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(Stock Exchange Code 4047)
June 11, 2019

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 112TH 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 112th 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 proposals on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:30 p.m. on Wednesday, June 26, 2019, Japan time.

- 1. Date and Time:** Thursday, June 27, 2019, 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 112th Fiscal Year (April 1, 2018–March 31, 2019) 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 112th Fiscal Year (April 1, 2018–March 31, 2019)

Proposals to be resolved:

- Proposal 1:** Election of 9 Directors
Proposal 2: Election of 1 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. Based on the provisions of laws and regulations as well as Article 14 of the Company's Articles of Incorporation, among the documents that should be provided along with this Notice, as the "Notes to the Consolidated Financial Statements" in the Consolidated Financial Statements and the "Notes to the Non-consolidated Financial Statements" in the Non-consolidated Financial Statements are posted on the Company's website (<https://www.kantodenka.co.jp/>), they are not included in this Notice. The above documents are, along with the other documents provided in this Notice, within the scope of audits of the Accounting Auditor and Auditors.
4. 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 (<https://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 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 3 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>	53,800
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) (In charge of Internal Auditing Dept., Operations Management Dept.)</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>	29,700

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 Legal & General Affairs Dept., Personnel 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>	16,500
4	Fuyuhiko Ishii (December 10, 1958) Reappointment	<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.</p> <p>June 2017 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 Fuyuhiko Ishii as a candidate for Director because Mr. Ishii has long experience in new products development and sales divisions as well as experience as a Director of the Company, and the Company's overseas subsidiary and broad insights in the overall management of the Company.</p>	6,900

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
5	Takeaki Yajima (April 20, 1963) Reappointment	<p>April 1987 Joined The Dai-Ichi Kangyo Bank, Ltd. (currently Mizuho Bank, Ltd.)</p> <p>March 2003 General Manager of Tottori Branch, Mizuho Bank, Ltd.</p> <p>May 2005 Deputy General Manager, Consulting Coordination Department, Mizuho Bank, Ltd.</p> <p>April 2008 Deputy General Manager, Branch Department, Mizuho Bank, Ltd.</p> <p>April 2010 General Manager, Unit No. 8 of Branch Department, Mizuho Bank, Ltd.</p> <p>April 2012 General Manager of Tachikawa Branch, Mizuho Bank, Ltd.</p> <p>April 2014 General Manager, Branch Banking Department No. 2, Mizuho Bank, Ltd.</p> <p>April 2015 General Manager, Tokyo Main Office Department No. 1, Mizuho Bank, Ltd.</p> <p>June 2018 Corporate Adviser of the Company</p> <p>June 2018 Director and Executive Officer (to present) (In charge of Corporate Planning Dept., Overseas Business Development Dept.)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Takeaki Yajima as a candidate for Director because Mr. Yajima 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>	800
6	Yasunari Yamaguchi (August 1, 1965) New appointment	<p>April 1990 Joined the Company</p> <p>April 2009 General Manager, Production Dept.-I, Shibukawa Plant</p> <p>June 2013 General Manager, Corporate Planning Dept.</p> <p>June 2015 Executive Officer; Plant Manager, Mizushima Plant (to present)</p> <p>[Reasons for nomination of the candidate for Director] The Company has nominated Yasunari Yamaguchi as a candidate for Director because Mr. Yamaguchi has long experience in engineering divisions, including plant operations, and corporate planning division, as well as broad insights concerning the overall management of the Company.</p>	0
7	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

No.	Name (Date of birth)	Past experience, positions, area of responsibility and significant concurrent positions	Number of shares of the Company held
8	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
9	Hitoshi Habuka (March 25, 1957) New appointment Outside	<p>April 1981 Joined Shin-Etsu Chemical Co., Ltd.</p> <p>March 2000 Retired from Shin-Etsu Chemical Co., Ltd.</p> <p>April 2000 Associate Professor, Department of Material Science and Chemical Engineering, Faculty of Engineering, Yokohama National University (current National University Corporation Yokohama National University)</p> <p>April 2002 Professor, Department of Chemical Engineering Science, Faculty of Engineering, National University Corporation Yokohama National University (to present)</p> <p>April 2017 Vice Dean, College of Engineering Science, National University Corporation Yokohama National University (to present)</p> <p>[Significant concurrent position] Professor, Department of Materials Science and Chemical Engineering, Faculty of Engineering, National University Corporation Yokohama National University Vice Dean, College of Engineering Science, National University Corporation Yokohama National University</p> <p>[Reasons for nomination of the candidate for Outside Director] The Company has nominated Hitoshi Habuka as a candidate for Outside Director because Dr. Habuka has worked at Shin-Etsu Chemical Co., Ltd. and has experience as an engineering advisor and guest researcher, etc. at other companies. Also, he has engaged in research and development for many years, and the Company expects him to utilize his experience and broad insights for the management of the Company.</p>	0

(Notes)

1. Hideki Matsui, Masaharu Sugiyama and Hitoshi Habuka are all 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, 2019, 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 ¥37 million for the fiscal year ended March 31, 2019, 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. Hitoshi Habuka belongs to National University Corporation Yokohama National University, with which the Company has concluded a joint research agreement. Although the Company makes donations to the said university, the amount of donations was only ¥1 million for the fiscal year ended March 31, 2019, and this amount does not affect the independence of Mr. Habuka either from the Company or from the university.
5. 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. In addition, if Hitoshi Habuka is elected as Outside Director and assumes office as such, the Company plans to enter into an agreement with him 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.
6. 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 four years and three years, respectively.

Proposal 2: Election of 1 Auditor

As Auditor Akiho Kawata will resign from office at the conclusion of this year's Ordinary General Meeting of Shareholders, the Company proposes the election of one new Auditor to fill the resulting vacancy.

The candidate for 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
Takashi Suzuki (December 2, 1952) New appointment	April 1976 Joined the Company	23,800
	October 2002 General Manager, Production Dept.-II, Shibukawa Plant	
	July 2005 General Manager, Production Quality Control Dept., Technical Div.	
	June 2006 Deputy General Manager, and General Manager, Production Dept.-III, Shibukawa Plant	
	June 2007 Executive Officer; Deputy General Manager, and General Manager, Production Dept.-III, Shibukawa Plant	
	October 2008 Executive Officer; Deputy General Manager, General Manager, Production Dept.-III, and General Manager, Production Engineering Dept., Shibukawa Plant	
	April 2009 Executive Officer; Vice Plant Manager, Shibukawa Plant	
	June 2009 Executive Officer; Plant Manager, Shibukawa Plant	
	June 2011 Director and Executive Officer; Plant Manager, Shibukawa Plant	
	June 2013 Director and Managing Executive Officer; General Manager, Technical Div.	
	April 2014 Director and Managing Executive Officer; General Manager, Technical Div.; General Manager, New Products Development Div.	
	June 2015 Corporate Adviser of the Company; Representative Director and President of KANDEN KOSAN CO., LTD. (to present)	
	<p>[Reasons for nomination of the candidate for Auditor] The Company has nominated Takashi Suzuki as a candidate for Auditor because Mr. Suzuki has long experience in engineering division including plant operations, research and development division as well as in the Company's subsidiary, experience as a Director of the Company, and broad insights in the overall management of the Company.</p>	

(Note) At the conclusion of KANDEN KOSAN CO., LTD.'s Ordinary General Meeting of Shareholders to be held on June 18, 2019, Takashi Suzuki plans to retire as Director of the said company.