

UBE INDUSTRIES, LTD.

Notice of the 106th 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 account documents, both consolidated basis and non-consolidated basis, has been intentionally omitted from the translation.

June 6, 2012

Dear Shareholder:

You are cordially invited to attend the 106th Ordinary General Meeting of Shareholders of Ube Industries, Ltd., to be held in the conference room, **3rd floor, Ube Kosan Building**, 8-1, Aioicho, Ube City, Japan on **June 28, 2012 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 106th General Meeting of Shareholders and exercise your voting right by way of the enclosed Voting Card or electric methods such as internet.

Sincerely,

Michio Takeshita
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 Account Documents for 106th fiscal year (from April 1, 2011 to March 31, 2012) as well as the Audit Reports on Consolidated Account Documents by Independent Auditors and the Board of Auditors
2. Reports on the Non-Consolidated Account Documents for 106th fiscal year (from April 1, 2011 to March 31, 2012)

PROPOSALS :

- Proposal 1: Disposition of Retained Earning
- Proposal 2: Election of seven 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 Account Documents, and Non-Consolidated Account Documents 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).

Voting Information

1. Voting by Mail

If you exercise your voting right by mail, please 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 for its receipt by 5:30 p.m., Wednesday June 27, 2012 (Japan Time).

2. Voting by Internet

If you exercise your voting right by internet, please follow the notes below.

If you attend the meeting in person, you do not need to use any of mailing or internet voting.

Notes

(1) Voting Web Site

- (i) You may only exercise your voting right by internet by accessing to our designating voting web site (<http://www.evotep.jp/>) from a personal computer, smartphone or cell phone (i mode, EZweb, Yahoo ! Keitai)* (Please be noted that the service is suspended from 2 a.m. to 5 a.m.).
* “i mode”, “EZweb”, “Yahoo” is a registered or unregistered trade mark of NTT DOCOMO,INC., KDDI CORPORATION, Yahoo! Inc., respectively.
- (ii) Voting from personal computer or smartphone may not be made depending on your internet using environment such as firewall in access to internet, anti-virus software, proxy server.
- (iii) Voting from cell phone shall be made through the service of i mode, EZweb or Yahoo ! Keitai. For security purpose, the service is not usable by the cell phone which may not send coded information (SSL) or call phone information.
- (iv) Voting by internet will be accepted by 5:30 p.m., Wednesday June 27, 2012 (Japan Time), but we recommend that you vote earlier so that you may consult with the Help Desk in case of any problem.

(2) Way of Voting

- (i) Please use your log-in ID and provisional password printed on your Voting card in the Voting Web Site (<http://www.evotep.jp/>) and indicate your approval or disapproval of each proposal in accordance with the guidance on the web.
- (ii) In order to prevent any unauthorized access by a non-shareholder (“disguise” or “spoofing”) or unauthorized alteration of your voting, you will be required to change your provisional password.
- (iii) You will be received a new log-in ID and provisional password at each time of the Notice of the meeting.

(3) Voting Right Exercised In Plural Times

- (i) Please use your log-in ID and provisional password printed on your Voting card in the Voting Web Site (<http://www.evotep.jp/>) and indicate your approval or disapproval of each proposal in accordance with the guidance on the web.
- (ii) Please be noted in case that a voting right is exercised in both by mail and internet, only internet voting is treated as effective voting.
- (iii) In case that a voting right is exercised by internet more than one time, last voting is treated as effective voting. Also in case of exercising of a voting right from both personal computer and cell phone, last voting is treated as effective.

(4) Cost of Access to Voting Web Site

Any cost incurred in accessing to voting web site (such as internet access charge and phone charge) shall be borne and paid by shareholders. Packet communication charge and other charge incurred to use of a cell phone shall also be borne and paid by shareholders.

CONTACT ON SYSTEM INFORMATION

Help Desk : Security Agency, Mitsubishi UFJ Trust & Banking Corporation
Tel 0120-173-027 (9:00 – 21:00, free dial) (Japan Time)

Reference Documents for Ordinary General Meeting of Shareholders

Proposals and Related Matters:

Proposal 1: Disposition of Retained Earning

The Company proposed 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 ¥5,035,153,550
- (3) Effective Date of the Distribution of the Year-End Dividend: June 29, 2012 (Friday)

Proposal 2: Election of seven Directors.

The term of office of all seven Directors will expire at the close of this Ordinary General Meeting of Shareholders in accordance of Article 20 of the Article of Incorporation. Accordingly, shareholders are requested to elect seven Directors.

The candidates for Director positions are as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	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: Director, and Special Assistant to President Jun. 2005: President and Representative Director Group Chief Executive Officer Apr. 2010: Chairman of the Board of Directors (current position)	228,000
2	Michio Takeshita (Dec. 16, 1950)	Apr. 1973: Joined the Company Jun. 2001: Executive Officer Apr. 2005: Executive Officer, General Manager of Energy & Environment Div. and Procurement & Logistics Div. Jun. 2005: Managing Executive Officer, General Manager of Energy & Environment Div. and Procurement & Logistics Div. June 2008: Director and Managing Executive Officer, General Manager of Energy & Environment Div. and Procurement & Logistics Div. Apr. 2009: Director, Senior Managing Executive Officer, Group CFO, General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Apr. 2010: President and Representative Director, Group Chief Executive Officer (current position)	87,000

