

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 18, 2019

Dear Shareholders,

**Notice of the Resolution of the 74th Ordinary General Meeting of Shareholders
of
JSR Corporation**

We are pleased to inform you that the following items were reported and resolved at the 74th Ordinary General Meeting of Shareholders of JSR Corporation held on June 18, 2019 (“the Meeting”):

Sincerely,

Eric Johnson
Representative Director, CEO
JSR Corporation
1-9-2, Higashi-Shinbashi,
Minato-ku, Tokyo

1. Matters to be Reported

The following items were duly reported at the Meeting:

- (1) Business Report, Consolidated Financial Statements for the 74th Fiscal Term (from April 1, 2018 to March 31, 2019) and Audit Report thereon by the Accounting Auditors and Audit & Supervisory Board
- (2) Non-Consolidated Financial Statements for the 74th Fiscal Term (from April 1, 2018 to March 31, 2019)

To Shareholders holding no more than 100 shares of the Company;

Enclosed please find “Notice of Convening the 74th 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 74th 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.

¥30 per share was approved as the year end dividend.

As a result, annual dividend for the fiscal year will be ¥60 per share when combined with the interim dividend.

Proposal 2. Partial amendment to the Articles of Incorporation

The Meeting resolved and duly approved the proposal as presented.

The Articles of Incorporation of the Company were partially amended as described below;

Current Articles of Incorporation	Approved amendments to Articles of Incorporation
<p>(Representative Directors and other Directors with Special Assignments) Article 21. The Board of Directors shall appoint by its resolution one (1) or more Representative Director(s) Representative Director(s) shall (respectively) represent the Company and execute affairs of the Company in accordance with the resolution of the Board of Directors. 2. The Board of Directors shall appoint by its resolution the President and may appoint one (1) Chairperson of the Board of Directors.</p>	<p>(Representative Directors and other Directors with Special Assignments) Article 21. The Board of Directors shall appoint by its resolution one (1) or more Representative Director(s) Representative Director(s) shall (respectively) represent the Company and execute affairs of the Company in accordance with the resolution of the Board of Directors. 2. The Board of Directors shall appoint by its resolution the President. <u>The Board of Directors may also appoint each of one (1) Chairperson of the Board of Directors, one (1) CEO (Chief Executive Officer) and one (1) COO (Chief Operating Officer).</u></p>
<p>(The Person who Convenes and Chairs Meeting of the Board of Directors and the Notice of Convocation) Article 23. The Chairperson shall convene and chair a meeting of the Board of Directors. In the event that the Chairperson is unable to convene and/or chair the meeting of the Board of Directors or that the Company does not have the Chairperson, the Director, other than the President, designated in accordance with the order set by the Board of Directors in advance shall assume the responsibility to convene and/or chair the meeting. 2. Notice of any meetings of Board of Directors shall be given to each of the Directors and Audit & Supervisory Board Members not less than five (5) days prior to the date of the meeting; provided, however, in the inevitable event of emergency such period may be shortened.</p>	<p>(The Person who Convenes and Chairs Meeting of the Board of Directors and the Notice of Convocation) Article 23. The Chairperson shall convene and chair a meeting of the Board of Directors. In the event that the Chairperson is unable to convene and/or chair the meeting of the Board of Directors or that the Company does not have the Chairperson, the Director, other than <u>the CEO (Chief Executive Officer), the President and the COO (Chief Operating Officer)</u>, designated in accordance with the order set by the Board of Directors in advance shall assume the responsibility to convene and/or chair the meeting. 2. Notice of any meetings of Board of Directors shall be given to each of the Directors and Audit & Supervisory Board Members not less than five (5) days prior to the date of the meeting; provided, however, in the inevitable event of emergency such period may be shortened.</p>

Proposal 3. Election of nine (9) Directors

The Meeting resolved and duly approved the proposal as presented.

