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Stock Exchange Code 4202 May 27, 2016

# To Shareholders with Voting Rights:

Misao Fudaba President and CEO Daicel Corporation 3-1, Ofuka-cho, Kita-ku, Osaka, Japan

### **NOTICE OF**

### THE 150TH ANNUAL GENERAL MEETING OF SHAREHOLDERS

#### Dear Shareholders:

We would like to express our appreciation for your continued support and patronage.

You are cordially invited to attend the 150th Annual General Meeting of Shareholders of Daicel Corporation (the "Company"). The meeting will be held for the purposes as described below.

If you are unable to attend the meeting, you can exercise your voting rights in writing by submitting the Voting Rights Exercise Form. Please review the hereinafter attached "Reference Documents for the General Meeting of Shareholders," indicate your vote for or against the proposal on the enclosed Voting Rights Exercise Form and return it so that it is received by 5:00 p.m. on June 16, 2016, Japan time.

**1. Date and Time:** Friday, June 17, 2016 at 10:00 a.m. Japan time

**2. Place:** Knowledge Theater, 4F, Knowledge Capital, North Wing of GRAND FRONT OSAKA located at 3-1 Ofuka-cho, Kita-ku, Osaka, Japan

3. Meeting Agenda:

Matters to be reported: 1. The Business Report, Consolidated Financial Statements for the Company's

150th Fiscal Year (April 1, 2015 - March 31, 2016) and results of audits by the Accounting Auditor and the Board of Corporate Auditors of the

Consolidated Financial Statements

2. Non-consolidated Financial Statements for the Company's 150th Fiscal Year (April 1, 2015 - March 31, 2016)

# Proposals to be resolved:

**Proposal 1:** Appropriation of Surplus **Proposal 2:** Election of 8 Directors

**Proposal 3:** Election of 2 Corporate Auditors

- When attending the meeting, please submit the enclosed Voting Rights Exercise Form at the reception desk. Please bring this convocation notice to the meeting with you to help save resources.
- To help conserve electricity, the air conditioning at the venue will be partially turned down. We would appreciate it if you could come to the meeting wearing light clothing.
- Of the documents to be included in this notice, "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements" are posted on the Company's website (<a href="http://www.daicel.com">http://www.daicel.com</a>) on the internet, pursuant to the laws and regulations, as well as the provisions in Article 16 of the Articles of the Incorporation. Therefore, they are not stated in the Appendix concerning the matters to be reported. "Notes to the Consolidated Financial Statements" and "Notes to the Non-consolidated Financial Statements," as well as the Appendix concerning the matters to be reported are subject to the audit by the Accounting Auditor and Corporate Auditors.
- Should the Reference Documents for the General Meeting of Shareholders and the Appendix require revisions, the revised versions will be posted on the Company's website (http://www.daicel.com).

# **Reference Documents for the General Meeting of Shareholders**

### **Proposals and References**

## **Proposal 1:** Appropriation of Surplus

Concerning the appropriation of surplus, the Company proposes as following: Matters concerning the year-end dividends

The Company's basic dividend policy is to distribute profits in a balanced manner, taking into comprehensive consideration a shareholder return that is in line with the Company's consolidated financial results in each fiscal year, as well as enhancement of internal reserves to improve medium-to long-term shareholder value based on a more robust revenue base. The Company will also facilitate acquisition of its treasury stocks as a shareholder return measure to complement dividend payments in an agile manner.

Internal reserves will be applied to investment in business expansion and reinforcement of highly-profitable business structures, such as R&D for new business development and strengthening of existing businesses, new construction and extension of facilities, and efficiency improvement measures. Through future business development, we will ensure a growing benefit to our shareholders.

In our 3-year 3D-II mid-term plan, which started in FY 2015, we have set a target of 30% for the shareholder return ratio, or the amount of dividends plus amount of treasury stocks acquired divided by consolidated net income for the year.

Based on the policy mentioned above, the year-end dividend for the fiscal year under review will be 13 year per share.