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
3	Akinori Furukawa (Sep. 26, 1946)	Apr. 1970: Joined the Company Jun. 2001: Executive Officer Jun. 2003: Managing Executive Officer Apr. 2005: Managing Executive Officer, Group COO, General Manager of General Affairs & Human Resources Office, with responsibility for CSR Jun. 2005: Director and Senior Managing Executive Officer, Group COO, General Manager of General Affairs & Human Resources Office, with responsibility for CSR Apr. 2007: Director and Senior Managing Executive Officer, Group COO, General Manager of General Affairs & Human Resources Office, with responsibility for Ube Industries Central Hospital Apr. 2011: Vice President and Representative Director, Executive Officer and Special Assistant to President, Group COO, with responsibility for Group CSR, Ube Industries Central Hospital and General Affairs & Human Resources Offices (current position)	92,000
4	Masato Izumihara (Jan. 8, 1961)	Apr. 1983: Joined the Company Apr. 2010: Executive Officer, Group CFO, General Manager of Corporate Planning & Administration Office, and Manager of Corporate Planning Dept., with responsibility for UBE Group Shared Service Center May. 2010: Executive Officer, Group CFO, General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Jun. 2011: Director and Executive Officer, Group CFO, General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Jul. 2011: Director and Executive Officer, Group CFO, General Manager of Corporate Planning & Administration Office (current position)	48,000
5	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. Resigned (June 2009)	42,000
6	Shoji Noguchi (Jul. 9, 1943)	Apr. 1967: Joined The Industrial Bank of Japan, Ltd. Jun. 1995: Director, The Industrial Bank of Japan, Ltd. May. 1998: Managing Director, The Industrial Bank of Japan, Ltd. Apr. 2002: Executive Managing Officer, Mizuho Corporate Bank, Ltd. Jun. 2003: Managing Director, Iino Kaiun Kaisha, Ltd. Jun. 2004: Chairman and Representative Director, Iino Kaiun Kaisha, Ltd. Jun. 2009: Special Adviser, Iino Kaiun Kaisha, Ltd. Resigned (June 2010) Jun. 2011: Outside Director of the Company (part-time) (current position)	1000
7	Tetsuro Higashi (Aug. 28, 1949)	Apr. 1977: Joined Tokyo Electron Limited Dec. 1990: Director, Tokyo Electron Limited Apr. 1994: Managing Director, Tokyo Electron Limited Jun. 1996: President and Representative Director, Tokyo Electron Limited Jun. 2003: Chairman of the Board, and Representative Director, Tokyo Electron Limited Jun. 2011: Chairman of the Board, and Director, Tokyo Electron Limited (current position) (Important Concurrent Position) Chairman of the Board, and Director, Tokyo Electron Limited	0

Notes:

1. There is no special interests between each candidate and this Company.
2. Mr. Michitaka Motoda, Mr. Shoji Noguchi and Mr. Tetsuro Higashi are candidates of outside Directors. At the time of the close of this Ordinary General Meeting of Shareholders, Mr. Motoda's terms of office will be seven years, and Mr. Noguchi's terms of office will be one year since their assumption of the office of the Director.
 - ①The Company proposes the election of Mr. Michitaka Motoda, Mr. Shoji Noguchi, and Mr. Tetsuro Higashi 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 Mr. Michitaka Motoda and Mr. Shoji Noguchi 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, and plan to enter into the same kind of agreement with Mr. Tetsuro Higashi.
3. The Company has designated and registered Mr. Michitaka Motoda and Mr. Shoji Noguchi as Independent Director with no potential conflict of interest with general shareholders, as provided for the rules of Tokyo Stock Exchange, Inc., etc.
The Company has also designated Mr. Tetsuro Higashi as a candidate for Independent Director and is planning to register as Independent Director as provided for the rules of Tokyo Stock Exchange, Inc., etc.

Proposal 3: Election of one Auditor.

The term of office of Statutory Auditor, Mr. Setsuro Miyake will expire at the close of this Ordinary General Meeting of Shareholders in accordance of Article 28 of the Article of Incorporation. Accordingly, this Company proposes to elect one Statutory Auditor.
This proposal is made with the consent of the Board of Auditors.

The candidate for Statutory Auditor positions is as follows:

Candidate No.	Name (Date of Birth)	Summary of career, Title, Area(s) of Responsibility, and Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Setsuro Miyake (Feb. 3, 1954)	Apr. 1976: Joined the Company Apr. 2006: General Manager of Accounting Dept. of Corporate Planning & Administration Offices Jun. 2011: Auditor (current position)	13,000

Notes:

1. There is no special interests between each candidate and this Company.

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 Important Concurrent Positions in other organization.	Shares of the Company's stock owned
1	Daisuke Koriya (Aug. 29, 1970)	Apr. 1993: Joined, Ministry of International Trade and Industries (current Ministry of Economy, Trade and Industry) Apr. 1998: Assistant Manager, New Industries Dept., Industrial Policy Bureau of Ministry of International Trade and Industry Oct. 2000: Civil Affairs Bureau, the Ministry of Justice (in charge of Commercial Law and Company Act) Sep. 2007: Registered at Tokyo Daiichi Bar Association, joined Nishimura & Asahi Jan. 2011: Partner, Nishimura & Asahi (current position)	0

Note:

1. There is no special interests between Mr. Daisuke Koriya and this Company.
2. The Company proposes the election of Mr. Daisuke Koriya as an alternate outside Auditor because the Company has determined that he is able to contribute sufficiently to the auditing of the Company taking advantage of his acquired knowledge and experiences through his professional career as attorney at law.
3. In the event that Mr. Daisuke Koriya becomes an outside Auditor, the Company will enter into an agreement with him 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 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 ¥46,500,000 in total (¥36,000,000 paid for Directors' bonus to our seven Directors (including ¥2,400,000 paid for outside Directors) and ¥10,500,000 paid for four Statutory Auditors' bonus) who has their offices as of the last day of 106th fiscal year.

A proposal is also made that Board of Directors shall decide the specific amount of bonus for each Director, and Board of Auditors shall decide the specific amount of bonus for each Statutory Auditors.

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