

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, 2016

Dear Shareholders,

**Notice of the Resolution of the 71st Ordinary General Meeting of Shareholders
of
JSR Corporation**

We are pleased to inform you that the following items were reported and resolved at the 71st Ordinary General Meeting of Shareholders of JSR Corporation held on June 17, 2016 (“the Meeting”):

Sincerely,

Mitsunobu Koshiha
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 71st Fiscal Term (from April 1, 2015 to March 31, 2016) and Audit Reports thereon by the Accounting Auditors and Audit & Supervisory Board
- (2) Non-Consolidated Financial Statements for the 71st Fiscal Term (from April 1, 2015 to March 31, 2016)

To Shareholders holding no more than 100 shares of the Company;
Enclosed please find “Notice of Convening the 71st Ordinary General Meeting of Shareholders of JSR Corporation” sent to shareholders holding 100 or more shares, which is a replacement for “The Business Report and Consolidated Financial Statement for the 71st Fiscal Term” to be sent to the shareholders holding no more than 100 shares.

2. Matters to be Resolved

Proposal 1 Appropriation of Surplus

The Meeting resolved and duly approved the proposal as presented.

¥25 per share was approved as the year end dividend.

As a result, annual dividend for the fiscal year will be ¥50 per share when combined with the interim dividend.

Proposal 2 Partial Modification of Articles of Incorporation

The Meeting resolved and duly approved the proposal as presented.

Articles of Incorporation were modified as described below; (modified parts are underlined)

Before Modification	After Modification
<p>(Purposes) Article 2. The purposes of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacture, process and sale of the following products: <ol style="list-style-type: none"> (1) Synthetic rubbers, plastics and other chemical industrial products; (2) Raw materials for synthetic rubbers, plastics and other chemical industrial products; (3) Optical electronics devices, information equipment, physical-chemical instruments, medical equipment, power generation and storage devices and parts, components and materials of all items of foregoing; (4) Materials for civil engineering, housing, and packaging; (5) Materials, equipment and other products for environment improvement, health and safety; (6) Audio and visual disks and software; (7) <u>Foodstuffs</u> and medical products; 2. <u>Licensing</u>, technical assistance, research and consulting for the businesses listed in the paragraph 1 above; 3. Design, manufacture and sale of facilities and machinery for chemical industry and design, implementation and management of civil engineering works; 4. Warehousing, cargo transportation via trucking, maintenance of vehicles; 5. Data processing services; 6. Sale, purchase and lease of real estate; 7. Financing and leasing; 8. Casualty insurance agency and life insurance solicitation; 9. Sale of office goods, appliances and daily miscellaneous goods; 10. All other business activities incidental to the foregoing. 	<p>(Purposes) Article 2. The purposes of the Company shall be to engage in the following businesses:</p> <ol style="list-style-type: none"> 1. Manufacture, process and sale of the following products: <ol style="list-style-type: none"> (1) Synthetic rubbers, plastics and other chemical industrial products; (2) Raw materials for synthetic rubbers, plastics and other chemical industrial products; (3) Optical electronics devices, information equipment, physical-chemical instruments, medical equipment, power generation and storage devices and parts, components and materials of all items of foregoing; (4) Materials for civil engineering, housing, and packaging; (5) Materials, equipment and other products for environment improvement, health and safety; (6) Audio and visual disks and software; (7) <u>Foodstuffs, medical products, quasi-drugs and other life science-related products, as well as the ingredients and intermediate products thereof;</u> 2. <u>Research and development</u>, assistance, <u>investigation</u> and consulting as well as licensing and technical assistance for the businesses listed in the paragraph 1 above; 3. Design, manufacture and sale of facilities and machinery for chemical industry and design, implementation and management of civil engineering works; 4. Warehousing, cargo transportation via trucking, maintenance of vehicles; 5. Data processing services, <u>verification and assistance with respect to management and accounting;</u> 6. Sale, purchase and lease of real estate; 7. Financing and leasing; 8. Casualty insurance agency and life insurance solicitation; 9. Sale of office goods, appliances and daily miscellaneous goods; 10. All other business activities incidental to the foregoing.