- (1) Type of dividend property Cash
- (2) Matters concerning the allotment of dividend property to shareholders and the total amount thereof

13 yen per share of common stock of the Company

Total amount: 4,539,241,161 yen

(Note) The annual dividends for the fiscal year under review will be 26 yen per share including the interim dividends, an increase of 5 yen.

(3) Effective date of distribution of surplus June 20, 2016

#### **Proposal 2:** Election of 8 Directors

The terms of office of all 8 Directors will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 8 Directors is proposed.

The candidates for Directors are as follows:

		of Directors are as follows.	Number of
No.	Name	Past experience, positions, responsibilities	shares of the
110.	(Date of birth)	and significant concurrent positions	Company held
1	Misao Fudaba (February 23, 1956)	April 1979 June 2006 Executive Officer of the Company Deputy Head of Corporate Support Center of the Company June 2008 Head of Raw Material Purchasing Center of the Company President of the Company President and CEO of the Company (Positions and responsibilities) President, President and CEO, Member of the Nomination and Compensation Committee and Chairman of the Management Advisory Committee  [Reasons for selection as a candidate for Director] Mr. Misao Fudaba has served as President of the Company since 2010, and has achievements in leading the Group toward improving corporate value through his strong leadership. Based on his wealth of insight and operational experience in overall management, the Company has determined that he is an appropriate person	81,172
		to promote global business management, and thus requests his election as Director.  April 1975  April 2002  April 2002  April 2004  President of Cellulose Company of the Company  April 2004  President of Functional Organic Products Company of the	
2	Masumi Fukuda (January 12, 1952)	Company June 2004 Executive Officer of the Company June 2006 Managing Executive Officer of the Company Head of Corporate Planning of the Company June 2008 President of Cellulose Company of the Company June 2010 President of Organic Chemical Products Company of the Company June 2012 Director of the Company Senior Managing Executive Officer of the Company Head of Corporate Support Center of the Company Responsible for Corporate Compliance Program of the Company Responsible for Business Process Innovation of the Company (Positions and responsibilities) Director, Senior Managing Executive Officer, Member of the Nomination and Compensation Committee, Member of the Management Advisory Committee, Head of Corporate Support	58,653
		Center, responsible for Corporate Compliance Program and responsible for Business Process Innovation  [Reasons for selection as a candidate for Director]  Mr. Masumi Fukuda has served as the responsible person for administrative divisions such as corporate planning, finance and accounting, and compliance of the Company, and has a wealth of experience, achievements, and insights. The Company has determined that he is an appropriate person to strengthen the management of the Group as well as the global business, and thus requests his election as Director.	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
3	Yoshimi Ogawa (January 8, 1960)	April 1983 Joined the Company June 2000 Head of Production Innovation Center, Production Technology Headquarters of the Company April 2002 Head of Business Process Innovation of the Company Vice President of Aerospace & Defense Systems/Safety Systems Company of the Company General Manager of Harima Plant, Aerospace & Defense Systems/Safety Systems Company of the Company Head of Production Technology of the Company Responsible for Responsible Care of the Company Responsible for Engineering Center of the Company June 2011 Director of the Company June 2013 Managing Executive Officer of the Company April 2014 General Manager of Production Technology Headquarters of the Company April 2015 Responsible for Quality Management Division of the Company  (Positions and responsibilities) Director, Managing Executive Officer, Member of the Management Advisory Committee, General Manager of Production Technology Headquarters, Responsible for Quality Management Division, Responsible Care and Engineering Center  [Reasons for selection as a candidate for Director] Mr. Yoshimi Ogawa has served as the responsible person for production technology and manufacturing sectors of the Company, and has achievements in strongly leading the production and quality assurance sectors of the Group. He also has a wealth of experience, achievements, and insights in safety and craftsmanship. The Company has determined that he is an appropriate person, and thus requests his election as Director.	32,097
4	Hisao Nishimura (December 12, 1954)	August 1985 April 2002 Head of Central Research Center of the Company July 2005 President of CPI Company of the Company June 2010 Executive Officer of the Company June 2012 Head of Research Control of the Company Responsible for New Business Planning and Development of the Company Responsible for Intellectual Property Center of the Company April 2014 General Manager of R&D Headquarters of the Company June 2014 Director of the Company  (Positions and responsibilities) Director, Managing Executive Officer, Member of the Management Advisory Committee, General Manager of R&D Headquarters and responsible for Intellectual Property Center  [Reasons for selection as a candidate for Director] Mr. Hisao Nishimura has served as the responsible person for fundamental technologies and research and development in various areas including product development of the Company. He also has a wealth of experience, achievements and insights in the planning and development of new products of the Group. The Company has determined that he is an appropriate person, and thus requests his election as Director.	19,298

