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(Stock Exchange Code 4047)
June 13, 2016

To Shareholders with Voting Rights:

Jun'ichi Hasegawa
President
Kanto Denka Kogyo Co., Ltd..
105, Kanda-Awajicho 2-chome, Chiyoda-ku,
Tokyo, Japan

**NOTICE OF
THE 109TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 109th Ordinary General Meeting of Shareholders of Kanto Denka Kogyo Co., Ltd. (the "Company"). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing. Please review the attached Reference Documents for the General Meeting of Shareholders, indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Tuesday, June 28, 2016, Japan time.

- 1. Date and Time:** Wednesday, June 29, 2016, at 10:00 a.m. Japan time
2. Place: 9F Conference Room, Headquarters of the Company
Waterras Annex 2-105, Kanda-Awajicho, Chiyoda-ku, Tokyo, Japan

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company's 109th Fiscal Year (April 1, 2015–March 31, 2016) and results of audits by the Accounting Auditor and the Board of Audit & Supervisory Board Members of the Consolidated Financial Statements
 2. Non-consolidated Financial Statements for the Company's 109th Fiscal Year (April 1, 2015–March 31, 2016)

Proposals to be resolved:

- Proposal 1:** Election of 9 Directors
Proposal 2: Election of 4 Auditors
Proposal 3: Election of 1 Substitute Auditor

1. When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk.
2. On the day of the meeting, the Company will adopt "Cool Biz" attire. Shareholders are also encouraged to attend the meeting in light clothing.
3. Should the Reference Documents for the General Meeting of Shareholders, the Business Report, the Consolidated Financial Statements and the Non-consolidated Financial Statements require revisions, the revised versions will be posted on the Company's website (<http://www.kantodenka.co.jp/>).

Reference Documents for the General Meeting of Shareholders

Proposals and References

Proposal 1: Election of 9 Directors

The terms of office of all 8 Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. To further strengthen our corporate governance structure, the Company proposes the election of 9 Directors (including 2 Outside Directors), adding another Outside Director.

The candidates for Director are as follows:

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
1	Shiro Yamashita (August 18, 1947) Reappointment	<p>April 1970 Joined the Company</p> <p>July 2000 General Manager, Mizushima Development Research Lab.</p> <p>April 2002 General Manager, New Products Development Promotion Dept., New Products Development Div.</p> <p>June 2003 Director; General Manager, New Products Development Promotion Dept., New Products Development Div.</p> <p>June 2005 Director; Deputy General Manager, Sales Div., General Manager, Fine Chemicals Sales Dept.-III</p> <p>June 2006 Director and Executive Officer; Deputy General Manager, Sales Div.; General Manager, Fine Chemicals Sales Dept.-III</p> <p>June 2007 Director and Executive Officer; General Manager, Corporate Planning Dept.</p> <p>June 2009 Director and Managing Executive Officer</p> <p>June 2011 President</p> <p>April 2012 President; General Manager, New Products Development Div.</p> <p>April 2014 President</p> <p>June 2015 Chairman (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Shiro Yamashita as a candidate for Director because Mr. Yamashita has long experience in new product development and management such as corporate planning, experience as a Director and broad insights concerning the overall management of the Company.</p>	45,000
2	Jun'ichi Hasegawa (November 11, 1958) Reappointment	<p>January 2000 Joined the Company</p> <p>July 2004 General Manager, Fine Chemicals Sales Dept.-II</p> <p>June 2007 Executive Officer; General Manager, Fine Chemicals Sales Dept.-II</p> <p>June 2009 Director and Executive Officer, General Manager, Sales Div.</p> <p>January 2011 Director and Executive Officer; General Manager, Sales Div.; General Manager, Fine Chemicals Sales Dept.-I</p> <p>June 2011 Director and Executive Officer of the Company; Chairman and Managing Director, Kanto Denka Kogyo (Shanghai) Co., Ltd.</p> <p>June 2015 President (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Jun'ichi Hasegawa as a candidate for Director because Mr. Hasegawa has long experience in the sales division and at overseas subsidiaries, experience as a Director and broad insights concerning the overall management of the Company.</p>	21,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
3	Yukio Takaike (November 23, 1953) Reappointment	<p>April 1977 Joined Asahi Mutual Life Insurance Co.</p> <p>April 2001 General Manager, Asset Management Planning Dept., Asahi Mutual Life Insurance Co.</p> <p>October 2002 General Manager, Asset Management Div(In Charge of Asset Management Planning)., Asahi Mutual Life Insurance Co.</p> <p>July 2008 Executive Officer, Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>April 2010 Executive Officer, Office & System Management Div., Asahi Mutual Life Insurance Co.</p> <p>June 2012 Director and Executive Officer of the Company</p> <p>June 2014 Director and Executive Officer; General Manager, Information Systems Dept.</p> <p>June 2015 Director and Managing Executive Officer (to present) (In charge of Personnel & General Affairs Dept., Accounting & Finance Dept., Information Systems Dept.)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Yukio Takaike as a candidate for Director because Mr. Takaike has long experience at financial institutions, experience as a Director of the Company, considerable knowledge in finance and accounting and broad insights concerning the overall management of the Company.</p>	12,000
4	Gen Ko (December 3, 1953) Reappointment	<p>April 1999 Joined the Company</p> <p>April 2002 General Manager, New Materials Research Lab.</p> <p>June 2005 Director; General Manager, Research & Intellectual Property Dept., New Products Development Div.; General Manager, New Materials Research Lab.</p> <p>June 2006 Director and Executive Officer; General Manager, Research & Intellectual Property Dept., New Products Development Div.; General Manager, New Materials Research Lab.</p> <p>April 2010 Director and Executive Officer; General Manager, Research & Marketing Management Dept., New Products Development Div.; General Manager, Advanced Research Lab.</p> <p>June 2011 Director and Executive Officer; Deputy General Manager, New Products Development Div.; General Manager, Research & Marketing Management Dept.</p> <p>April 2012 Director and Executive Officer; Deputy General Manager, New Products Development Div.</p> <p>June 2015 Director and Executive Officer; General Manager, New Products Development Div. (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Gen Ko as a candidate for Director because he has long experience in new product development, experience as a Director and broad insights concerning the overall management of the Company.</p>	32,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
5	Nobutaka Takahashi (December 2, 1960) Reappointment	<p>April 1983 Joined the Company</p> <p>June 2005 General Manager, Fundamental Chemicals Sales Dept., Sales Div.</p> <p>June 2006 Executive Officer; General Manager, Osaka Branch Office</p> <p>June 2009 Director and Executive Officer; General Manager, Corporate Planning Dept.</p> <p>June 2011 Director and Executive Officer</p> <p>June 2013 Director and Executive Officer; General Manager, Sales Div. (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Nobutaka Takahashi as a candidate for Director because Mr. Takahashi has long experience in the sales division and management such as corporate planning, experience as a Director and broad insights concerning the overall management of the Company.</p>	26,000
6	Katsuhiro Saito (August 26, 1957) Reappointment	<p>April 1981 Joined the Company</p> <p>June 2003 General Manager, Production Dept.-III of Shibukawa Plant</p> <p>June 2006 General Manager, Production Engineering Dept. of Shibukawa Plant</p> <p>June 2007 Executive Officer; Plant Manager, Mizushima Plant</p> <p>April 2012 Executive Officer, Technical Div.</p> <p>June 2013 Executive Officer; Plant Manager of Shibukawa Plant</p> <p>June 2015 Director and Executive Officer; General Manager, Technical Div. (to present) (In charge of Purchasing Dept.)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Katsuhiro Saito as a candidate for Director because Mr. Saito has long experience in the technical division including plant operation, experience as a Director and broad insights concerning the overall management of the Company.</p>	15,000
7	Yasutoshi Suzuki (August 9, 1960) Reappointment	<p>April 1984 Joined The Dai-Ichi Kangyo Bank, Ltd. (current Mizuho Bank, Ltd.)</p> <p>May 2004 General Manager of Chitosefunabashi Branch, Mizuho Bank, Ltd.</p> <p>March 2006 General Manager of Toyohashi Branch, Mizuho Bank, Ltd.</p> <p>July 2009 General Manager, Administration Department, Mizuho Trust & Banking Co., Ltd.</p> <p>April 2011 General Manager of Sapporo Branch, Mizuho Trust & Banking Co., Ltd.</p> <p>April 2013 Executive Officer; and General Manager, Trust Business Department VI, Mizuho Trust & Banking Co., Ltd.</p> <p>April 2015 Executive Director, Mizuho Trust & Banking Co., Ltd.</p> <p>June 2015 Corporate Adviser of the Company</p> <p>June 2015 Director and Executive Officer (to present) (In charge of Corporate Planning Dept.)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Yasutoshi Suzuki as a candidate for Director because Mr. Suzuki has long experience at financial institutions, experience as a Director of the Company, considerable knowledge in finance and accounting and broad insights in the overall management of the Company.</p>	0

