

SUMITOMO BAKELITE CO., LTD.
5-8, Higashi-Shinagawa 2-chome,
Shinagawa-ku, Tokyo, Japan

June 3, 2015

NOTICE OF THE 124TH ORDINARY GENERAL MEETING OF SHAREHOLDERS

Dear Shareholders:

We hereby inform you of the 124th Ordinary General Meeting of Shareholders to be held at the time and location set forth below:

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the “Reference for the General Meeting of Shareholders” mentioned below, and exercise your voting rights by Wednesday, June 24, 2015 at 5:40 p.m.

[By exercising voting rights in writing]

Please indicate your vote of approval or disapproval on the enclosed Exercise of Voting Rights Form, and then return the form so as to be delivered by Wednesday, June 24, 2015 at 5:40 p.m.

[By exercising voting rights via Internet]

If you exercise your voting rights via Internet, please exercise your voting rights by Wednesday, June 24, 2015 at 5:40 p.m.

Very truly yours,

Shigeru Hayashi
President and Representative Director

Notice

- 1. Date and Time:** Thursday, June 25, 2015 at 10:00 a.m.
- 2. Location:** Conference room of the Company on the 20th floor of Tennoz Parkside Building, 5-8, Higashi-Shinagawa 2-chome, Shinagawa-ku, Tokyo, Japan
- 3. Agenda of the Meeting:**
 - Matters to be reported:**
 1. The Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements for the 124th Fiscal Year (from April 1, 2014 through March 31, 2015)
 2. Results of audit on the 124th Consolidated Financial Statements by Accounting Auditor and the Board of Corporate Auditors
 - Matters to be resolved:**
 - Proposal No. 1:** Appropriation of Surplus
 - Proposal No. 2:** Partial Amendments to the Company’s Articles of Incorporation
 - Proposal No. 3:** Election of nine (9) Directors
 - Proposal No. 4:** Election of four (4) Corporate Auditors and one (1) Substitute Corporate Auditor

Attendants are kindly asked to return their completed Exercise of Voting Rights Forms to the reception desk on the day of the meeting.

Please be forewarned that, regarding the contents of the attached documents of this notice, if a situation to be corrected occurs up to the previous day before the meeting, we will post notice to that effect on our home page (<http://www.sumibe.co.jp>).

Note: This document has been translated from 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.

REFERENCE FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and references

Proposal No. 1 Appropriation of Surplus

As for the appropriation of surplus, we attempt to return to our shareholders a portion of surplus in the form of dividends in the most regular and stable manner as possible over the long term. In order to solidify our management bases for the future, we also have a policy to pay dividends according to profitability, while taking the enhancement of internal reserves into consideration. Based on our business performance during the fiscal year under review and in consideration of the need to fund capital investment, M&A and other activities to ensure growth, the year-end dividend will be the same as the previous fiscal year at 5 yen per share. This makes our annual dividends 10 yen per share, including the interim dividend distributed last year.

- (1) Class of dividend property
Monetary payment
- (2) Matters related to the disbursement of dividend property and the total amount
Dividends: 5 yen per common share Total amount: 1,204,334,970 yen
- (3) Effective date of the disbursement of dividends from surplus: June 26, 2015

Proposal No. 2: Partial Amendments to the Company’s Articles of Incorporation

We propose to partially amend the present Articles of Incorporation as follows:

1. Reasons for Amendments

Due to the implementation of the Act for Partial Amendment of the Companies Act (Act No. 90 of 2014), it has become possible to enter into a liability limitation agreement with Directors not involved in the execution of business and Corporate Auditors other than Outside Corporate Auditors. Accordingly, in order to allow such Corporate Officers to fully perform the roles that are expected of them, we hereby propose that the provisions of the present Article 22 (Liability Limitation Agreement with Outside Directors) and Article 29 (Liability Limitation Agreement with Outside Corporate Auditors) of the Articles of Incorporation be amended in part.

The amendment of Article 22 of the Articles of Incorporation has been approved by each Corporate Auditor.

