

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 17, 2014

Dear Shareholders,

**Notice of the Resolution of the 69th Ordinary General Meeting of Shareholders**

**of**

**JSR Corporation**

We are pleased to inform you that the following items were reported and resolved at the 69th Ordinary General Meeting of Shareholders of JSR Corporation held on June 17, 2014 (“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 69th Fiscal Term (from April 1, 2013 to March 31, 2014) and Audit Reports thereon by the Accounting Auditors and Audit & Supervisory Board (formerly translated as “the Board of Corporate Auditors” ) \*
- (2) Non-Consolidated Financial Statements for the 69th Fiscal Term (from April 1, 2013 to March 31, 2014)

**2. Matters to be Resolved**

**Proposal 1**

**Appropriation of Surplus**

The Meeting resolved and duly approved the proposal as presented.

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

As a result, annual dividend for the fiscal year will be 38 yen per share when combined with the interim dividend.

**Proposal 2**

**Election of Seven (7) Directors**

The Meeting resolved and duly approved the proposal as presented.

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

### **Proposal 3**

#### **Election of One (1) Audit & Supervisory Board Member (formerly translated as "Corporate Auditor") \***

The Meeting resolved and duly approved the proposal as presented.

Ms. Hisako Kato was appointed as an Audit & Supervisory Board Member. Ms. Hisako Kato is, for your reference, an Outside Audit & Supervisory Board Member.

### **Proposal 4**

#### **Election of Two (2) Substitute Audit & Supervisory Board Members (formerly translated as "Substitute Corporate Auditors") \***

The Meeting resolved and duly approved the proposal as presented.

Mr. Makoto Doi was appointed as a Substitute Audit & Supervisory Board Member for Mr. Shoichi Kataoka, an Audit & Supervisory Board Member and Mr Sotaro Mori was appointed as a Substitute Audit & Supervisory Board Member for each of Mr. Hiroichi Uekusa and Ms. Hisako Kato, Outside Audit & Supervisory Board Members.

### **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 ¥ 31 million to five (4) Directors other than Outside Directors incumbent as of the end of the 69th Fiscal Term.

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	Mitsunobu Koshiba
Representative Director	Hozumi Sato

Upon the resolution of the meeting of Audit & Supervisory Board (formerly translated as "Board of Corporate Auditors") \* held immediately after the Meeting, Mr. Shoichi Kataoka was appointed as Full-time Audit & Supervisory Board Member and assumed the office.

\* Note: Please note that the Company changed, in accordance with the recommendation from Japan Audit & Supervisory Board Member Association, the expression used for the English translation as detailed below effective from the closing of this Meeting

<u>Before change</u>	<u>After change</u>
Board of Corporate Auditors	Audit & Supervisory Board
Corporate Auditor(s)	Audit & Supervisory Board Member(s)
Substitute Corporate Auditor(s)	Substitute Audit & Supervisory Board Member(s)

As a result, the following are the Directors, Audit & Supervisory Board Members and Officers of the Company;

**1. Directors:**

Representative Director and President	Mitsunobu Koshiba
Representative Director and Executive Vice President	Hozumi Sato *
Director and Managing Officer	Hisao Hasegawa
Director and Senior 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. Audit & Supervisory Board Members**

Full-time Audit & Supervisory Board Member	Shoichi Kataoka
Audit & Supervisory Board Member	Hiroichi Uekusa *
Audit & Supervisory Board Member	Hisako Kato *

\* Denotes an Outside Audit & Supervisory Board Member.

**3. Officers**

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

\* Donates an Officer concurrently serves as a Director.

## **Payment of Dividend**

Please receive the dividend for the 69th Fiscal Year to be paid out during the pay-out period commencing on June 18, 2014 and ending on July 18, 2014 at your nearby branch or local office of Japan Post Bank or post office (bank agent) in accordance with instructions in the enclosed *Receipt of Year-end Dividend* (“Dividend Receipt”).

Please refer to the enclosed *Payment Statement for the Year-end Dividend* (“Payment Statement”) and *Bank Account Information for Receipt of the Dividend* if you have already designated a specific account to which we should transfer the dividend.

Please also refer to the enclosed Payment Statement and *Information as to how to Receive the Dividend* if you have already designated the newly introduced dividend receiving method in which dividend are distributed to each of your accounts in proportion to the numbers of the shares held at the accounts.

We are enclosing Payment Statement to shareholders who receive dividends by using Dividend Receipt as well. The Payment Statement may be used not only as a future reference to the amount for the dividend but also as a supporting document for filing tax return. Please keep the Payment Statement in a safe place if you are to file a tax return.