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
8	Hideki Matsui (July 9, 1962) Reappointment Outside	<p>April 1987 Admitted as Attorney-at-Law April 1987 Joined Marunouchi Sogo Law Office October 2006 Outside Auditor, Kanebo Cosmetics Inc. September 2011 Co-Representative Attorney-at-law, Marunouchi Sogo Law Office (to present) June 2015 Outside Director of the Company (to present)</p> <p>[Significant concurrent position] Co-Representative Attorney-at-law, Marunouchi Sogo Law Office</p> <p>[Reasons for nomination of the candidate for Outside Director] Although he has not been involved in corporate management other than as an outside officer, the Company has nominated Hideki Matsui as a candidate for Outside Director because Mr. Matsui has engaged in corporate legal affairs as an attorney-at-law for many years, and the Company expects him to utilize his experience and broad insights for the management of the Company.</p>	0
9	Masaharu Sugiyama (June 20, 1954) New Appointment Outside	<p>November 1979 Joined Daiichi Audit Corporation (current Ernst & Young ShinNihon LLC) August 1983 Registered as Certified Public Accountant (CPA) May 2002 Representative Partner (current Senior Partner), Ernst & Young ShinNihon LLC (to present) August 2008 Councilor of Employee Council, Ernst & Young ShinNihon LLC (to present) August 2010 Audit Commissioner, Ernst & Young ShinNihon LLC August 2013 Chairman of Audit Committee, Ernst & Young ShinNihon LLC August 2014 Vice-Chairman of Employee Council, Ernst & Young ShinNihon LLC (to present)</p> <p>[Significant concurrent positions] Senior Partner, Ernst & Young ShinNihon LLC Member of the Employee Council, Ernst & Young ShinNihon LLC</p> <p>[Reasons for nomination of the candidate for Outside Director] Although he has not been involved in corporate management other than as an outside officer, the Company has nominated Masaharu Sugiyama as a candidate for Outside Director because Mr. Sugiyama has engaged in corporate accounting for many years as a Certified Public Accountant, and the Company expects him to utilize his experience and broad insights for the management of the Company.</p>	0

(Notes)

1. Hideki Matsui and Masaharu Sugiyama are both candidates for Outside Director and candidates for independent officer as stipulated by the rules of the Tokyo Stock Exchange.
2. Although Hideki Matsui belongs to the Marunouchi Sogo Law Office, with which the Company has a legal advisory retainer contract and to which it pays fees for legal services provided by attorneys, the Company paid only about ¥6 million for the fiscal year ended March 31, 2016, and this amount does not affect the independence of Mr. Matsui either from the Company or from the law office.
3. Although Masaharu Sugiyama belongs to Ernst & Young ShinNihon LLC, which is the Company's accounting auditor and pays compensation for audits conducted by the firm, the Company paid only ¥39 million for the fiscal year ended March 31, 2016, and this amount does not affect the independence of Mr. Sugiyama either from the Company or from the audit firm. Mr. Sugiyama is scheduled to retire from the audit firm by June 28, 2016. Mr. Sugiyama has not been in charge of audits of the Company.
4. The Company has an agreement with Hideki Matsui to limit his liability as Outside Director on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act with the liability limit set forth in the relevant law. In case Mr. Matsui is elected Outside Director and assumes office as such, the Company plans to continue to enter into a similar agreement with him. Also, if Masaharu Sugiyama is elected Outside Director and assumes office as such, the Company plans to enter into an agreement with Mr. Sugiyama to limit his liability as Outside Director on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act with the liability limit set forth in the relevant law.
5. Hideki Matsui's term of office as Outside Director of the Company will be one year upon the conclusion of this general meeting of shareholders.

