

UBE INDUSTRIES, LTD.

Notice of the 108th 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 5, 2014

Dear Shareholder:

You are cordially invited to attend the 108th 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 27, 2014 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 108th General Meeting of Shareholders and exercise your voting right by way of the enclosed Voting Card or electric methods such as internet, with reference to Voting Information as described below .

Sincerely,

Michio Takeshita
President and Representative Director
Ube Industries, Ltd.
1978-96, O-Aza Kogushi,
Ube-shi, Yamaguchi-ken
755-8633,
Japan

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. The reception for the meeting starts at 9:00 a.m.
- (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.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

Notes:

- 1. DATE and TIME** 10:00 a.m. Friday June 27, 2014
- 2. PLACE** The conference room, 3rd floor, Ube Kosan Building
8-1, Aioicho, Ube City, Japan

3. OBJECTIVES OF THE MEETING:

MATTERS TO BE REPORTED:

1. Reports on the Annual Reports, and the Consolidated Account Documents for 108th fiscal year (from April 1, 2013 to March 31, 2014) 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 108th fiscal year (from April 1, 2013 to March 31, 2014)

PROPOSALS :

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

Notes for disclosure of Company's information through internet :

The following items are not contained within the documentation accompanying this Notice of the 108th Ordinary General Meeting of Shareholders. In accordance with relevant laws and regulations and with Article 16 of the Company's Articles of Incorporation, this information has been published separately on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

- ① Notes to Consolidated Account Documents
- ② Notes to Non-Consolidated Account Documents

The Consolidated Account Documents and Non-Consolidated Account Documents audited by Auditors and Independent Auditors are contained in the attached documents of this Notice of the 108th Ordinary General Meeting of Shareholders, and Notes to Consolidated Account Documents and Notes to Non-Consolidated Account Documents published on the Company's website at <http://www.ube-ind.co.jp> (Japanese) and <http://www.ube-ind.co.jp/english/index.htm> (English).

Notes for notice of Resolution of General Meeting of Shareholders :

Please be advised that, from this fiscal year, a written notice of the resolutions at General Meeting of Shareholders will no longer be sent to shareholders, instead, it will be posted on the Company's website above after the meeting.

End of document

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., Thursday June 26, 2014 (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

Voting web site designated by the Company : <http://www.evotep.jp/>

- (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., Thursday June 26, 2014 (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 general meeting of shareholders.

(3) Voting Right Exercised In Plural Times

- (i) 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.
- (ii) 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 or smartphone 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, toll free) (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 ¥5,299,487,620
- (3) Effective Date of the Distribution of the Year-End Dividend: June 30, 2014 (Monday)

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 with Article 20 of the Article of Incorporation,. Accordingly, shareholders are requested to elect seven (7) 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	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 Apr. 2009: Senior Managing Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center Apr. 2010: President & Representative Director, President & Executive Officer, and Group CEO (current position)	112,000

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
2	Yuzuru Yamamoto (Mar. 8, 1953)	<p>Apr. 1977: Joined the Company</p> <p>Jun. 2001: Executive Officer, Ube Machinery Corporation, Ltd.</p> <p>Jun. 2003: Executive Officer, General Manager of Machinery Div., Machinery & Metal Products Company, Ube Industries, Ltd., and Representative Director, Ube Machinery Corporation, Ltd.</p> <p>Apr. 2007: Managing Executive Director, Company Vice President of Machinery & Metal Products Company, and General Manager of Machinery Div., Ube Industries, Ltd.</p> <p>Mar. 2010: Chairman of the Board, Ube Machinery Corporation, Ltd. Resigned (June 2013)</p> <p>Apr. 2010: Senior Managing Executive Officer and Company President of Machinery & Metal Products Company, Ube Industries, Ltd.</p> <p>Apr. 2013: Senior Managing Executive Officer, Special Assistant to the President, Group CCO, and General Manager of Procurement & Logistic Div., with the responsibility for General Affairs & Human Resources Office (current position)</p> <p>Jun. 2013: Representative Director (current position)</p>	83,000
3	Masato Izumihara (Jan. 8, 1961)	<p>Apr. 1983: Joined the Company</p> <p>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</p> <p>May. 2010: Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center</p> <p>Jun. 2011: Director (current position)</p> <p>Jul. 2011: Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office</p> <p>Apr. 2013: Managing Executive Officer, Group CFO, and General Manager of Corporate Planning & Administration Office (current position)</p>	76,000
4	Takanobu Kubota (Dec. 4, 1956) <to be newly-elected>	<p>Apr. 1979: Joined the Company</p> <p>Jun. 2005: Executive Officer, General Manager of Finance Dept., Corporate Planning & Administration Office, with responsibility for UBE Group Shared Service Center</p> <p>Apr. 2009: Executive Officer, General Manager of Procurement & Logistic Div., with responsibility for Logistics Efficiency Improvement Project</p> <p>Apr. 2011: Managing Executive Officer, General Manager of Procurement & Logistic Div., with responsibility for Logistics Efficiency Improvement Project and Ube Corporate Service Dept.</p> <p>Apr. 2013: Managing Executive Officer, with responsibility for Ube Corporate Service Dept. and Ube Industries Central Hospital (current position)</p>	104,000

