

Note: This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail.

Security Code: 4042

June 5, 2018

Dear Shareholders,

Toshinori Yamamoto, President

Tosoh Corporation

4560 Kaisei-cho, Shunan City, Yamaguchi Prefecture

Notice of the 119th Ordinary General Meeting of Shareholders

You are cordially invited to attend the 119th Ordinary General Meeting of Shareholders of Tosoh Corporation (the “Company”). The meeting will be held as described below.

1. Date and Time: Wednesday, June 27, 2018, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)

2. Venue: Conference room, Tosoh Club
1-10-28, Shimizu, Shunan City, Yamaguchi Prefecture

3. Purpose of the Meeting

Matters to be reported:

1. Business Report and Consolidated Financial Statements for the 119th Fiscal Year (from April 1, 2017 to March 31, 2018), as well as the audit reports of the Independent Auditors and the Board of Corporate Auditors for the Consolidated Financial Statements
2. Non-Consolidated Financial Statements for the 119th Fiscal Year (from April 1, 2017 to March 31, 2018)

Matters to be resolved:

- Proposal 1:** Election of Nine (9) Directors
Proposal 2: Election of Two (2) Corporate Auditors
Proposal 3: Election of Two (2) Substitute Corporate Auditors

- Please present the enclosed “Voting Rights Exercise Form” to the receptionist when you attend the Meeting in person. For the purpose of saving resources, please be sure to bring this notice with you.

If you are unable to attend the meeting in person, you may exercise your voting rights in writing or electromagnetically (Internet, etc.). Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights by 5:00 p.m., Tuesday, June 26, 2018 (JST). In the event votes are submitted by both post and the Internet, etc., only the vote submitted by the Internet, etc. shall be deemed valid.

Notes:

- Among the documents to be provided in this notice, the following items are posted on the Company’s website (these items posted on the Company’s website are Japanese version only) in accordance with the laws and regulations and Article 16 of the Articles of Incorporation of the Company. Accordingly, the documents attached to this notice do not include these items.
 1. “Consolidated Statement of Changes in Net Assets” and “Notes to Consolidated Financial Statements” among Consolidated Financial Statements
 2. “Non-Consolidated Statement of Changes in Net Assets” and “Notes to Non-Consolidated Financial Statements” among Non-Consolidated Financial Statements

In addition, the attached documents are included in the scope of audits by Corporate Auditors and Independent Auditors for preparing the audit reports (Japanese version only).

- If any modifications are made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, or Non-Consolidated Financial Statements, those changes will be posted on our website immediately.
- The Company no longer sends a notice of resolutions to save resources. After the conclusion of the Ordinary General Meeting of Shareholders, the resolutions will be posted on our website.

Company website: <http://www.tosoh.co.jp>

Guide for Exercising Voting Rights

The exercise of voting rights at the General Meeting of Shareholders is an important right of shareholders. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise voting rights. There are three ways to exercise voting rights.

Shareholders attending the Meeting in person



Exercise voting rights by submitting your voting form to reception

Please bring this Notice of the Ordinary General Meeting of Shareholders and submit the enclosed Voting Rights Exercise Form to the receptionist when you attend the Meeting in person.

Please bring the Voting Rights Exercise Form.

Date and Time of the General Meeting of Shareholders

Wednesday, June 27, 2018, at 10:00 a.m. (Reception opens at 9:00 a.m.) (JST)

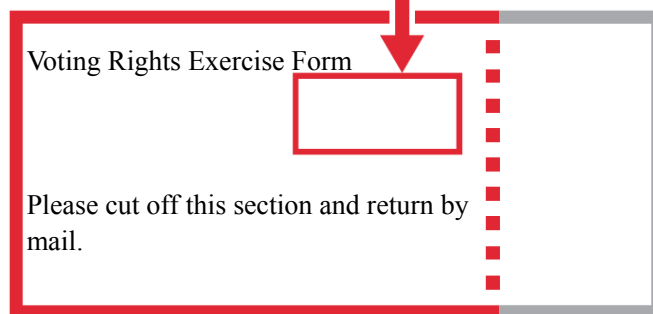
Shareholders unable to attend the Meeting in person



Exercise voting rights by mail

Please indicate your approval or opposition to each proposal on the enclosed Voting Rights Exercise Form, and then return the form by mail.

Please indicate your approval or opposition to each proposal.