Proposal 2: Election of 4 Auditors

The terms of office of all four Auditors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the election of 4 Auditors is proposed.

The candidates for Auditors are as follows. The Board of Audit & Supervisory Board Members has previously given its approval to this proposal.

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
1	Akiho Kawata (February 20, 1951) Reappointment	<p>April 1975 Joined the Company</p> <p>June 2001 General Manager, Production Dept. of Mizushima Plant</p> <p>July 2002 Vice Plant Manager; and General Manager, Production Dept. of Mizushima Plant</p> <p>June 2003 Director; Plant Manager of Mizushima Plant</p> <p>June 2006 Director and Executive Officer; Plant Manager of Mizushima Plant</p> <p>June 2007 Director and Executive Officer; Plant Manager of Shibukawa Plant</p> <p>June 2009 Director and Executive Officer of the Company; Representative Director, Vice-president of Jobi Engineering Co., Ltd.</p> <p>June 2011 Director and Executive Officer; General Manager, New Products Development Div.</p> <p>April 2012 Director and Executive Officer; Plant Manager of Mizushima Plant</p> <p>June 2013 Director and Managing Executive Officer; Plant Manager of Mizushima Plant</p> <p>June 2015 Standing Auditor (to present)</p> <p>[Reasons for nomination of the candidate for Auditor] The Company has nominated Akiho Kawata as a candidate for Auditor because Mr. Kawata has long experience in the technical division including plant operation and broad insights concerning the overall management of the Company.</p>	34,000
2	Fumihiro Takahashi (April 23, 1956) Reappointment	<p>April 1980 Joined Asahi Mutual Life Insurance Co.</p> <p>April 2003 Joined the Company; General Manager, Information Systems Dept.</p> <p>April 2008 General Manager, Internal Auditing Dept.</p> <p>June 2010 Executive Officer; General Manager, Internal Auditing Dept.</p> <p>June 2014 Standing Auditor (to present)</p> <p>[Reasons for nomination of the candidate for Auditor] The Company has nominated Fumihiro Takahashi as a candidate for Auditor because Mr. Takahashi has long experience in the internal auditing department of the Company and considerable knowledge in finance and accounting.</p>	5,000

No.	Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
3	Naozumi Furukawa (December 22, 1944) Reappointment Outside	<p>April 1967 Joined Zeon Corporation</p> <p>June 1997 Director, Zeon Corporation</p> <p>June 1999 Senior Director, Zeon Corporation</p> <p>June 2001 Executive Director, Zeon Corporation</p> <p>June 2002 Chief Executive Director, Zeon Corporation</p> <p>June 2003 President and Chief Executive Officer , Zeon Corporation</p> <p>June 2006 Outside Auditor, The Yokohama Rubber Co., Ltd.</p> <p>June 2013 Chairman, Zeon Corporation (to present)</p> <p>March 2014 Outside Director, The Yokohama Rubber Co., Ltd. (to present)</p> <p>June 2015 Outside Auditor of the Company (to present)</p> <p>[Significant concurrent positions] Chairman, Zeon Corporation Outside Director, The Yokohama Rubber Co., Ltd.</p> <p>[Reasons for nomination of the candidate for Outside Auditor] The Company has nominated Naozumi Furukawa as Outside Auditor because Mr. Furukawa has engaged in the management of chemical manufacturers for many years and the Company expects Mr. Furukawa to utilize his experience and broad insights for the Company's audits.</p>	0
4	Hiroki Kimura (January 19, 1962) Reappointment Outside	<p>April 1984 Joined Asahi Mutual Life Insurance Co.</p> <p>April 2009 General Manager, Asset Management Planning Dept., Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>April 2012 Executive Officer; General Manager, Finance & Property Exclusive Administration Dept., Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>April 2013 Executive Officer; General Manager, Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>July 2013 Director and Executive Officer; General Manager, Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>April 2014 Director and Executive Officer; Manager, Asset Management Div., Asahi Mutual Life Insurance Co.</p> <p>June 2014 Outside Auditor of the Company (to present)</p> <p>April 2015 Director and Managing Executive Officer, Asahi Mutual Life Insurance Co. (to present)</p> <p>[Significant concurrent position] Director and Managing Executive Officer, ASAHI MUTUAL LIFE INSURANCE CO.</p> <p>[Reasons for nomination of the candidate for Outside Auditor] The Company has nominated Hiroki Kimura as a candidate for Outside Auditor because Mr. Kimura has many years' experience at financial institutions and broad insights, and the Company expects him to utilize his expertise for the Company's audits.</p>	0

