

**UBE INDUSTRIES, LTD.**

**Notice of the 102<sup>nd</sup> 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 financial statements, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.**

June 5, 2008

Dear Shareholder:

You are cordially invited to attend the 102nd 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 27, 2008 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 102nd General Meeting of Shareholders (Voting Information), indicate your approval or disapproval of each of the proposals in the space provided on the enclosed Voting Card, affix your signature or registered seal, and return the Voting Card to the Company by June 26, 2008.

Sincerely,

Hiroaki Tamura  
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 Financial Statements for 102nd fiscal year (from April 1, 2007 to March 31, 2008) as well as the Audit Reports on the Consolidated Financial Statements by Independent Auditors and the Board of Auditors
2. Reports the Non-Consolidated Account Documents for 102nd fiscal year (from April 1, 2007 to

March 31, 2008)

**PROPOSALS :**

- Proposal 1: Disposition of Retained Earning
- Proposal 2: Election of eight Directors
- Proposal 3: Election of one Auditor
- Proposal 4: Election of one alternate outside Auditor
- Proposal 5: Payment of Bonus to Directors and Auditors

End of document

---

**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 Financial Statements, and Non-Consolidated Financial Statements 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 proposes 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:  
¥5 per common share  
Total amount ¥5,039,324,290
- (3) Effective Date of the Distribution of the Year-End Dividend: June 30, 2008

## Proposal 2: Election of eight Directors.

The term of office of all eight Directors will expire at the close of this Ordinary General Meeting of Shareholders in accordance of Article 21 of the Article of Incorporation. Accordingly, shareholders are requested to elect eight (8) 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 (current position)	167,000
2	Yasuhisa Chiba (Mar. 22, 1944)	Apr. 1968: Joined the Company Jun. 1997: Director Jun. 2001: Managing Executive Officer Jun. 2003: Senior Managing Director, and Senior Managing Executive Officer Apr. 2005: Group CTO and General Manager of Corporate Research and Development Jun. 2005: Vice-President and Representative Director, Special Assistant to President, Group CTO and General Manager of Corporate Research and Development Apr. 2007: Special Assistant to President, Group CTO and in charge of Environment and Safety Department and Ube Corporate Service Department (current position)	120,682

Candidate No.	Name (Date of Birth)	Summary of career, title, area(s) of responsibility, and representation of other companies, etc.	Shares of the Company's stock owned
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 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 (current position)	76,800
4	Akinori Furukawa (Sep. 26, 1946)	Apr. 1970: Joined the Company Jun. 2001: Executive Officer Jun. 2003: Managing Executive Officer Apr. 2005: Group CCO, General Manager of General Affairs and Personal Office, and in charge of CSR Jun. 2005: Director and Senior Managing Executive Officer Apr. 2007: Group CCO, General Manager of General Affairs and Personal Office, and in charge of Central Hospital (current position)	68,000
5	Masao Uno (Nov. 18, 1946)	Apr. 1970: Joined the Company Jun. 2003: Executive Officer Apr. 2005: Group CFO, and General Manager of Corporate Planning and Administration Office Jun. 2005: Director, and Managing Executive Officer Apr. 2007: In addition to above, in charge of UBE Group Shared Service Center (current position)	44,000
6	Michio Takeshita (Dec. 16, 1950)	Apr. 1973: Joined the Company Jun. 2001: Executive Officer Apr. 2005: General Manager of Energy and Environment Div. and Procurement and Logistics Div. Jun. 2005: Managing Executive Officer (current position)	63,000
7	Yoshiomi Matsumoto (Aug. 28, 1939)	Apr. 1962: Joined The Industrial Bank of Japan, Ltd. 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)	4,000
8	Michitaka Motoda (Aug. 15, 1945)	Jul. 1969: Joined The Sanwa Bank, Ltd. 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. (current position)  <Representative status of other companies> President and Representative Director, Mitsubishi-UFJ Research and Consulting Co., Ltd.	12,000

Notes:

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, three 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 Auditor.**

The term of office of Statutory Auditor, Mr. Masaki Kashibe, will expire at the close of this Ordinary General Meeting of Shareholders in accordance of Article 29 of the Article of Incorporation. Accordingly, shareholders are requested to elect one (1) Auditor. This proposal is made with the consent of the Board of Auditors.

The candidates for Statutory Auditors positions are 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	Masaki Kashibe (Feb. 3, 1949)	Apr. 1971: Joined the Company Jun. 2001: Executive Officer and General Manager of Fine Chemical and API Div. Apr. 2003: Deputy General Manager of Speciality Chemicals and Products Div. Apr. 2004: Executive Officer attached to Speciality Chemicals and Products Div. Jun. 2004: Full-Time Statutory Auditor (current position)	49,020

### **Proposal 4: 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:

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	Toshiei Imaizumi (Jul. 20, 1937)	Dec. 1969: Joined, Showa Audit Corporation (present Ernst and Young ShinNihon) Feb. 1976: Representative partners, Showa Audit Corporation (present Ernst & Young ShinNihon) Jun. 2003: Retired, Shin Nihon & Co. (present Ernst & Young ShinNihon) Jan. 2005: Corporate Auditor, SN CorporateAdvisory Co., Ltd. (current position) Jun. 2006: Outside Auditor, ITFOR Inc. (current position)	3,000

Note: The Company proposes the election of Mr. Toshiei Imaizumi as an alternate outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing the entire business management of the Company taking advantage of his acquired knowledge and experiences through his long business career.

### **Proposal 5: 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 ¥55,800,000 in total (¥45,750,000 paid for Directors' bonus to our eight Directors (including ¥2,400,000 paid for two outside Directors) and ¥10,050,000 paid for Statutory Auditors' bonus).

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.

End of Document