2. Details of Amendments

(The amended sections have been underlined.)

Present Articles of Incorporation	Proposed Amendments
<p>Article 22 (Liability Limitation Agreement with <u>Outside Directors</u>)</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Outside Directors to the effect that any liability for damages of such <u>Outside Directors</u> arising from negligence in the performance of his/her duties shall be limited; provided, however, the limit of the liability pursuant to said agreement shall be an amount set by laws and regulations.</p>	<p>Article 22 (Liability Limitation Agreement with Directors)</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Directors (<u>excluding Executive Directors and other Directors responsible for the execution of business operations</u>) to the effect that any liability for damages of such Directors arising from negligence in the performance of his/her duties shall be limited; provided, however, the limit of the liability pursuant to said agreement shall be an amount set by laws and regulations.</p>
<p>Article 29 (Liability Limitation Agreement with <u>Outside Corporate Auditors</u>)</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Outside Corporate Auditors to the effect that any liability for damages of such <u>Outside Corporate Auditors</u> arising from negligence in the performance of his/her duties shall be limited; provided, however, the limit of the liability pursuant to said agreement shall be an amount set by laws and regulations.</p>	<p>Article 29 (Liability Limitation Agreement with Corporate Auditors)</p> <p>Pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company may enter into an agreement with each of the Corporate Auditors to the effect that any liability for damages of such Corporate Auditors arising from negligence in the performance of his/her duties shall be limited; provided, however, the limit of the liability pursuant to said agreement shall be an amount set by laws and regulations.</p>

Proposal No. 3 Election of nine (9) Directors

All of the seven (7) Directors will complete their terms of office at the conclusion of this meeting. Accordingly, we propose that you elect the following nine (9) Directors.

The candidates for the positions are as follows:

Candidate No.	Name (Date of birth)	Brief personal history, position and responsibility at the Company, and major concurrent position	Number of Company shares held
1	Shigeru Hayashi (August 15, 1947)	<p>April 1970 Entered the Company</p> <p>June 2000 Director of the Company</p> <p>June 2004 Managing Director of the Company</p> <p>June 2006 Director, Senior Managing Executive Officer of the Company</p> <p>June 2008 Director, Executive Vice President of the Company</p> <p>June 2010 President and Director of the Company (to the present)</p>	88,000
2	Tsuneo Terasawa (November 21, 1951)	<p>April 1974 Entered the Company</p> <p>June 2002 Director of the Company</p> <p>June 2004 Executive Officer of the Company</p> <p>June 2006 Managing Executive Officer of the Company</p> <p>June 2008 Director, Managing Executive Officer of the Company</p> <p>June 2010 Director, Senior Managing Executive Officer of the Company</p> <p>April 2014 Director, Executive Vice President of the Company (Overseeing Corporate General Affairs Div., Personnel Div., Corporate Finance & Planning Div., Corporate Planning Dept. and Information Systems & Data Processing Dept.; In charge of Global Procurement Div., Osaka Office and Nagoya Office) (to the present)</p>	67,000
3	Shigeki Muto (March 12, 1952)	<p>April 1975 Entered the Company</p> <p>June 2004 Executive Officer of the Company</p> <p>June 2008 Managing Executive Officer of the Company</p> <p>June 2010 Director, Managing Executive Officer of the Company</p> <p>April 2013 Director, Senior Managing Executive Officer of the Company</p> <p>April 2015 Director, Executive Vice President of the Company (Overseeing Semiconductor Materials segment, Plate, Decola & Waterproof Business Promotion Dept., Plates Research Laboratory, Plates Div., Decola Business Div., Kanuma Plant and Waterproof Sheet-related Business) (to the present)</p> <p>Major concurrent position: *Chairman of Sumitomo Bakelite (Taiwan) Co., Ltd.</p>	76,000