Messrs. Eric Johnson, Nobuo Kawahashi, Mitsunobu Koshiha, Koichi Kawasaki, Hideki Miyazaki, Yuzuru Matsuda, Shiro Sugata, Tadayuki Seki and Manabu Miyasaka were appointed as Directors of the Company and assumed the office.

Four (4) Directors, Messrs. Matsuda, Sugata, Seki, and Miyasaka are Outside Directors.

Proposal 4. 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. Akira Chiba was appointed as an Outside Substitute Audit & Supervisory Board Member for each of Ms. Hisako Kato and Mr. Sumio Moriwaki, Outside Audit & Supervisory Board Members.

Proposal 5. Revision of the maximum amount of remuneration for Directors

The Meeting resolved and duly approved the proposal as presented and the following revisions would be made in relation to the maximum amount of remunerations for Directors;

- (1) The Company may revise the maximum amount of Basic Remuneration paid to Directors from the current amount of JPY 30 million per month to JPY 60 million per month (including Basic Remuneration for Outside Directors of JPY 10 million).
- (2) The Company may revise the maximum amount of Annual Bonus to be paid to its Directors other than Outside Directors (“Eligible Directors”) from the current amount of JPY 216 million per year to JPY 432 million per year while it maintains the other conditions in a same manner as those in the Proposal 6 approved at its 72nd AGM.
- (3) The Company may revise the maximum amount of the Mid-term Performance-linked Bonus to be paid to Eligible Directors from the current amount of JPY 270 million per year to JPY 540 million per year while it maintain other conditions in a same manner as those in the Proposal 5 approved at its 70th AGM.
- (4) The Company may revise the maximum amount of the remuneration for issuing Restricted Stock Shares from the current amount of JPY 100 million per year to JPY 200 million per year, and to revise the total number of ordinary shares of the Company issued or allotted under this framework from not more than 100,000 shares per year to not more than 200,000 shares per year while it maintains other conditions in a same manner as those in the Proposal 7 approved at its 72nd AGM.

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, CEO	Eric Johnson
Representative Director, President and COO	Nobuo Kawahashi
Representative Director, Chairman	Mitsunobu Koshiba

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:

Representative Director, CEO and President	Eric Johnson
Representative Director, President and COO	Nobuo Kawahashi
Representative Director, Chairman	Mitsunobu Koshiba*
Director and Senior Managing Officer	Koichi Kawasaki
Director and Managing Officer	Hideki Miyazaki
Director	Yuzuru Matsuda **
Director	Shiro Sugata **
Director	Tadayuki Seki **
Director	Manabu Miyasaka**

* 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	Hisako Kato *
Audit & Supervisory Board Member	Sumio Moriwaki *

* denotes an Outside Audit & Supervisory Board Member.

3. Officers

Senior Managing Officer	Koichi Kawasaki*
Managing Officer	Hayato Hirano
Managing Officer	Katsuya Inoue
Managing Officer	Hideki Miyazaki*
Managing Officer	Tadahiro Suhara
Senior Officer	Takao Shimizu
Senior Officer	Tsuyoshi Watanabe
Senior Officer	Kazumasa Yamawaki
Senior Officer	Makoto Doi
Senior Officer	Yoshikazu Yamaguchi
Senior Officer	Kazushi Abe
Officer	Eiichi Kobayashi

Officer	Yoichi Mizuno
Officer	Mika Nakayama
Officer	Koichi Saeki
Officer	Seiji Takahashi
Officer	Yasufumi Fujii
Officer	Mikio Yamachika
Officer	Tim Lowery
Officer	Koichi Hara
Officer	Jun-ichi Takahashi
Officer	Keisuke Wakiyama
Officer	Ichiko Shibuya
Officer	Toru Kimura

* denotes an Officer concurrently serves as a Director.

Payment of Dividend

Please receive the dividend for the 74th Fiscal Year to be paid out during the pay-out period commencing on June 19, 2019 and ending on July 19, 2019 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.