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the
		April 1974 March 2005 March 2007 September 2007 March 2008	Joined Polyplastics Co., Ltd.  Executive Officer of Polyplastics Co., Ltd.  Managing Executive Officer of Polyplastics Co., Ltd.  Director of Polyplastics Co., Ltd.  President of Polyplastics Co., Ltd.	Company held
5	Noboru Goto (March 27, 1952)	June 2012	Director of the Company  (Positions and responsibilities)  Director and Member of the Management Advisory Committee (Significant concurrent positions)  President of Polyplastics Co., Ltd.	4,692
		Mr. Noboru Goto subsidiary of the C market entry and Company has deter management, and t	tion as a candidate for Director] has served as President of Polyplastics Co., Ltd., a significant Company, and has achievements in contributing to strengthening improved profitability in the Asia and Pacific region. The rmined that he is an appropriate person to promote global business thus requests his election as Director.	
		June 1997 April 2001 December 2002 June 2005 June 2006 April 2010	President (Representative Director) of Sakura Bank Chairman of the Board (Representative Director) of Sumitomo Mitsui Banking Corporation Chairman of the Board (Representative Director) of Sumitomo Mitsui Financial Group, Inc. Advisor of Sumitomo Mitsui Banking Corporation Director of the Company Advisor of Sumitomo Mitsui Banking Corporation	
6	Akishige Okada (April 9, 1938)	[Reasons for select Mr. Akishige Oka manager of financi	(Positions and responsibilities) Director, and Member of the Nomination and Compensation Committee (Significant concurrent positions) Advisor of Sumitomo Mitsui Banking Corporation Outside Corporate Auditor of YOMIURI LAND CO.,LTD. tion as a candidate for External Director] da has as a wealth of insights and experience, etc., fostered as a lad institutions, and to have him utilize these in the management of	17,503
7	Tadao Kondo (April 12, 1944)	June 2004 April 2005 April 2011 June 2011 June 2012 June 2013  [Reasons for select Mr. Tadao Kondo manager of a comp	Company requests his election as External Director.  Representative Member of the Board, Vice President of NIPPON SHOKUBAI CO., LTD.  Representative Member of the Board, President of NIPPON SHOKUBAI CO., LTD.  Representative Member of the Board, Chairman of NIPPON SHOKUBAI CO., LTD.  Member of the Board, Chairman of NIPPON SHOKUBAI CO., LTD.  Councilor of NIPPON SHOKUBAI CO., LTD.  Director of the Company  (Positions and responsibilities)  Director, and Member of the Nomination and Compensation Committee  (Significant concurrent positions)  Councilor of NIPPON SHOKUBAI CO., LTD.  Outside Director of OKK Corporation  tion as a candidate for External Director]  has as a wealth of insights and experience, etc., fostered as a pany that produces chemicals, and to have him utilize these in the the Company, the Company requests his election as External	3,346