Candidate No.	Name (Date of birth)	Brief personal history, position and responsibility at the Company, and major concurrent position	Number of Company shares held
4	Noboru Yamawaki (February 7, 1953)	<p>April 1978 Entered the Company</p> <p>June 2009 Executive Officer of the Company</p> <p>June 2012 Director, Managing Executive Officer of the Company</p> <p>April 2014 Director, Senior Managing Executive Officer of the Company (Overseeing High Performance Plastics segment) (to the present)</p> <p>Major concurrent position: Chairman of Sumitomo Bakelite Macau Co., Ltd.</p>	34,000
5	Kazuhiko Fujiwara (March 2, 1958)	<p>April 1980 Entered the Company</p> <p>June 2009 Executive Officer of the Company</p> <p>April 2013 Managing Executive Officer of the Company</p> <p>June 2014 Director, Managing Executive Officer of the Company (Overseeing Films & Sheets Div.; In charge of Films & Sheets Research Laboratory, Medical Products Business Div., S-BIO Business Div., P-Plus Development Dept. and Amagasaki Plant) (to the present)</p>	42,000
6	New Masayuki Inagaki (July 27, 1959)	<p>April 1982 Entered the Company</p> <p>June 2009 Executive Officer of the Company</p> <p>April 2013 Managing Executive Officer of the Company (General Manager of Corporate Production Management & Engineering Div.; General Manager of Corporate Engineering Center, Corporate Production Management & Engineering Div.; Plant Manager of Shizuoka Plant) (to the present)</p>	31,000
7	New Sumitoshi Asakuma (January 3, 1961)	<p>April 1985 Entered the Company</p> <p>June 2010 Executive Officer of the Company</p> <p>April 2014 Managing Executive Officer of the Company (Overseeing Corporate Research & Development Div., Kobe Facility Office, Circuitry with Optical Interconnection Business Development Dept., LIB Anode Material Business Development Dept. and Utsunomiya Plant; In charge of Electronics Device Materials Research Laboratory, Electronics Materials Business Segment Quality Managing Dept., Information & Telecommunication Materials Div. and L&Z Business Div.) (to the present)</p>	16,000

Candidate No.	Name (Date of birth)	Brief personal history, position and responsibility at the Company, and major concurrent position	Number of Company shares held
8	<p style="text-align: center;">New Outside Independent</p> <p>Hiroyuki Abe (October 9, 1936)</p>	<p>October 1977 Professor, School of Engineering, Tohoku University</p> <p>April 1993 Dean, Undergraduate School of Engineering/Graduate School of Engineering, Tohoku University</p> <p>November 1996 President of Tohoku University</p> <p>November 2002 Professor Emeritus of Tohoku University (to the present)</p> <p>June 2007 Corporate Auditor of the Company (to the present)</p>	0
9	<p style="text-align: center;">New Outside</p> <p>Ikuzo Ogawa (February 5, 1957)</p>	<p>April 1981 Entered Sumitomo Chemical Co., Ltd.</p> <p>April 2010 Executive Officer of Sumitomo Chemical Co., Ltd.</p> <p>April 2012 Managing Executive Officer of Sumitomo Chemical Co., Ltd. (to the present)</p> <p>Major concurrent position: Managing Executive Officer of Sumitomo Chemical Co., Ltd.</p>	0

Notes: 1. A Candidate with an asterisk (*) by his company name in the “Brief personal history, position and responsibility at the Company, and major concurrent position” doubles as a representative director of the company concerned. The said company also engages in business transactions within similar category of the Company, and handles business transactions with the Company.

2. No conflict of interests exists between the Company and the candidates other than the candidate stated in 1. above.

3. Mr. Hiroyuki Abe and Mr. Ikuzo Ogawa are candidates for Outside Director.

4. The reasons why we have selected the candidates for Outside Director and the reasons why we have judged that they can appropriately perform duties as Outside Director

As for Mr. Hiroyuki Abe, we propose to appoint him as Outside Director, as we would like to utilize his expertise, extensive experience and wide range of insight as a university professor for the management of the Company. Mr. Abe is currently Outside Corporate Auditor of the Company and his term in office will be eight (8) years upon the conclusion of this ordinary general meeting of shareholders.

