

(TRANSLATION FOR REFERENCE ONLY)

## UBE INDUSTRIES, LTD.

June 29, 2006

To Our Shareholders

Hiroaki Tamura  
President and Representative Director  
Ube Industries, Ltd.  
1978-96 Kogushi, Oaza,  
Ube City, Yamaguchi, Japan

### Resolutions of the 100th Ordinary General Meeting of Shareholders

We hereby inform you of the reported matter and resolution approved by the 100th Ordinary General Meeting of Shareholders held on June 29, 2006 as follows:

#### Matters To Be Reported:

We reported

- 1.The Consolidated Balance Sheet, Consolidated Statement of Income for the 100th fiscal year ended March 31, 2006 (from April 1, 2005 to March 31, 2006) as well as the Audit Reports on Consolidated Financial Statements by Independent Auditors and Board of Auditors
- 2.The Business Reports, the Non Consolidated Balance sheet, and Non-Consolidated Statement of Income for the 100th fiscal year ended March 31, 2006 (from April 1, 2005 to March 31, 2006)

#### Resolutions:

**Resolution 1: Approval of the proposed appropriation of non-consolidated retained earnings for the fiscal year ended March 31, 2006 (from April 1, 2005 to March 31, 2006)**

The proposed appropriations of non-consolidated retained earnings for the fiscal year ended March 31, 2006 (from April 1, 2005 to March 31, 2006) was approved as originally proposed, including a distribution of a year end cash dividend at the rate of ¥3 per share.

## **Resolution 2: Amendment of a part of the Articles of Incorporation**

It was approved as originally proposed that in accordance with the enforcement of the Corporate Code (2005 Law No. 86) and the Law for Arrangement of Relevant Legislation along with the Enforcement of the Corporate Code (2005 Law No. 87) effective on May 1, 2006, the establishment of new Article such as Rights Concerning Less Than One Unit, and Internet Disclosure of Reference Documents for the General Meeting of Shareholders and Deemed Provision thereof, deletion, shift, modification of Articles, adjustments of number of Articles, and refinement of wording was made, and the electronic public notice was also introduced.

## **Resolution 3: Election of one alternate outside Auditor**

It was approved as originally proposed that Mr. Toshiei Imaizumi was elected as an alternate outside Auditor in advance in case the Company lacks the necessary number of outside Statutory Auditors required by law or ordinance.

## **Resolution 4: Granting of a condolence money to the late Director Mr. Kazumasa Tsunemi**

It was approved as originally proposed that condolence money, instead of retirement allowances, for his services while in office be granted to the late Director, Mr. Kazumasa Tsunemi in accordance with the Company's practices and standards. Also it was approved that Board of Directors shall decide the condolence money for the deceased with respect to the specific amount, time and method of payment of the condolence money.

## **Resolution 5: Granting of final retirement allowance to Directors and Auditors involved in the termination of providing retirement allowance by this Company**

It was approved as originally proposed that in connection with the terminating the system of retirement allowance, the final retirement allowances be granted to present Directors and Auditors in accordance with the Company's practices and standards, as adjustment for the termination of retirement allowances.

Also it was approved as originally proposed that time of payment of the final retirement allowance shall be the time of retirement of each Directors and Auditors, and that Board of Directors shall decide the retirement allowance for each of the Directors, and Statutory Auditors shall decide the retirement allowance for each of the Statutory Auditors,

with respect to the specific amount and method of payment of the retirement allowance.

**Resolution 6: Decision on the amount and substance of Stock Options for Directors**

It was approved as originally proposed that in connection with the terminating the system of retirement allowance, the amount of remuneration, etc. with regard to the share acquisition rights allotted to directors as stock option would be within ¥100 million per year, and the number of shares subject to each share acquisition right would be 1,000 shares, and the upper limit of share acquisition rights to be allotted to directors within one (1) year following the date of ordinary general meeting of shareholders pertaining to each business year would be 180.

Also it was approved as originally proposed that the subject of the share acquisition rights would be ordinary shares and the upper limit of shares which issuance will be available to qualified directors by exercising their share acquisition rights to be allotted within one (1) year following the date of ordinary general meeting of shareholders pertaining to each business year would be 180,000 shares.

**Resolution 7: Revision of the amount of Auditors' remuneration, etc.**

It was approved as originally proposed that in connection with the terminating the system of retirement allowance, the amount of Statutory Auditors' remuneration, etc. would revise to increase within the aggregate amount of ¥8 million per month because the Company would not allot stock option to Statutory Auditors to maintain the independence of Statutory Auditor.

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