(Notes)

1. Naozumi Furukawa and Hiroki Kimura are both candidates for Outside Auditor and candidates for independent officer as prescribed by the Tokyo Stock Exchange.
2. The Company has agreements with both Naozumi Furukawa and Hiroki Kimura to limit their liability on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act with the liability limit set forth in the relevant law. In case they are elected as Outside Auditors and assume office as such, the Company plans to continue a similar agreement with them.
3. Naozumi Furukawa's term of office as an Outside Auditor will be one year upon the conclusion of this general meeting of shareholders and Hiroki Kimura's two years.

Proposal 3: Election of 1 Substitute Auditor

The effective term of Substitute Auditor Naotaka Kawamata, who was elected at the 105th Ordinary General Meeting of Shareholders held on June 28, 2012, will expire at the beginning of this year's Ordinary General Meeting of Shareholders. Accordingly, to prepare for the case where the number of Auditors of the Company becomes insufficient in light of the legally stipulated number, the election of 1 Substitute Auditor is proposed.

Pursuant to Article 31 of the Company's Articles of Incorporation, this election shall be effective until the beginning of the ordinary general meeting of shareholders concerning the last business year that ends within four years after the election. The effectiveness of this election shall be able to be revoked only before the assumption of office by resolution of the Board of Directors with the approval of the Board of Audit & Supervisory Board Members.

The candidate for Substitute Auditor is as follows. The Board of Audit & Supervisory Board Members has previously given its approval to this proposal.

Name (Date of birth)	Past experience, positions and significant concurrent positions	Number of shares of the Company held
Naotaka Kawamata (May 1, 1965)	April 1994 Admitted as Attorney-at-Law April 1994 Joined Marunouchi Sogo Law Office (to present) June 2007 Outside Auditor, Torex Semiconductor Ltd. (to present) June 2014 Outside Auditor, Nippon Flour Mills Co., Ltd. (to present) April 2015 Practicing-Attorney-Professor for civil advocacy, the Legal Training and Research Institute of the Supreme Court of Japan (to present) [Significant concurrent positions] Attorney-at-Law, Marunouchi Sogo Law Office Outside Auditor, Torex Semiconductor Ltd. Outside Auditor, Nippon Flour Mills Co., Ltd. Practicing-Attorney-Professor for civil advocacy, the Legal Training and Research Institute of the Supreme Court of Japan [Reasons for nomination of the candidate for Substitute Outside Auditor] The Company has nominated Naotaka Kawamata as a candidate for Substitute Outside Auditor because Mr. Kawamata possesses specialized knowledge and experience as an attorney-at-law and is adept in corporate legal affairs.	0

(Notes)

1. Although Naotaka Kawamata belongs to the Marunouchi Sogo Law Office, with which the Company has a legal advisory retainer contract and to which it pays fees for legal services provided by attorneys, the Company paid only about ¥6 million for the fiscal year ended March 31, 2016, and this amount does not affect the independence of Mr. Kawamata either from the Company or from the law office.
2. Naotaka Kawamata is a candidate for Substitute Outside Auditor.
3. In the case when the number of Auditors of the Company becomes insufficient in light of the legally stipulated number and Mr. Kawamata assumes office as an Outside Auditor, the Company plans to enter into an agreement with Mr. Kawamata to limit his liability as Outside Auditor on the basis of the provisions of Article 427, Paragraph 1, of the Companies Act with the liability limit set forth in the relevant law.