Voting Deadline

Votes must reach us no later than 5:00 p.m., Tuesday, June 26, 2018 (JST).

Guide to Fill Out the Voting Rights Exercise Form

議決権行使書

東ソー株式会社

議案	第1号 (取締役の選任)	第2号 (取締役の選任)	第3号 (取締役の選任)
議決権行使欄	賛成	賛成	賛成

議決権行使コード

パスワード

東ソー株式会社

Please indicate your approval or opposition to each proposal here.

Proposals 1, 2, and 3

To approve all candidates..... Write a circle in the “For” field

To oppose all candidates..... Write a circle in the “Against” field

To approve some of the candidates..... Write a circle in the “For” field and fill in the number of the candidates to oppose on the blank.

A “voting rights exercise code” and “password” are included, which are necessary when you exercise your voting rights via the Internet, etc.

*When approval or opposition is not indicated for each proposal, your vote will be deemed as “For.”



Exercise voting rights via the Internet, etc.

Please access the voting website designated by the Company and indicate your approval or opposition to each proposal by following the instructions on the screen.

Voting Website: <https://www.web54.net>

Voting Deadline

Votes must be done no later than 5:00 p.m., Tuesday, June 26, 2018 (JST).

Guide for Exercising Voting Rights Electronically via the Internet, etc.

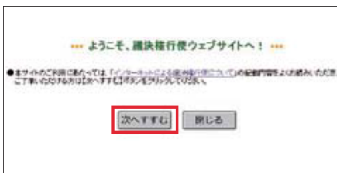
If you exercise your voting rights via the Internet, etc., please access the voting website designated by the Company from a computer or smartphone and exercise your voting rights by following the instructions on the screen.

Voting Website Designated by the Company: <https://www.web54.net>

Voting Deadline: Votes must be done no later than 5:00 p.m., Tuesday, June 26, 2018 (JST).



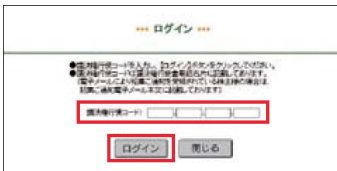
It is also possible to access the voting website by using a smartphone or other device that can read barcodes to read the QR Code (two-dimensional code) to the left. Please refer to your smartphone or other device owner’s manual for detailed instructions on how to read barcodes.



1. Access the voting website

<https://www.web54.net>

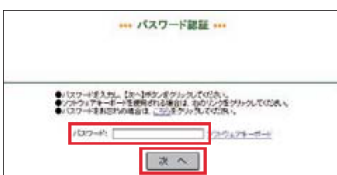
Click [Next].



2. Login

Enter your “voting rights exercise code” included in the Voting Rights Exercise Form, and then click [Login].

*Shareholders who have not set their own “password” need to register a new “password.”



3. Enter your password

Enter your “password” included in the Voting Rights Exercise Form, and then click [Next].

Please indicate your approval or opposition to each proposal by following the voting instructions on the subsequent screens.

* In the event voting rights are exercised both in writing and via the Internet, etc., the votes submitted via the Internet, etc. shall be deemed valid regardless of the date and time the votes are received. In addition, in the event multiple votes are submitted via the Internet, etc., only the last votes exercised shall be deemed valid.

* You are responsible for paying any fees, such as connection fees to Internet providers and communication fees to telecommunications providers in order to use the website for exercising your voting rights.

Inquiries regarding the system, etc.:

Dedicated Toll-free Phone Line of Stock Transfer Agency “Web Support,” Sumitomo Mitsui Trust Bank, Limited: 0120-652-031 (Business hours: 9:00 a.m. to 9:00 p.m.)

Exercise of voting rights via the voting rights electronic exercise platform (for institutional investors)

Institutional investors may use the “Voting Rights Electronic Exercise Platform” operated by ICJ Inc. for this General Meeting of Shareholders as a means of exercising voting rights via the Internet, etc.

Reference Documents for the General Meeting of Shareholders

Proposal 1: Election of Nine (9) Directors

The terms of office of all ten (10) Directors will expire at the conclusion of this meeting.

Accordingly, we propose the election of nine (9) Directors.