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
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 (current position) Jan. 2006: President and Representative Director, Mitsubishi-UFJ Research and Consulting Co., Ltd (former UFJ Institute Ltd.) Resigned (June 2009)	61,000
	Outside Director candidate		
6	Takashi Kusama (Jan. 8, 1949)	Apr. 1971: Joined The Industrial Bank of Japan, Limited Jun. 1999: Executive Officer, The Industrial Bank of Japan, Limited Jun. 2000: Managing Director, Shinko Securities Co., Ltd. Jun. 2003: President and Representative Director, Shinko Securities Co., Ltd. May. 2009: Chairman of the Board, and Representative Director, Mizuho Securities Co., Ltd. Jun. 2011: Advisor, Mizuho Securities Co., Ltd. (current position) Jun. 2012: Auditor, WOWOW Inc. (current position) Jun. 2013: Outside Director of the Company (current position) (Important Concurrent Position) Auditor, WOWOW Inc.	0
	Outside Director candidate		
7	Keikou Terui (Jul. 23, 1953)	Apr. 1971: Joined Ministry of International Trade and Industry (current Ministry of Economy, Trade and Industry (METI)) Jun. 2008: Director-General for Technology Policy Coordination, Minister's Secretariat, METI Jan. 2011: Director-General, Kanto Bureau of Economy, Trade and Industry, METI Apr. 2012: Director-General for Regional Economic and Industrial Policy, METI Aug. 2013: President, Japan Utility Telemetering Association, Non-Profit Organization, (current position) Oct. 2013: Senior Research Associate, Chemicals Evaluation and Research Institute (current position) (Important Concurrent Position) Senior Research Associate, Chemicals Evaluation and Research Institute	0
	<to be newly-elected> Outside Director candidate		

Notes:

1. There is no special interests between each candidate and this Company.
2. There is no special relationship between WOWOW Inc., of which Mr. Takashi Kusama concurrently holds important position, and this Company.
There is no special relationship between Chemicals Evaluation and Research Institute, of which Mr. Keikou Terui concurrently holds important position, and this Company
3. Mr. Michitaka Motoda, Mr. Takashi Kusama and Mr. Keikou Terui 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 nine years, and Mr. Kusama's terms of office will be one year since their assumption of the office of the outside Director.
 - ①The Company proposes the election of Mr. Michitaka Motoda, and Mr. Takashi Kusama 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 his business management career for many years. Also, The Company proposes the election of Mr. Keikou Terui as outside Director because the Company has determined that he successively held important posts in Ministry of Economy, Trade and Industry for many years and is able to contribute sufficiently to the further enhancement of the entire business management system of

the Company by his management directing and checking skills taking advantage of his comprehensive knowledge in the field of industrial policy and industrial science technology.

- ② The Company has entered into an agreement with Mr. Michitaka Motoda and Mr. Takashi Kusama 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. Keikou Terui.
4. The Company has designated and registered Mr. Michitaka Motoda as Independent Director with no potential conflict of interest with general shareholders, as provided in the rules of Tokyo Stock Exchange, Inc., etc.

The Company has also designated Mr. Keikou Terui 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.

① Mr. Michitaka Motoda retired from office of Executing Officer (Executive Managing Officer) of The Bank of Tokyo-Mitsubishi UFJ, Ltd. (then UFJ Bank Ltd.), one of Company's major lender, quite a few years ago (retired on June 2002), and afterward, had been engaged in business management for many years in a different field from finance (think tank). Therefore, His career has little impact on the management of the Company, and he has currently no special interests against the Company and no potential conflict of interest with general shareholders

② Mr. Keikou Terui was an administrative official and successively held important posts in Ministry of Economy, Trade and Industry, and is presently served as a president of nonprofit organization, etc., which is not a major business partner of the Company. Therefore, Mr. Terui has sufficient independence such that no potential conflict of interest could arise with general shareholders.

Proposal 3: 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 as an attorney (Daiichi Tokyo BAR Association), and joined Nishimura & Asahi Jan. 2011: Partner, Nishimura & Asahi (current position) (Important Concurrent Position) Attorney at law	0
	<Alternate Auditor Candidate>		
	Outside Auditor candidate		

Note:

- There is no special interests between Mr. Daisuke Koriya and this Company.
- 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.
- 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 4: 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 ¥22,930,000 in total (¥17,740,000 paid for Directors' bonus to our seven Directors (including ¥3,600,000 paid for three outside Directors) and ¥5,190,000 paid for four Statutory Auditors' bonus) who has their offices as of the last day of 108th fiscal year.

A proposal is also made that the specific amount of bonus for each Director shall be decided by the Board of Directors and the specific amount of bonus for each Statutory Auditor shall be decided by the mutual discussion by Statutory Auditors.

End of Document