. (current position)	
6	Yoshiomi Matsumoto (Aug. 28, 1939)	Apr. 1962: Joined The Industrial Bank of Japan, Ltd.	9,000
		Jun. 1997: Vice-President and Director, the Industrial Bank of Japan, Ltd.	
		Jul. 1999: President and Director, Kowa Real Estate Co. Ltd.	
		Jun. 2003: Director (part-time), WOWOW Inc.	
		Oct. 2003: Chairperson of the board of directors, Kowa Real Estate Co., Ltd.	
		Jul. 2004: Adviser, Kowa Real Estate Co.	
		Jun. 2005: Outside Director of the Company (part-time) (current position)	
		Jun. 2006: Auditor (part-time), WOWOW Inc. (current position)	
7	Michitaka Motoda (Aug. 15, 1945)	Jul. 1969: Joined The Sanwa Bank, Ltd.	26,000
		Jan. 2002: Executive Managing Officer, UFJ Bank Ltd.	
		Jun. 2002: Executive Managing Officer, UFJ Institute Ltd.	
		Jun. 2003: President and Director, UFJ Institute Ltd.	
		Jun. 2005: Outside Director of the Company (part-time) (current position)	
		Jan. 2006: President and Representative Director, Mitsubishi-UFJ Research and Consulting Co., Ltd. (Resigned Jun. 2006)	

Notes:

1. There is no special interests between each candidate and this Company.
2. Mr. Yoshiomi Matsumoto and Mr. Michitaka Motoda, candidates of outside Directors, are currently outside Directors and at the time of end of this Ordinary General Meeting of Shareholders, five years will have passed since their assumption of the office of the Director.
  - ①The Company proposes the election of both Mr. Yoshiomi Matsumoto and Mr. Michitaka Motoda as outside Directors because the Company has determined that they are able to contribute sufficiently to the further enhancement of the entire business management system of the Company by their management directing and checking skills taking advantage of their business management career for many years
  - ②The Company has entered into an agreement with each candidates of outside Directors in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act.

### **Proposal 3: Election of one alternate outside Auditor.**

In case that the Company lacks the necessary number of outside Statutory Auditors required by law or ordinance , shareholders are requested to elect one (1) alternate outside Auditor in advance. This proposal is made with the consent of the Board of Auditors.

The candidate for alternate outside Auditor position is as follows:

<b>Candidate No.</b>	<b>Name (Date of Birth)</b>	<b>Summary of career, title, area(s) of responsibility, and representation of other companys, etc.</b>	<b>Shares of the Company's stock owned</b>
1	Daisuke Koriya (Aug. 29, 1970)	Apr. 1993: Joined, Ministry of International Trade and Industries (current Ministry of Economy, Trade and Industry  Apr. 1998: Assistant Manager, New Industries Dept., Industrial Policy Bureau of Ministry of International Trade and Industry  Oct. 2000: Civil Affairs Bureau, the Ministry of Justice (in charge of Commercial Law and Company Act)  Sep. 2007: Registered at Tokyo Daiichi Bar Association, joined Nishimura & Asahi (current position)	0

Note:

1. There is no special interests between Mr. Daisuke Koriya and this Company.
2. The Company proposes the election of Mr. Daisuke Koriya as an alternate outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing of the Company taking advantage of his acquired knowledge and experiences through his professional career as attorney at law.
3. Conditionally upon the approval of Proposal 2: Partial Amendments to the Articles of Incorporation, the Company will enter into an agreement with the candidate of outside Auditor in which the liability for damages under Article 423, Paragraph 1 of the Companies Act is limited to the minimum amounts specified in each item of Article 427, Paragraph 1 of the Companies Act.

### **Proposal 4: Payment of Bonus to Directors and Auditors.**

In consideration of the business result of the current term, the Company would like to pay Directors' and Statutory Auditors' bonus within the limit of ¥33,700,000 in total (¥26,200,000 paid for Directors' bonus to our eight Directors (including ¥2,400,000 paid for two outside Directors) and ¥7,500,000 paid for four Statutory Auditors' bonus) who has their offices as of the last day of 104<sup>th</sup> fiscal year.

A proposal is also made that Board of Directors shall decide the specific amount of bonus for each Director, and Statutory Auditors shall decide the specific amount of bonus for each Statutory Auditors.

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