

Please note that this is an English translation of the original Notice of the Resolution which is written in Japanese; therefore, in the event of any conflict between the Japanese original and this English translation, the Japanese original shall be controlling in all respects.

(TSE Code 4185)

June 21, 2013

Dear Shareholders,

Notice of the Resolution of the 68th Ordinary General Meeting of Shareholders

of

JSR Corporation

We are pleased to inform you that the following items were reported and resolved at the 68th Ordinary General Meeting of Shareholders of JSR Corporation held on June 21, 2013 (“the Meeting”):

Sincerely,

Mitsunobu Koshiba
Representative Director and President
JSR Corporation
1-9-2, Higashi-Shinbashi,
Minato-ku, Tokyo

1. Matters to be Reported

Each of the following items was duly reported at the Meeting:

- (1) Business Report, Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2012 to March 31, 2013) and Audit Report thereon by the Accounting Auditors and the Board of Corporate Auditors
- (2) Non Consolidated Financial Statements for the 68th Fiscal Term (from April 1, 2012 to March 31, 2013)

2. Matters to be Resolved

Proposal 1. Appropriation of Surplus

The Meeting resolved and duly approved the proposal as presented.

17 yen per share was approved as the year end dividend.

As a result, annual dividend for the fiscal year will be 34 yen per share when combined with the interim dividend.

Proposal 2. Election of Seven (7) Directors

The Meeting resolved and approved the proposal as presented.

Messrs. Mitsunobu Koshiba, Hozumi Sato, Yoshinori Yoshida, Hayato Hirano, Takuya Goto, Michio Kariya and Kazunori Yagi were appointed as Directors of the Company.

Proposal 3. Election of One(1) Corporate Auditor

The Meeting resolved and duly approved the proposal amended and presented as “Election of one (1) Corporate Auditor” reflecting withdrawal by the Company of Mr. Yasumi Kawasaki from the candidates for the election of Corporate Auditors after receiving a notice from Mr. Yasumi Kawasaki expressing his intention to decline to assume the office of a Corporate Auditor even if elected at the Meeting.

Mr. Hiroichi Uekusa was appointed as a Corporate Auditor. Mr. Hiroichi Uekusa is, for your reference, an Outside Corporate Auditor.

Proposal 4. Election of One (1) Substitute Corporate Auditor⁷

The Meeting resolved and duly approved the proposal as presented.

Mr. Makoto Doi was appointed as a Substitute Corporate Auditor of the Company.

Proposal 5. Payment of Bonuses to Directors

The Meeting resolved and duly approved the proposal as presented.

The Company will pay bonuses in a total amount for ¥ 49 million to five (5) Directors other than Outside Directors incumbent as of the end of the 68th Fiscal Term.

Proposal 6. Partial amendments to the conditions for exercising stock option rights granted to Directors as remuneration

The Meeting resolved and duly approved the proposal as presented.

The following are the changes approved by the Meeting.

Details of stock acquisition rights (Current)	Details of stock acquisition rights (after amendment)
(6) Other conditions for the exercise of stock acquisition rights; 1) The holders of stock acquisition rights may only exercise the rights on or after the date immediately following the date when they serve as neither Directors nor Officers of the Company (“commencement date of the exercise period”)	(6) Other conditions for the exercise of stock acquisition rights; 1) The holders of stock acquisition rights may only exercise the rights on or after the date whichever comes earlier (“commencement date of the exercise period”) of either: i) the date immediately following the date when they serve as neither Directors nor Officers of the Company; or ii) the date immediately following the date three (3) years after the allotment date of the stock acquisition rights in question.

Details of stock acquisition rights (Current)	Details of stock acquisition rights (after amendment)
<p>2) Notwithstanding the preceding paragraph 1), the holders of stock acquisition rights may only exercise them during the period set out respectively in i) or ii) below:</p> <p>i) from 19 years and two days after the issuing date to the expiry date of the exercise period if the holders of stock acquisition rights have not exercised their rights by the day 19 years after the day following the issuing date.</p> <p>ii) If the general meeting of shareholders of the Company approves a proposal concerning a merger agreement, in which the Company is the non-surviving party, or a share exchange agreement in which the Company becomes a fully-owned subsidiary, or a proposal concerning share transfer, in such an event within 15 days of the day of such approval.</p>	<p>2) Notwithstanding the preceding paragraph (6) 1), the holders of stock acquisition rights may exercise the rights within 15 days after the date when the general meeting of shareholders of the Company approves a proposal concerning a merger agreement, in which the Company is the non-surviving party, a share exchange agreement, in which the Company becomes a fully-owned subsidiary, or a proposal concerning share transfer.</p>
<p>3) Each stock acquisition right shall not be partially exercised.</p>	<p>3) (Same as current one)</p>
<p>4) Other conditions of exercising stock acquisition rights shall be resolved at the meeting of the Board of Directors in which the terms and conditions for issuing stock acquisition rights are determined.</p>	<p>4) (Same as current one)</p>

Upon the resolution of the meeting of Board of the Directors of the Company held immediately after the Meeting, the following representative directors were appointed and assumed the office:

Representative Director
Representative Director

Mitsunobu Koshiba
Hozumi Sato

Upon the resolution of the meeting of Board of the Corporate Auditors held immediately after the Meeting, Mr. Shoichi Kataoka was appointed as Full-time Corporate Auditor and assumed the office.

As a result, the following are the Directors, Corporate Auditors and Officers of the Company;

1. Directors:

Representative Director and President	Mitsunobu Koshiba
Representative Director and Executive Vice President	Hozumi Sato
Director and Executive Advisor	Yoshinori Yoshida *
Director and Officer	Hayato Hirano
Director	Takuya Goto**
Director	Michio Kariya**
Director	Kazunori Yagi**

* Denotes the Director who chairs meetings of the Board of Directors.

** Denotes an Outside Director.

2. Corporate Auditors

Full-time Corporate Auditor	Shoichi Kataoka
Corporate Auditor	Kenji Ito *
Corporate Auditor	Hiroichi Uekusa *

*Denotes an Outside Corporate Auditor.

3. Officers

Executive Vice President	Hozumi Sato *
Managing Officer	Koichi Kawasaki
Managing Officer	Hisao Hasegawa
Managing Officer	Yasuhisa Nagahiro
Senior Officer	Atsushi Kumano
Senior Officer	Nobuo Kawahashi
Senior Officer	Kazuyoshi Nakazawa
Officer	Takatoshi Nagatomo
Officer	Takeshi Sugimoto
Officer	Tsuyoshi Watanabe
Officer	Hayato Hirano *
Officer	Katsuya Inoue
Officer	Fumio Tsutsumi
Officer	Kazumasa Yamawaki
Officer	Eric Johnson
Officer	Eiichi Kobayashi
Officer	Makoto Doi
Officer	Takao Shimizu
Officer	Tsutomu Shimokawa
Officer	Yoshio Shiota

* Donates an Officer concurrently serves as a Director.