As for Mr. Ikuzo Ogawa, he is currently overseeing research activities of Sumitomo Chemical Co., Ltd. as its Managing Executive Officer, and has worked mainly in research at the company. We therefore propose to appoint him as Outside Director of the Company, as we would like to utilize his knowledge and experience from corporate activities for the management of the Company.

5. If the appointment of Mr. Hiroyuki Abe and Mr. Ikuzo Ogawa are approved, the Company will enter into an agreement with the said candidates pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit liability, as provided for in Article 423, Paragraph 1 of the Companies Act, to the amount stipulated in applicable laws and regulations.

6. The Company has determined Mr. Hiroyuki Abe to be independent based on the “Criteria for Independence of Directors and Corporate Auditors” stipulated by the Company. Further, Mr. Abe is submitted to Tokyo Stock Exchange, Inc. as an independent officer.

Proposal No. 4 Election of four (4) Corporate Auditors and one (1) Substitute Corporate Auditor

All of the four (4) Corporate Auditors will complete their terms of office the conclusion of this meeting. Accordingly, we propose that you elect the following four (4) Corporate Auditors.

In addition, we propose that, preparing for deficiency in the legal number of corporate auditors, you elect one Substitute Corporate Auditor in advance. Also, we propose that, limiting to the period prior to the assumption of office, the appointment of Substitute Corporate Auditor may be effectively withdrawn by the resolution of the Board of Directors after obtaining an approval of the Board of Corporate Auditors.

The Board of Corporate Auditors has given prior consent to the submission of this proposal.

The candidates for Corporate Auditors and Substitute Corporate Auditor are as follows:

<Candidates for Corporate Auditors>

Candidate No.	Name (Date of birth)	Brief personal history and position at the Company, and major concurrent position	Number of Company shares held
1	New Tamotsu Yahata (May 26, 1948)	April 1971 Entered Sumitomo Chemical Co., Ltd. June 2004 Resigned from Sumitomo Chemical Co., Ltd. Executive Officer of the Company June 2005 Managing Director of the Company June 2006 Director, Senior Managing Executive Officer of the Company June 2009 Director, Executive Vice President of the Company June 2015 Director of the Company (to the present)	55,000
2	New Takao Akasaka (January 23, 1953)	April 1975 Entered Sumitomo Chemical Co., Ltd. April 2007 General Manager of Internal Control Promotion Office, Sumitomo Chemical Co., Ltd. June 2009 Full-time Corporate Auditor of Sumitomo Chemical Co., Ltd. (to the present; scheduled to leave office on June 23, 2015) June 2011 Outside Corporate Auditor of Sumitomo Seika Chemicals Co., Ltd. (to the present; scheduled to leave office on June 25, 2015)	3,000

Candidate No.	Name (Date of birth)	Brief personal history and position at the Company, and major concurrent position	Number of Company shares held
3	<p style="text-align: center;">New Outside Independent</p> <p>Kazuo Matsuda (November 11, 1948)</p>	<p>April 1971 Entered The Fuji Bank Limited (currently, Mizuho Bank, Ltd.)</p> <p>February 1988 First Vice President of Fuji International Finance, London (currently, Mizuho International plc)</p> <p>October 1994 Director of Fuji Securities Co., Ltd. (currently, Mizuho Securities Co., Ltd.)</p> <p>June 1995 Managing Director of Fuji Securities Co., Ltd.</p> <p>June 1996 Senior Managing Director of Fuji Securities Co., Ltd.</p> <p>May 1997 General Manager of Kabutocho Branch of The Fuji Bank Limited (currently, Mizuho Bank, Ltd.)</p> <p>April 2000 Senior Managing Executive Officer of Fuji Securities Co., Ltd. (currently, Mizuho Securities Co., Ltd.)</p> <p>October 2000 Managing Executive Officer of Mizuho Securities Co., Ltd.</p> <p>December 2002 Senior General Manager of Mizuho Securities Co., Ltd.</p> <p>May 2003 Senior General Manager of NSK Ltd.</p> <p>June 2004 Executive Officer of NSK Ltd.</p> <p>June 2006 Senior Vice President of NSK Ltd.</p> <p>June 2008 Executive Vice President of NSK Ltd.</p> <p>June 2009 Director, Representative Executive Officer and Executive Vice President of NSK Ltd.</p> <p>June 2011 Special Adviser of NSK Ltd. (to the present)</p> <p>Major concurrent position: Special Adviser of NSK Ltd. Full-time Corporate Auditor of NSK-Warner K.K. Outside Corporate Auditor of Daido Metal Co., Ltd.</p>	0
4	<p style="text-align: center;">New Outside Independent</p> <p>Junji Tomita (March 24, 1948)</p>	<p>April 1977 Lawyer registration Entered Nagano Law Office (to the present)</p> <p>Major concurrent position: Outside Corporate Auditor of Mugen Estate Co., Ltd.</p>	0