The candidates for Directors are as follows:

No.	Name	Current position and areas of responsibility in the Company	Tenure	Attendance at Board of Director's Meetings	Candidate Attributes	
1	Toshinori Yamamoto	Representative Director President	9 years	16/16	Reappointment	
2	Katsushi Tashiro	Representative Director Executive Vice President	Senior General Manager of Nanyo Complex	5 years	16/16	Reappointment
3	Keiichiro Nishizawa	Director Executive Vice President	General Manager of Research and Development Planning and President of Engineering Group	7 years	16/16	Reappointment
4	Koji Kawamoto	Director Executive Vice President	Manager of Corporate Control & Accounting and General Manager of Purchasing & Logistics	5 years	16/16	Reappointment
5	Masayuki Yamada	Director Executive Vice President	President of Specialty Group and Senior General Manager of the Bioscience Division	1 year	12/12	Reappointment
6	Shingo Tsutsumi	Director Senior Vice President	President of Chlor-alkali Group, Senior General Manager of Chlor-alkali Division and China Operations	1 year	12/12	Reappointment
7	Etsuya Ikeda	Director Senior Vice President	President of Petrochemical Group	1 year	12/12	Reappointment
8	Tsutomu Abe	External Director		3 years	16/16	Reappointment External Independent
9	Kenji Ogawa	External Director		2 years	16/16	Reappointment External Independent

