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(Stock Exchange Code 4047)
June 13, 2017

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 110TH 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 110th 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 Wednesday, June 28, 2017, Japan time.

- 1. Date and Time:** Thursday, June 29, 2017, 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 110th Fiscal Year (April 1, 2016–March 31, 2017) 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 110th Fiscal Year (April 1, 2016–March 31, 2017)

Proposals to be resolved:

- Proposal:** Election of 9 Directors
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: Election of 9 Directors

The terms of office of all 9 Directors will expire at the conclusion of this year's Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of 9 Directors (including 2 Outside Directors).

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>	48,000
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>	24,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
3	Yukio Takaïke (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 Takaïke as a candidate for Director because Mr. Takaïke 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>	13,000
4	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>	27,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
5	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. and Overseas Business Development 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>	2,000
6	Kazuo Morisaki (October 4, 1960) New appointment	<p>April 1985 Joined the Company</p> <p>April 2002 General Manager, Mizushima Development Research Lab.</p> <p>June 2006 Executive Officer; General Manager, Mizushima Development Research Lab.; General Manager, Production Engineering Dept., Mizushima Plant</p> <p>June 2007 Executive Officer; General Manager, New Products Development Promotion Dept., New Products Development Div.</p> <p>June 2009 Executive Officer; General Manager, Fine Chemicals Sales Dept.-III</p> <p>June 2013 Executive Officer; General Manager, Production Engineering Dept., Technical Div.</p> <p>April 2014 Executive Officer; General Manager, Research Planning Dept., New Products Development Div.</p> <p>June 2015 Executive Officer; Deputy General Manager, New Products Development Div.; General Manager, Research Planning Dept.</p> <p>April 2017 Executive Officer; Deputy General Manager, New Products Development Div.; General Manager, Development Planning Dept.; General Manager, Market Development Dept. (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Kazuo Morisaki as a candidate for Director because Mr. Morisaki has long experience in new products development and sales divisions, and broad insights in the overall management of the Company.</p>	13,000

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
7	Fuyuhiko Ishii (December 10, 1958) New appointment	<p>April 1981 Joined the Company</p> <p>April 2002 General Manager, Shibukawa Development Research Lab.</p> <p>June 2005 General Manager, New Products Development Promotion Dept., New Products Development Div.</p> <p>June 2007 Executive Officer; Representative Director, Kanto Denka Korea Co., Ltd.</p> <p>June 2009 Executive Officer; General Manager, Fine Chemicals Sales Dept.-II</p> <p>April 2012 Executive Officer; General Manager, Research & Marketing Management Dept., New Products Development Div.</p> <p>April 2014 Executive Officer; General Manager, Development & Marketing Dept., New Products Development Div.</p> <p>June 2015 Executive Officer; Chairman and Managing Director, Kanto Denka Kogyo (Shanghai) Co., Ltd.</p> <p>April 2017 Executive Officer; Chairman, Kanto Denka Kogyo (Shanghai) Co., Ltd. (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Fuyuhiko Ishii as a candidate for Director because Mr. Ishii has long experience in new products development and sales divisions, and the Company's overseas subsidiary and broad insights in the overall management of the Company.</p>	1,000
8	Hideki Matsui (July 9, 1962) Reappointment Outside	<p>April 1987 Admitted as Attorney-at-Law</p> <p>April 1987 Joined Marunouchi Sogo Law Office</p> <p>October 2006 Outside Auditor, Kanebo Cosmetics Inc.</p> <p>September 2011 Co-Representative Attorney-at-law, Marunouchi Sogo Law Office (to present)</p> <p>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) Reappointment Outside	<p>November 1979 Joined Daiichi Audit Corporation (current Ernst & Young ShinNihon LLC)</p> <p>August 1983 Registered as Certified Public Accountant (CPA)</p> <p>May 2002 Representative Partner (current Senior Partner), Ernst & Young ShinNihon LLC</p> <p>August 2008 Councilor of Employee Council, Ernst & Young ShinNihon LLC</p> <p>August 2010 Audit Commissioner, Ernst & Young ShinNihon LLC</p> <p>August 2013 Chairman of Audit Committee, Ernst & Young ShinNihon LLC</p> <p>August 2014 Vice-Chairman of Employee Council, Ernst & Young ShinNihon LLC</p> <p>June 2016 Outside Director of the Company (to present)</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 ¥2 million for the fiscal year ended March 31, 2017, and this amount does not affect the independence of Mr. Matsui either from the Company or from the law office.
3. Although Masaharu Sugiyama belonged to Ernst & Young ShinNihon LLC, which is the Company's accounting auditor, he retired from the audit firm in June 2016. Although the Company pays compensation for audits conducted by the firm, the Company paid only ¥35 million for the fiscal year ended March 31, 2017, and this amount does not affect the independence of Mr. Sugiyama either from the Company or from the audit firm. Mr. Sugiyama has not been in charge of audits of the Company.
4. The Company has an agreement with Hideki Matsui and Masaharu Sugiyama to limit their 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 and Mr. Sugiyama are elected as Outside Directors and assume office as such, the Company plans to continue to enter into a similar agreement with them.
5. The term of office of Hideki Matsui and Masaharu Sugiyama as Outside Directors of the Company upon the conclusion of this General Meeting of Shareholders will be two years and one year, respectively.