No.	Name (Date of birth)	Past experience, positions, responsibilities		Number of shares of the
	(Date of birtil)		and significant concurrent positions	Company held
	Chiyoko Shimozaki (November 30, 1954)	October 1983	Associate Professor of The Junior College of Business Administration, Toyama University	
		April 1992	Professor at Faculty of Management, School of Economics, Nara Sangyo University	
		April 1999	Professor at Department of Management, School of Commerce and Economics, Kobe University of Commerce	
		April 2004	Professor at Institute for Economics and Management (current Institute for Policy Analysis and Social Innovation), The University of Hyogo	
		October 2004	Professor at Human Resource Management	
			Graduate School of Business Osaka City University	
		June 2015	Director of the Company	
8			(Positions and responsibilities)	904
			Director, and Member of the Nomination and Compensation	
			Committee	
			(Significant concurrent positions)	
			Professor of Human Resource Management	
		[Daggara for calco	Graduate School of Business Osaka City University	
			tion as a candidate for External Director]	
		Although Ms. Chiyoko Shimozaki has not been directly involved in corporate management, she has advanced specialized knowledge and wide insights as an		
		-	as conducted various research regarding management such as	
			nent, and to have her utilize these in the management of the	
			npany requests her election as External Director.	

#### (Notes)

- 1. There are no special interests between each candidate for Director and the Company.
- 2. Mr. Akishige Okada, Mr. Tadao Kondo and Ms. Chiyoko Shimozaki are candidates for External Directors.
- 3. Matters concerning the candidates for External Directors are as follows:
  - (1) Candidate for External Director, Mr. Akishige Okada
    - 1) Matters that should be specifically noted regarding the candidate for External Director

Mr. Akishige Okada will have served as External Director for a period of ten years as of the conclusion of this General Meeting of Shareholders.

The Company has registered him as an independent director with Tokyo Stock Exchange, Inc., pursuant to the rules stipulated by the Exchange. If his election is approved, the Company plans to continue registering him as independent director. Additionally, he satisfies the "Standards for Independence of Outside Officers" as defined by the Company. Regarding the "Standards for Independence of Outside Officers" defined by the Company, please see the final page of the Reference Documents.

2) Liability limitation agreements with the candidates for External Director

The Company has entered into a liability limitation agreement with Mr. Akishige Okada.

The outline of the agreement is as follows:

When bearing liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act, he shall be liable for such damages to the extent of ¥15 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher.

The above liability limitation applies only in cases where he has performed his duties which caused liabilities in good faith and without gross negligence.

Subject to the approval of the reappointment of Mr. Akishige Okada, the Company plans to continue such liability limitation agreement with him.

- (2) Candidate for External Director, Mr. Tadao Kondo
  - 1) Matters that should be specifically noted regarding the candidate for External Director

Mr. Tadao Kondo will have served as External Director for a period of three years as of the conclusion of this General Meeting of Shareholders.

The Company has registered him as an independent director with Tokyo Stock Exchange, Inc., pursuant to the rules stipulated by the Exchange. If his election is approved, the Company plans to continue registering him as independent director. Additionally, he satisfies the "Standards for Independence of Outside Officers" as defined by the Company. Regarding the "Standards for Independence of Outside Officers" defined by the Company, please see the final page of the Reference Documents.

2) Liability limitation agreements with the candidates for External Director

The Company has entered into a liability limitation agreement with Mr. Tadao Kondo. The outline of the agreement is as follows:

When bearing liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act, he shall be liable for such damages to the extent of ¥15 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher.

The above liability limitation applies only in cases where he has performed his duties which caused liabilities in good faith and without gross negligence.

Subject to the approval of the reappointment of Mr. Tadao Kondo, the Company plans to continue such liability limitation agreement with him.

#### (3) Candidate for External Director Ms. Chiyoko Shimozaki

(1) Matters that should be specifically noted regarding the candidate for External Director

Ms. Chiyoko Shimozaki will have served as External Director for a period of one year as of the conclusion of this General Meeting of Shareholders.

The Company has registered her as an independent director with Tokyo Stock Exchange, Inc., pursuant to the rules stipulated by the Exchange. If her election is approved, the Company plans to continue registering her as independent director. Additionally, she satisfies the "Standards for Independence of Outside Officers" as defined by the Company. Regarding the "Standards for Independence of Outside Officers" defined by the Company, please see the final page of the Reference Documents.