Reappointment: Candidates for reappointment

External: External Officer

Independent: Independent Officer

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
1	Reappointment Toshinori Yamamoto June 21, 1955 (Age 62) Tenure as Director 9 years Attendance at Board of Director's Meetings 100% (16/16 meetings)	Apr. 1979 Joined the Company June 2006 Deputy Senior General Manager of Chlor-alkali Division and Manager of Planning & Coordination June 2007 Associate Director June 2009 Director June 2011 Managing Director June 2015 Representative Managing Director Mar. 2016 President June 2016 Representative Director, President (Current Position) [Significant concurrent positions outside the Company] No significant concurrent positions.	42,836
	<p>[Reasons for nomination] Toshinori Yamamoto has a wealth of experience in such areas as accounting, sales, purchasing and logistics, overseas operations as well as in corporate planning and management. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
2	Reappointment Katsushi Tashiro September 2, 1956 (Age 61) Tenure as Director 5 years Attendance at Board of Director's Meetings 100% (16/16 meetings)	Apr. 1981 Joined the Company June 2006 General Manager of Ethylene & Energy Production, Yokkaichi Complex June 2009 Associate Director June 2013 Director June 2015 Managing Director June 2016 Director, Executive Vice President June 2017 Representative Director, Executive Vice President (Current Position) [Current areas of responsibilities] Senior General Manager of Nanyo Complex [Significant concurrent positions outside the Company] No significant concurrent positions.	17,194
	<p>[Reasons for nomination] Katsushi Tashiro has a wealth of experience in such areas as manufacturing, production technology, and construction projects. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
3	Reappointment Keiichiro Nishizawa February 28, 1956 (Age 62) Tenure as Director 7 years Attendance at Board of Director's Meetings 100% (16/16 meetings)	Apr. 1981 Joined the Company June 2007 General Manager of Tokyo Research Center June 2009 Associate Director June 2011 Director June 2015 Managing Director June 2016 Director, Executive Vice President (Current Position) [Current areas of responsibilities] General Manager of Research and Development Planning and President of Engineering Group [Significant concurrent positions outside the Company] Director of Organo Corporation	29,905
	<p>[Reasons for nomination] Keiichiro Nishizawa has a wealth of experience in such areas as research and development projects as well as research planning. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
4	Reappointment Koji Kawamoto July 28, 1957 (Age 60) Tenure as Director 5 years Attendance at Board of Director's Meetings 100% (16/16 meetings)	Apr. 1980 Joined the Company June 2009 Manager of Corporate Control & Accounting June 2010 Associate Director June 2013 Director June 2016 Director, Executive Vice President (Current Position) [Current areas of responsibilities] Manager of Corporate Control & Accounting and General Manager of Purchasing & Logistics [Significant concurrent positions outside the Company] External Director (Audit and Supervisory Committee Member) of Lonseal Corporation	19,334
	<p>[Reasons for nomination] Koji Kawamoto has a wealth of experience in such areas as finance and accounting, as well as in information systems. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
5	<p>Reappointment</p> <p>Masayuki Yamada January 7, 1959 (Age 59)</p> <p>Tenure as Director 1 year</p> <p>Attendance at Board of Director's Meetings 100% (12/12 meetings)</p>	<p>Apr. 1985 Joined the Company</p> <p>June 2007 Director, President of TOSOH BIOSCIENCE, INC.</p> <p>June 2011 Associate Director of the Company</p> <p>June 2013 Director</p> <p>June 2016 Retired as Director</p> <p>June 2016 Senior Vice President</p> <p>June 2017 Director, Executive Vice President (Current Position)</p> <p>[Current areas of responsibilities] President of Specialty Group and Senior General Manager of the Bioscience Division</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions.</p>	9,528
	<p>[Reasons for nomination] Masayuki Yamada has a wealth of experience in such areas as research, research and development, overseas operations, and corporate planning. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
6	<p>Reappointment</p> <p>Shingo Tsutsumi September 11, 1958 (Age 59)</p> <p>Tenure as Director 1 year</p> <p>Attendance at Board of Director's Meetings 100% (12/12 meetings)</p>	<p>Apr. 1981 Joined the Company</p> <p>June 2009 Leader of the Purchasing & Logistics Raw Materials & Fuel Operations Group and Logistics Group</p> <p>June 2011 Associate Director</p> <p>June 2016 Senior Vice President</p> <p>June 2017 Director, Senior Vice President (Current Position)</p> <p>[Current areas of responsibilities] President of Chlor-alkali Group, Senior General Manager of Chlor-alkali Division and China Operations</p> <p>[Significant concurrent positions outside the Company] Chairman of Tosoh (Guangzhou) Chemical Industries, Inc.</p>	5,723
	<p>[Reasons for nomination] Shingo Tsutsumi has a wealth of experience in such areas as accounting, sales, purchasing and logistics, overseas operations, and corporate planning. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
7	<p>Reappointment</p> <p>Etsuya Ikeda November 15, 1958 (Age 59)</p> <p>Tenure as Director 1 year</p> <p>Attendance at Board of Director's Meetings 100% (12/12 meetings)</p>	<p>Apr. 1981 Joined the Company</p> <p>June 2009 General Manager of Olefins Division Sales & Marketing</p> <p>June 2010 Associate Director</p> <p>June 2016 Senior Vice President</p> <p>June 2017 Director, Senior Vice President (Current Position)</p> <p>[Current areas of responsibilities]</p> <p>President of Petrochemical Group</p> <p>[Significant concurrent positions outside the Company]</p> <p>No significant concurrent positions.</p>	7,445
<p>[Reasons for nomination]</p> <p>Etsuya Ikeda has a wealth of experience in such areas as accounting, corporate planning, business management, sales, and corporate communications. Given this track record, he is believed sufficiently capable to fulfill the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for Director.</p> <p>[Special interest between candidate and the Company]</p> <p>The candidate has no special interests in the Company.</p>			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
	<p style="text-align: center;">Reappointment External Independent</p> <p style="text-align: center;">Tsutomu Abe June 24, 1945 (Age 72)</p> <p style="text-align: center;">Tenure as Director 3 years</p> <p style="text-align: center;">Attendance at Board of Director's Meetings 100% (16/16 meetings)</p>	<p>July 1969 Joined The Industrial Bank of Japan, Limited</p> <p>June 1997 Director and Manager of Corporate Banking Dept. No. 2</p> <p>Apr. 2002 Senior Managing Director of Mizuho Bank, Ltd.</p> <p>Mar. 2003 Deputy President (Representative Director)</p> <p>Mar. 2006 Retired as Deputy President (Representative Director)</p> <p>June 2006 Deputy President (Representative Director) and Deputy President Executive Officer of IBJ Leasing Company, Limited</p> <p>Apr. 2007 President and CEO</p> <p>Apr. 2013 Director and Senior Adviser</p> <p>June 2015 External Director of the Company (Current Position)</p> <p>June 2016 Retired as Director and Senior Advisor of IBJ Leasing Company, Limited</p> <p>[Significant concurrent positions outside the Company] No significant concurrent positions.</p>	4,217
8	<p>[Reasons for nomination] Tsutomu Abe has a wealth of experience in such areas as finance and in corporate management. Given this track record, he is sufficiently capable in the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for External Director.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>		
<p>*1 Tsutomu Abe is a candidate for External Director.</p> <p>*2 Tsutomu Abe retired as Director and Senior Advisor of IBJ Leasing Company, Limited in June 2016. The Company has a business relationship for lease of articles, etc. with said company; however, the scale of such transactions is less than 1% of the annual consolidated sales of said company. He retired as Representative Director and Deputy President of Mizuho Bank, Ltd., one of the Company's main lenders, 12 years ago in March 2006 and is independent enough to avoid concerns that there will be no possibility of a conflict of interest arising with general shareholders.</p> <p>*3 The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Tsutomu Abe as an independent officer confirmed by said exchange. However, if the candidate is reappointed as Director, it is planned that he will continue to be specified as an independent officer.</p> <p>*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Tsutomu Abe does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 14.</p> <p>*5 The Company has entered into a limitation of liability contract with Tsutomu Abe, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.</p>			

