



June 27, 2014

To Whom It May Concern

6-1, Ohtemachi 2-chome, Chiyoda-ku, Tokyo
Shin-Etsu Chemical Co., Ltd.
Shunzo Mori, Representative Director / President
(Code No. 4063)
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Notification Concerning Continuation of the Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities at the Annual Meeting of Stockholders of Our Company

At the board of directors' meeting held on May 16, 2014, Shin-Etsu Chemical Co., Ltd. ("our company") decided to continue the "Handling Policy Toward Large-scale Purchase of Our Company's Shares and Other Securities" (the "Handling Policy"), which was scheduled to expire at the end of the 137th annual meeting of stockholders (the "Stockholders' Meeting") held today, conditional upon authorization by the stockholders present at the Stockholders' Meeting. We hereby give notice that the stockholders approved the continuation of the Handling Policy at the Stockholders' Meeting (4th Agenda Item).

Moreover, at the board of directors' meeting held after the close of the Stockholders' Meeting, the four individuals named in the attachment were appointed as members of the Independent Committee prescribed in the Handling Policy.

For details of the Handling Policy, please see the press release dated May 16, 2014 entitled "Notification of Continuation of Handling Policy (Anti-takeover Defensive Plan) Toward Large-scale Purchase of Our Company's Shares and Other Securities" (available on our homepage <http://www.shinetsu.co.jp/>).

Based on the recent approval given by the stockholders, our company will continue to strive to maintain and improve our corporate value and/or the common interests of our company's stockholders.

Names and Brief Personal Histories of Members of Independent Committee

Toshihiko Fukui

Date of Birth: September 7, 1935

April, 1958 Joined the Bank of Japan
December, 1994 Deputy Governor of the above
March, 2003 Governor of the above
June, 2009 Outside Director of our company (to date)

Hiroshi Komiyama

Date of Birth: December 15, 1944

July, 1988 Professor, School of Engineering, The University of Tokyo
April, 2000 Dean of the Graduate School of Engineering, Dean of the School of Engineering,
The University of Tokyo
April, 2005 President of National University Corporation, The University of Tokyo
June, 2010 Outside Director of our company (to date)

Masashi Kaneko

Date of Birth : March 2, 1939

October, 2001 Representative Director, Chairman and President of Nikko Cordial Corporation
June, 2005 Director and Chairman of the Board of Executive Officers of the above
June, 2006 Outside Director of our company (to date)

Tsuyoshi Miyazaki

Date of Birth : December 16, 1931

March, 1990 Representative Director and President of Mitsubishi Logistics Corporation
June, 1998 Representative Director and Chairman of the above
June, 2003 Counselor of the above (to date)
June, 2007 Outside Director of our company (to date)

(Note) The above members have been reported to the Tokyo Stock Exchange, etc. as independent directors.