- Notes:
1. No conflict of interests exists between the Company and the candidates.
 2. Mr. Kazuo Matsuda and Mr. Junji Tomita are candidates for Outside Corporate Auditor.
 3. The reasons why we have selected the candidates for Outside Corporate Auditor and the reasons why we have judged that they can appropriately perform duties as Outside Corporate Auditor
As for Mr. Kazuo Matsuda, we propose to appoint him as Outside Corporate Auditor as we would like to utilize for our audit his expertise concerning finances and accounting that he cultivated during his long tenure at a financial institution as well as his extensive experience and broad insight as a management executive.
As for Mr. Junji Tomita, we propose to appoint him as Outside Corporate Auditor, as we would like to utilize for our audit his specialist viewpoint as a lawyer, as well as his considerable insight on

business management given his extensive knowledge of corporate legal affairs.

4. NSK Ltd., where Mr. Kazuo Matsuda served as Director from June 2009 to June 2011, was subject to on-site investigation by the Japan Fair Trade Commission in July 2011 for a suspected violation of the Antimonopoly Act of Japan regarding sales of bearing products. Subsequently, the Tokyo District Court fined NSK Ltd. in February 2013, and the Japan Fair Trade Commission issued a cease-and-desist order and administrative surcharge payment order to the company in March 2013. In addition, NSK Ltd. and its subsidiaries were subject to investigation by the authorities of various countries in relation to fair competition laws. The companies entered into a plea agreement with the U.S. Department of Justice in September 2013, which included the payment of fines, and was ordered to make penalty and other payments by the authorities or the courts of Canada in January, Europe in March, Australia and Singapore in May, and China in August of 2014. Furthermore, the Korea Fair Trade Commission determined in November 2014 that there was conduct constituting a violation of the Korean antimonopoly laws, and the Japan Fair Trade Commission determined in September 2014 that there was conduct on the part of Amatsuji Steel Ball Mfg. Co., Ltd., a subsidiary of NSK Ltd., constituting a violation of the Antimonopoly Act. However, the companies concerned were exempted from surcharges or any other remedial order as a result of fully cooperating with investigations by the authorities. The business activities of NSK Ltd. during Mr. Matsuda's term in offices were included in the activities subject to administrative measures, sentencing and other actions taken by the relevant authorities or the courts of Japan, the United States, Canada, Europe, Australia, Singapore, Korea and China. There also is the possibility that business activities during Mr. Matsuda's term in office are subject to ongoing investigations by relevant authorities.
5. If the appointment of Mr. Kazuo Matsuda and Mr. Junji Tomita are approved, the Company will enter into an agreement with the said candidates pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act to limit liability, as provided for in Article 423, Paragraph 1 of the Companies Act, to the amount stipulated in applicable laws and regulations. Further, if the appointment of Mr. Takao Akasaka is approved, the Company will enter into a liability limitation agreement, same as those with Mr. Matsuda and Mr. Tomita, subject to the approval of Proposal No. 2 "Partial Amendments to the Company's Articles of Incorporation" as is.
6. The Company has determined Mr. Kazuo Matsuda and Mr. Junji Tomita to be independent based on the "Criteria for Independence of Directors and Corporate Auditors" stipulated by the Company. Further, Mr. Matsuda and Mr. Tomita are submitted to Tokyo Stock Exchange, Inc. as independent officers.