(2) Liability limitation agreements with the candidates for External Director

The Company has entered into a liability limitation agreement with Ms. Chiyoko Shimozaki.

The outline of the agreement is as follows:

When bearing liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act, she shall be liable for such damages to the extent of ¥15 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher.

The above liability limitation applies only in cases where she has performed her duties which caused liabilities in good faith and without gross negligence.

Subject to the approval of the reappointment of Ms. Chiyoko Shimozaki, the Company plans to continue such liability limitation agreement with her.

# **Proposal 3:** Election of 2 Corporate Auditors

The terms of office of Corporate Auditors, namely Messrs. Tsuyoshi Kihara and Toshio Takano, will expire at the conclusion of this year's Annual General Meeting of Shareholders. Accordingly, the election of 2 Corporate Auditors is proposed.

The Board of Corporate Auditors has previously given its approval to this proposal.

The candidates are as follows:

No.	Name (Date of birth)		Past experience, positions, responsibilities and significant concurrent positions	Number of shares of the Company held
1	* Yuji Iguchi (June 1, 1954)	Mr. Yuji Iguchi international divis for business strat business expansion overall manageme neutral and object	Head of Information Systems of the Company Head of International of the Company Executive Officer of the Company Deputy Head of Corporate Planning of the Company China Representative of the Company Chairman of DAICEL (CHINA) INVESTMENT CO., LTD. Head of Corporate Planning of the Company Head of Topas Business Group of the Company Managing Executive Officer of the Company Responsible for Corporate Planning of the Company Head of New Business Planning of the Company Head of Corporate Planning of the Company  (Positions and responsibilities) Managing Executive Officer, Head of Corporate Planning, New Business Planning, Topas Business Group tion as a candidate for Corporate Auditor] has been a person responsible for corporate planning and ions for many years, and while being involved in creating plans are good of the Group, he has achievements in promoting global in. Based on his insights stemming from wide experience regarding int, the Company has determined that he can conduct audits from a give viewpoint, and that he is an appropriate person to ensure the magement as Corporate Auditor, and requests his election as	

No.	Name (Date of birth)	Past experience, positions, responsibilities and significant concurrent positions		Number of shares of the
No. 2		April 1968 Public prosecutor of Sapporo District Public Prosecutor Office July 1995 Chief public prosecutor of Kofu District Public Prosecutors Office November 2000 Chief public prosecutor of Tokyo District Public Prosecutors Office November 2001 Superintendent public prosecutor of the Sendai High Public Prosecutors Office January 2004 Superintendent public prosecutor of Nagoya High Public Prosecutors Office April 2005 Registered as lawyer (Daiichi Tokyo Bar Association) February 2006 Established Takano Law Firm June 2011 Substitute Corporate Auditor of the Company Corporate Auditor of the Company  (Significant concurrent positions) Lawyer of Takano Law Firm External Audit & Supervisory Board Member of NAGASE & CO., LTD., External Corporate Auditor of GLOBERIDE, Inc., External Auditor of Kakaku.com, Inc., Outside Audit & Supervisory Board Member, FANCL CORPORATION  [Reasons for selection as a candidate for External Corporate Auditor]		shares of the Company held  2,443
		Although Mr. To management, he had has served as		
		that he is an appr Auditor.		