<p>(Agreements with <u>Outside Corporate Auditors</u> for Limiting Liabilities) Article 31. The Company may enter into an agreement with each of the <u>Outside Corporate Auditors</u> to the effect that any liabilities of such <u>Outside Corporate Auditor</u> under Paragraph 1 of Article 423 of the Companies Act shall be limited to an amount set by applicable laws and regulations; provided that such <u>Outside Corporate Auditor</u> must have acted in good faith and without gross negligence in performing his/her duties.</p>	<p>(Agreements with <u>Audit & Supervisory Board Members</u> for Limiting Liabilities) Article 31. The Company may enter into an agreement with each of the <u>Audit & Supervisory Board Members</u> to the effect that any liabilities of each <u>Audit & Supervisory Board Members</u> under Paragraph 1 of Article 423 of the Companies Act shall be limited to an amount set by applicable laws and regulations; provided that such <u>Audit & Supervisory Board Member</u> must have acted in good faith and without gross negligence in performing his/her duties.</p>
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Note: The Company has changed the English reference of “Corporate Auditor” to “Audit & Supervisory Board Member”.

Proposal 3 Election of Eight (8) Directors

The Meeting resolved and duly approved the proposal as presented.

Messrs. Mitsunobu Koshiha, Hozumi Sato, Koichi Kawasaki, Nobuo Kawahashi, Takao Shimizu, Kazunori Yagi, Yuzuru Matsuda, and Shiro Sugata were appointed as Directors of the Company.

Proposal 4 Election of One (1) Audit & Supervisory Board Member

The Meeting resolved and duly approved the proposal as presented.

Mr. Atsushi Kumano was appointed as an Audit & Supervisory Board Member of the Company.

Proposal 5 Election of Two (2) Substitute Audit & Supervisory Board Members

The Meeting resolved and duly approved the proposal as presented.

Mr. Makoto Doi was appointed as a Substitute Audit & Supervisory Board Member for Mr. Atsushi Kumano, 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 6 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 ¥21 million to four (4) Directors other than Outside Directors incumbent as of the end of the 71st 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:

Chairman and Director
Representative Director
Representative Director

Hozumi Sato
Mitsunobu Koshiha
Koichi Kawasaki

Upon the resolution of the meeting of Audit & Supervisory Board held immediately after the Meeting, Mr. Atsushi Kumano was appointed as Full-time Audit & Supervisory Board Member and assumed the office.

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

1. Directors:

Chairman and Director	Hozumi Sato *
Representative Director and President	Mitsunobu Koshiba
Representative Director and Senior Managing Officer	Koichi Kawasaki
Director and Managing Officer	Nobuo Kawahashi
Director and Senior Officer	Takao Shimizu
Director	Kazunori Yagi **
Director	Yuzuru Matsuda **
Director	Shiro Sugata **

* 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	Atsushi Kumano
Audit & Supervisory Board Member	Hiroichi Uekusa *
Audit & Supervisory Board Member	Hisako Kato *

* Denotes an Outside Audit & Supervisory Board Member.

3. Officers

Senior Managing Officer	Koichi Kawasaki*
Managing Officer	Nobuo Kawahashi*
Managing Officer	Hayato Hirano
Managing Officer	Katsuya Inoue
Senior Officer	Takatoshi Nagatomo
Senior Officer	Takeshi Sugimoto
Senior Officer	Eric Johnson
Senior Officer	Takao Shimizu*
Senior Officer	Tsuyoshi Watanabe
Senior Officer	Kazumasa Yamawaki
Senior Officer	Makoto Doi
Officer	Eiichi Kobayashi
Officer	Hiroaki Nemoto
Officer	Yoichi Mizuno
Officer	Kiichiro Kamiya
Officer	Mika Nakayama
Officer	Yoshikazu Yamaguchi
Officer	Koichi Saeki
Officer	Kazushi Abe
Officer	Seiji Takahashi
Officer	Yasufumi Fujii

* Donates an Officer concurrently serves as a Director.

Payment of Dividend

Please receive the dividend for **the 71st Fiscal Year** to be paid out during the pay-out period commencing on June 20 2016 and ending on July 20, 2016 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.