No.	Name Date of birth	Career summary, and position and areas of responsibility in the Company	Number of the Company's shares held
9	Reappointment External Independent Kenji Ogawa August 9, 1951 (Age 66) Tenure as Director 2 years Attendance at Board of Director's Meetings 100% (16/16 meetings)	Apr. 1976 Joined Onoda Cement Co., Ltd. Apr. 2004 General Manager of Research & Development Department, Central Research Laboratory, Taiheiyo Cement Corporation June 2010 Executive Officer Apr. 2012 Managing Executive Officer June 2012 Director, Managing Executive Officer Apr. 2015 Director, Senior Executive Officer Apr. 2016 Director June 2016 Retired as Director June 2016 External Director of the Company (Current Position) [Significant concurrent positions outside the Company] No significant concurrent positions.	2,001
	[Reasons for nomination] Kenji Ogawa has a wealth of experience such as in research and development as well as corporate management. Given this track record, he is sufficiently capable in the role of Director such as the important decision-making and supervision of business execution in Tosoh Group, hence his nomination for External Director.		
	[Special interest between candidate and the Company] The candidate has no special interests in the Company.		
	*1 Kenji Ogawa is a candidate for External Director. *2 Kenji Ogawa retired as Director of Taiheiyo Cement Corporation in June 2016. The Company has a business relationship involving sale of products and purchase of raw materials, etc. with said company; however, the scale of such transactions is approximately 1% of the annual consolidated sales of the Company. *3 The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Kenji Ogawa as an independent officer confirmed by said exchange. However, if the candidate is reappointed as Director, it is planned that he will continue to be specified as an independent officer. *4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenji Ogawa does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Director. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 14. *5 The Company has entered into a limitation of liability contract with Kenji Ogawa, who is currently serving as an External Director of the Company. If the candidate is reappointed as Director, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.		

- Notes:
1. The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.
 2. Masayuki Yamada, Shingo Tsutsumi, and Etsuya Ikeda, who are currently serving as Directors, were appointed as Directors in June 2017. They have attended all twelve (12) Board of Directors' Meetings held since their appointment to March 2018. The attendance to Board of Directors' Meetings of each Director candidate excluding Masayuki Yamada, Shingo Tsutsumi, and Etsuya Ikeda is for sixteen (16) Board of Directors' Meetings held between April 2017 and March 2018.

Proposal 2: Election of Two (2) Corporate Auditors

The terms of Corporate Auditors Tetsuya Teramoto and Tsuneyasu Ozaki will expire at the conclusion of this meeting.

Accordingly, we propose the election of two (2) Corporate Auditors.