#### (Notes)

- 1. There are no special interests between each candidate for Corporate Auditor and the Company.
- 2. \* indicates a new candidate for Corporate Auditor.
- 3. Mr. Toshio Takano is a candidate for External Corporate Auditor.
- 4. Matters concerning the candidate for External Corporate Auditor Mr. Toshio Takano are as follows:
  - (1) Matters that should be specifically noted regarding the candidate for External Corporate Auditor Mr. Toshio Takano will have served as External Corporate Auditor for a period of four years as of the conclusion of this General Meeting of Shareholders.
    - Mr. Toshio Takano is scheduled to retire from External Corporate Auditor of GLOBERIDE, Inc., at the conclusion of the Annual General Meeting of Shareholders of said company, scheduled to be held in June 2016.
    - The Company has registered him as an independent corporate auditor with Tokyo Stock Exchange, Inc., pursuant to the rules stipulated by the Exchange. If his election is approved, the Company plans to continue registering him as independent corporate auditor. Additionally, he satisfies the "Standards for Independence of Outside Officers" as defined by the Company. Regarding the "Standards for Independence of Outside Officers" defined by the Company, please see the final page of the Reference Documents.
  - (2) Liability limitation agreements with the candidates for External Corporate Auditor
    - The Company has entered into a liability limitation agreement with Mr. Toshio Takano. The outline of the agreement is as follows:
    - When bearing liability for the damages stipulated in Article 423 Paragraph 1 of the Companies Act, he shall be liable for such damages to the extent of ¥15 million or the minimum liability amount set forth in Article 425 Paragraph 1 of the Companies Act, whichever is higher.
    - The above liability limitation applies only in cases where he has performed his duties which caused liabilities in good faith and without gross negligence. Subject to the approval of the reappointment of Mr. Toshio Takano, the Company plans to continue such liability limitation agreement with him.

[For reference] Standards for Independence of External Directors/External Corporate Auditors

The independence of External Directors/External Corporate Auditors of the Company refers to such a person being independent from the Company's management without falling under any of the following:

- 1. A person executing the business, etc. ("Executing Person") of the Company (\*1) and its affiliates (hereinafter, "the Group") and their relatives, etc.(\*2);
- 2. A party for which the Group is a principal business partner (\*3) or an Executing Person thereof;
- 3. A principal business partner of the Group (\*4) or an Executing Person thereof;
- 4. A major shareholder of the Company (\*5) or an Executing Person thereof;
- 5. A director and other Executing Person of an organization (\*6) that has received a certain amount or more of donations or subsidies from the Group;
- 6. A consultant, certified public accountant or other accounting professional, or lawyer or other legal professional who has received a substantial amount of monetary compensation or other consideration other than director/corporate auditor compensation from the Group (\*7) (if the party receiving such consideration is a corporation, association or other entity, a person belonging to the said entity or a person who has belonged to the said entity in the past three years).
- (\*1) An Executing Person refers to those who conduct business operations or conducted business operations within the past three years, including directors (excluding external directors), executive officers and employees.
- (\*2) Relatives refer to relatives within the second degree of kinship of those who conduct important business operations, including directors (excluding external directors), executive officers and division managers.
- (\*3) A party for which the Group is a principal business partner refers to a business partner group (which means entities that belong to the consolidated group to which the direct business partner belongs; the same shall apply hereinafter) that supplies products and services to the Group, where the business partner group's trading amount with the Group exceeds 2% of the consolidated sales of the business partner group in the any of the recent past three fiscal year.
- (\*4) A principal business partner of the Group refers to those who fall under either of the following:
  - (1) A business partner group to whom the Group supplies products and services, where the Group's trading amount with such group exceeds 2% of the Group's consolidated sales in the any of the recent past three fiscal year.
  - (2) A financial institution group (which means entities that belong to the consolidated group to which the direct lender belongs) from which the Group has borrowed funds, where the total amount of the Group's borrowings from the financial institution group exceeds 2% of the Group's consolidated total assets at the end of the any of the recent past three fiscal year.
- (\*5) A major shareholder of the Company refers to those who directly or indirectly hold voting interests of 10% or more.
- (\*6) An organization that has received a certain amount or more of donations or subsidies from the Group refers to public interest incorporated foundations, public interest incorporated associations, non-profit organizations, etc. which receive donations or subsidies of over 10 million yen per year within any of the past three years from the Group.
- (\*7) A consultant, certified public accountant or other accounting professional, or lawyer or other legal professional who has received a substantial amount of monetary compensation or other consideration other than director/corporate auditor compensation from the Group refers to those who received such consideration other than director/ corporate auditor compensation of over 10 million yen from the Group in any of the recent past three fiscal year or those who belong to an entity which receives such consideration from the Group in amount exceeding 2% of the said entity's consolidated sales or gross income.