<Candidate for Substitute Corporate Auditor>

Candidate No.	Name (Date of birth)	Brief personal history and position at the Company, and major concurrent position	Number of Company shares held
5	<div style="border: 1px solid black; padding: 2px; display: inline-block;">Outside</div> <div style="border: 1px solid black; padding: 2px; display: inline-block;">Independent</div> Yoshiko Koizumi (September 25, 1943)	April 1972 Lawyer registration January 1980 Partner of Masuda Ejiri Law Firm (currently, Nishimura & Asahi) January 2008 Counsel of Nishimura & Asahi April 2009 Partner of City-Yuwa Partners (to the present)	0

- Notes: 1. No conflict of interests exists between the Company and the candidate.
2. Ms. Yoshiko Koizumi is a candidate for Outside Corporate Auditor.
3. The reasons why we have elected a candidate for Substitute Corporate Auditor and the reasons why we have judged that she can appropriately perform the duties as Outside Corporate Auditor
 As for Ms. Yoshiko Koizumi, we propose to appoint her as Substitute Corporate Auditor, as we would like to utilize for our audit her specialist viewpoint as a lawyer and wide range of insight relating to management.
4. If the Substitute Corporate Auditor assumes the office of Outside Corporate Auditor upon approval of this proposal, pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act, the Company intends to enter into an agreement with Ms. Yoshiko Koizumi to limit liability as provided for in Article 423, Paragraph 1 of the Companies Act and the maximum amount of liability shall be the

amount stipulated in applicable laws and regulations.

5. The Company has determined Ms. Koizumi to be independent based on the “Criteria for Independence of Directors and Corporate Auditors” stipulated by the Company. Further, Ms. Koizumi satisfies the requirements of independent officers stipulated by Tokyo Stock Exchange, Inc.

(Reference)

The Company has stipulated the criteria on the independence of Directors and Corporate Auditors as follows for the determination of their independence.

Criteria for Independence of Directors and Corporate Auditors

The criteria determining the independence of Directors and Corporate Auditors shall be as follows:

1. A Director or a Corporate Auditor shall satisfy the requirements for an outside officer as stipulated by the Companies Act and shall not fall under any of the following in order to be deemed independent.
 - (1) A major business partner of the Company (within the past five (5) years)
 - An individual whose business accounts for 2% or more of the Company's annual consolidated net sales for the most recent fiscal year (in the case of a corporation or a group, an executive officer thereof (including an adviser or any other corporate officer)).
 - In the case of an individual who has left the position as an executive officer of a major business partner, an individual with less than five (5) years since his/her departure from office.
 - In the case of an individual whose major business partner is the Company, determination shall be made based on the actual business status.
 - (2) Attorneys, certified public accountants, tax accountants, and other consultants and professionals
 - An individual who is receiving an annual amount of 10 million yen or more from the Company in money or any other property benefit other than Director's or Corporate Auditor's compensations (including any individual belonging to a group such as a law firm, an audit corporation, a tax accounting firm, a consulting firm, or any other corporation or association).
 - An individual receiving an annual amount of 10 million yen or more from the Company in donation or subsidy (including a board member or any other executive officer of a corporation, association or any other group).
 - (3) Major Shareholders
 - An individual whose shares account for 10% or more of the voting rights (in the case of a corporation or a group, an executive officer thereof (including an adviser or any other corporate officer)).
 - An individual who was an executive officer of an aforementioned corporation or any other group during the past five (5) years.
 - (4) Relatives
 - A spouse, or a second-degree or a closer relative of an executive officer of the Company group.
 - The independence of the spouse, or the second-degree or the closer relative of an individual falling under any of (1) through (3) shall be determined based on the actual situation.
2. When there are doubts concerning independence due to attributes other than those listed in 1. above, the Board of Directors shall determine independence on a case-by-case basis.