The Board of Corporate Auditors has consented to this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name Date of birth	Career summary and areas of responsibility	Number of the Company's shares held
1	Reappointment External Independent Tetsuya Teramoto September 28, 1947 (Age 70) Tenure as Corporate Auditor 4 years Attendance at Board of Director's Meetings 94% (15/16 meetings)	Mar. 1970 Joined Eiken Chemical Co., Ltd. June 1996 Director June 2005 Director, Managing Executive Officer June 2006 Director, Senior Managing Executive Officer Apr. 2007 Director, Representative Executive Officer President & CEO June 2014 Director, Representative Executive Officer Chairman of the Board June 2014 External Corporate Auditor of the Company June 2016 Director, Chairman of the Board of Eiken Chemical Co., Ltd. (Current Position) [Significant concurrent positions outside the Company] Director, Chairman of the Board of Eiken Chemical Co., Ltd.	500
	<p>[Reasons for nomination] Tetsuya Teramoto has a wealth of experience, a track record, broad knowledge and discretion in areas such as corporate management and the like. Given this track record, he is believed capable of appropriately carrying out audits of the execution of duties by Directors from a neutral and fair standpoint, hence his nomination for External Corporate Auditor.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p> <p>*1 Tetsuya Teramoto is a candidate for External Corporate Auditor. *2 Tetsuya Teramoto is currently the Director, Chairman of the Board of Eiken Chemical Co., Ltd. (his scheduled retirement is June 26, 2018). The Company has a business relationship involving sale of products, etc. with said company; however, the scale of such transactions is less than 1% of the annual consolidated sales of the Company. *3 The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Tetsuya Teramoto as an independent officer confirmed by said exchange. However, if the candidate is reappointed as Corporate Auditor, it is planned that he will continue to be specified as an independent officer. *4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Tetsuya Teramoto does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 14. *5 The Company has entered into a limitation of liability contract with Tetsuya Teramoto, who is currently serving as an External Corporate Auditor of the Company. If the candidate is reappointed as Corporate Auditor, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.</p>		

No.	Name Date of birth	Career summary and areas of responsibility	Number of the Company's shares held
2	Reappointment External Independent	Apr. 1996 Appointed as Public Prosecutor July 2004 Assistant Division Chief, Administrative Management Bureau of the Ministry of Internal Affairs and Communications	0
	Tsuneyasu Ozaki June 24, 1969 (Age 48)	July 2005 Resigned as Public Prosecutor Aug. 2005 Registered as an attorney at law Jan. 2008 Partner of Nishimura & Asahi	
	Tenure as Corporate Auditor 4 years	July 2013 Head of the Fukuoka Branch, Nishimura & Asahi	
	Attendance at Board of Director's Meetings 94% (15/16 meetings)	June 2014 External Corporate Auditor of the Company (Current Position) [Significant concurrent positions outside the Company]	
		Head of the Fukuoka Branch, Nishimura & Asahi	
<p>[Reasons for nomination] Tsuneyasu Ozaki has never in the past been directly involved in the management of a company. However, he has expertise and a wealth of experience as an attorney at law. Given this track record, he is believed capable of appropriately carrying out audits of the execution of duties by Directors from a neutral and fair standpoint, hence his nomination for External Corporate Auditor.</p> <p>[Special interest between candidate and the Company] The candidate has no special interests in the Company.</p>			
<p>*1 Tsuneyasu Ozaki is a candidate for External Corporate Auditor.</p> <p>*2 Tsuneyasu Ozaki is currently the Head of the Fukuoka Branch of Nishimura & Asahi. The Company asked to engage in legal matters as necessary Nishimura & Asahi, however, the scale of such transactions is less than 1% of the annual amount of business of the office.</p> <p>*3 The Company has submitted notice to the Tokyo Stock Exchange, Inc. to specify Tsuneyasu Ozaki as an independent officer confirmed by said exchange. However, if the candidate is reappointed as Corporate Auditor, it is planned that he will continue to be specified as an independent officer.</p> <p>*4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Tsuneyasu Ozaki does not fall into any of the restrictions under such criteria, and thus has been selected as a candidate for independent External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 14.</p> <p>*5 The Company has entered into a limitation of liability contract with Tsuneyasu Ozaki, who is currently serving as an External Corporate Auditor of the Company. If the candidate is reappointed as Corporate Auditor, it is planned that he will continue said contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.</p>			

Note: The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

Proposal 3: Election of Two (2) Substitute Corporate Auditors

The validity of the assignment of Substitute Corporate Auditor ends at the start of this meeting. Therefore, we propose the election of two (2) Substitute Corporate Auditors in advance in case the number of Corporate Auditors is less than that provided for in laws and regulations and in the Company’s Articles of Incorporation.

As the candidates for Substitute Corporate Auditors, we propose that Yasuhiko Tanaka be elected as a substitute for Corporate Auditors Sukehiro Itoh and Eiji Inoue. We also propose that Kenta Nagao be elected as a substitute for External Corporate Auditors Tetsuya Teramoto and Tsuneyasu Ozaki with the condition that Proposal 2, “Election of Two (2) Corporate Auditors” be approved.

The Board of Corporate Auditors has consented to this proposal.

The candidates for Substitute Corporate Auditors are as follows:

No.	Name Date of birth	Career summary and areas of responsibility	Number of the Company’s shares held
1	Yasuhiko Tanaka April 13, 1947 (Age 71)	Apr. 1970 Joined the Company June 2000 General Manager of Administration, Nanyo Complex June 2003 Associate Director June 2005 Retired as Associate Director June 2005 Director, Executive Vice President of Organo Corporation June 2010 Retired as Director, Executive Vice President June 2010 Standing Corporate Auditor of Taiyo Vinyl Corporation June 2013 Retired as Standing Corporate Auditor [Significant concurrent positions outside the Company] No significant concurrent positions.	1,000
		[Reasons for nomination] Yasuhiko Tanaka has a wealth of experience in such areas as Associate Director of the Company, both Director and Corporate Auditor of Tosoh Group companies. Given this track record, he is believed capable of appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Substitute Corporate Auditor.	
		[Special interest between candidate and the Company] The candidate has no special interests in the Company.	
		*1 Yasuhiko Tanaka is a candidate for Substitute Corporate Auditor. *2 If Yasuhiko Tanaka is elected as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.	

No.	Name Date of birth	Career summary and areas of responsibility	Number of the Company's shares held
2	External Independent Kenta Nagao December 25, 1958 (Age 59)	Oct. 1986 Joined Chuo Audit Corporation Aug. 1990 Registered as Certified Public Accountant Dec. 1995 Retired from Chuo Audit Corporation July 1997 Registered as Certified Public Tax Accountant Aug. 2011 Managing Partner of Growing Tax Corporation (Current Position) [Significant concurrent positions outside the Company] External Auditor of OBIC Co., Ltd. Auditor of Kawaken Fine Chemicals Co., Ltd. External Auditor of Land Business Co., Ltd. External Auditor of Enoteca Co., Ltd. External Auditor of Stripe International Inc.	0
		[Reasons for nomination] Kenta Nagao has expertise and a wealth of experience as a certified public accountant as well as a certified public tax accountant. As such, he is believed capable of appropriately carrying out audits of the execution of duties by Directors, hence his nomination for Substitute External Corporate Auditor.	
		[Special interest between candidate and the Company] The candidate has no special interests in the Company.	
		*1 Kenta Nagao is a candidate for Substitute External Corporate Auditor. *2 Kenta Nagao is currently a Managing Partner of Growing Tax Corporation. There is no business being conducted between Growing Tax Corporation and the Company. *3 If Kenta Nagao is elected as Corporate Auditor, the Company is scheduled to designate him as an independent officer prescribed by the Tokyo Stock Exchange, Inc., and register him as such with said exchange. *4 The Company has set out its own Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such independence criteria. Kenta Nagao does not fall into any of the restrictions under such criteria, and thus has been selected as candidate for independent External Corporate Auditor. Criteria for the Independence of External Directors/Corporate Auditors of the Company are stated on page 14. *5 If Kenta Nagao is elected as Corporate Auditor, it is planned that he will enter into a limitation of liability contract with the Company. The liability for compensation under said contract is limited to the minimum liability amount provided for in Article 425, paragraph 1 of the Companies Act.	

Note: The respective ages stated for the candidates are current as of the sending of this notice of the Ordinary General Meeting of Shareholders.

(Reference) Criteria for the Independence of External Directors/Corporate Auditors of Tosoh Corporation

The Company has set out the following Criteria for the Independence of External Directors/Corporate Auditors, whereby a candidate who does not fall into any of the restrictions under such criteria is considered to meet such criteria.

- (1) A person who served as executive director, executive officer, vice president or otherwise as employees of the Company or its subsidiaries in the past ten years
- (2) Executive director, executive officer or vice president of a supplier whose principal business partner is the Company (supplying products or services to the Company with the scale of such supply representing more than 2% of the supplier's total consolidated net sales in the immediate previous fiscal year)
- (3) Executive director, executive officer or vice president of a principal customer of the Company (the Company supplies products or services to the customer with the scale of such supply representing more than 2% of the Company's total consolidated net sales in the immediate previous fiscal year)
- (4) A person who receives cash or other property benefit equivalent to an amount in excess of 10 million yen per annum from the Company as consultant, accounting professional or legal professional, besides executive compensation paid by the Company
- (5) A person who fell into any restriction from (2) to (4) above in the past three years
- (6) A relative within the second degree of kinship of a person who falls into any restriction from (1) to (5) above