

(Note) The following documents have been translated from the Japanese original for reference purposes only. In the event of any discrepancy between this translation and the Japanese original, the original shall prevail.

Ticker symbol 4228

June 1, 2015

## To Our Shareholders

2-4-4 Nishitenma, Kita-ku, Osaka

**Sekisui Plastics Co., Ltd.**

**Masato Kashiwabara**

**President and Representative Director**

## Notice of the 71st Ordinary General Meeting of Shareholders

Dear Shareholders,

You are cordially invited to attend the 71st Ordinary General Meeting of Shareholders.

**For shareholders who are unable to attend the meeting, it is possible to exercise your voting right through mail or the Internet. Please review the attached Reference Documents for the General Meeting of Shareholders and exercise your voting right by 5:15 p.m. on Monday, June 22, 2015.**

**1. Date and time:** 10:00 a.m. on Tuesday, June 23, 2015

**2. Place:** Conference Room, 10<sup>th</sup> Floor, Amashin Building,  
4-13-8 Nishitenma, Kita-ku, Osaka

### **3. Objectives of meeting:**

- Reporting matters:**
1. Report on contents of the Business Report, Consolidated and Non-consolidated Financial Statements for the 71st Business Term (from April 1, 2014, to March 31, 2015)
  2. Report on findings of audits from the accounting auditor and the Audit & Supervisory Board on the Consolidated Financial Statements

### **Agenda to be resolved:**

- Proposal 1:** Appropriation of Surplus
- Proposal 2:** Partial Amendments to Articles of Incorporation
- Proposal 3:** Election of Eight (8) Directors

#### **4. Instructions for exercising voting rights**

(1) For voting right exercise by mail

Please indicate your approval or disapproval of proposals on the enclosed Form of Exercising the Voting Right, and return the form to us so that it will arrive by 5:15 p.m. on Monday, June 22, 2015.

(2) For voting right exercise through the Internet

Using a personal computer, smartphone or mobile phone, please access the Company's designated website for exercising the voting right ( <http://www.evotep.jp/> ). Input the "Login ID" and "Temporary password" displayed on the enclosed Form of Exercising the Voting Right and follow the screen instructions to indicate your approval or disapproval of proposals. Please input your vote by 5:15 p.m. on Monday, June 22, 2015.

If your right is exercised more than once through the Internet, the last exercise will only be accepted as valid.

(3) In case of duplication of voting right exercise by mail and through the Internet

The exercise through the Internet will only be accepted as valid.

#### **5. Matters Concerning Internet Disclosure**

Pursuant to the relevant laws and regulations and the provision of Article 16 of the Company's Articles of Incorporation, the following matters among documents to be attached, are posted on the Company's website ( <http://www.sekisuiplastics.co.jp/> ) and are not attached to this notice.

(i) "System to ensure appropriate business operations" in the Business Report section

(ii) "Notes to consolidated financial statements" in the Consolidated Financial Statements section

(iii) "Notes to non-consolidated financial statements" in the Non-consolidated Financial Statements section

#### **6. Notification Method for Revisions of Matters Stated in the Reference**

##### **Documents for the General Meeting of Shareholders, etc.**

Changes in the reference documents, business report or consolidated / non-consolidated financial statements, if any, will be posted on the Company's website located at ( <http://www.sekisuiplastics.co.jp/> ).

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- For shareholders attending the meeting, please present the enclosed Form of Exercising the Voting Right at the reception desk.

# Reference Documents for the General Meeting of Shareholders

## Proposals and References

### Proposal 1: Appropriation of Surplus

The Board of Directors proposes that the appropriation of surplus be resolved as follows.

#### The issue of the year-end dividend

Comprehensively taking into account various aspects such as the status of profit, stability of dividend payment, enhancement of the corporate structure and future business development, the Company proposes a payment of a year-end dividend of 5.5 yen per share comprising an ordinary dividend of 5.0 yen per share and an addition 0.5 yen as a 55th foundation anniversary commemorative dividend.

Following the interim dividend of 3.5 yen per share paid on December 5, 2014, the annual dividend for this term will amount to 9.0 yen per share.

(1) Type of asset distributed as dividend:

Cash

(2) Allocation of the asset distributed as dividend and the total amount thereof:

The proposed dividend amount: 5.5 yen per common share (comprising ordinary dividend of 5.0 yen, plus a 55th foundation anniversary commemorative dividend of 0.5 yen)

The total dividend amount: 514,416,386 yen

(3) Effective date of distributing dividend from surplus:

June 24, 2015

## Proposal 2: Partial Amendments to Articles of Incorporation

### 1. Reason for Amendments

(1) Following the revision to the “Road Transportation Act” and its reenactment as the “Consigned Freight Forwarding Business Act,” the Company makes amendments to the necessary parts of Article 2 (Purpose) of the current Articles of Incorporation.

(2) As the scope of directors and audit & supervisory board members with whom the Company can enter into agreements to limit liability has changed pursuant to the “Act for Partial Revision of the Companies Act” (Act No. 90 of 2014), which took effect on May 1, 2015, the Company makes amendments to the necessary parts of Article 29 (Exemption from Liability of Outside Director) and Article 37 (Exemption from Liability of Outside Audit & Supervisory Board Member) of the current Articles of Incorporation so that directors without executive authority over operations and audit & supervisory board members who are not outside audit & supervisory board members, with whom it is newly possible for the Company to enter into agreements to limit liability, can adequately perform the duties expected of them.

Note that advance consent has been obtained from all audit & supervisory board members concerning the amendment to Article 29.

### 2. Details of Amendments

Details of the amendments are as follows.

(Changes are underlined)

Current Articles of Incorporation	Proposed Amendment
<p>(Purpose)</p> <p>Article 2: The purpose of the Company shall be to run the following businesses:</p> <p>(1) to (5) (Text omitted)</p> <p>(6) Particularly consigned freight forwarding business under the <u>Road Transportation Act</u>.</p> <p>(7) to (9) (Text omitted)</p>	<p>(Purpose)</p> <p>Article 2: The purpose of the Company shall be to run the following businesses:</p> <p>(1) to (5) (Text unchanged)</p> <p>(6) Particularly consigned freight forwarding business under the <u>Consigned Freight Forwarding Business Act</u>.</p> <p>(7) to (9) (Text unchanged)</p>
<p>(Exemption from Liability of <u>Outside Director</u>)</p> <p>Article 29: Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement that limits liability for damages caused by neglecting duties with <u>outside directors</u>; provided, however, that the limited amount of liability for damages based on the said agreement shall be the minimum liability amount prescribed by laws and regulations.</p>	<p>(Exemption from Liability of <u>Director</u>)</p> <p>Article 29: Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement that limits liability for damages caused by neglecting duties with <u>directors (excluding directors with executive authority over operations, etc.)</u>; provided, however, that the limited amount of liability for damages based on the said agreement shall be the minimum liability amount prescribed by laws and regulations.</p>

Current Articles of Incorporation	Proposed Amendment
<p data-bbox="236 185 790 248">(Exemption from Liability of <u>Outside Audit &amp; Supervisory Board Member</u>)</p> <p data-bbox="236 257 790 611">Article 37: Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement that limits liability for damages caused by neglecting duties with <u>outside audit &amp; supervisory board members</u>; provided, however, that the limited amount of liability for damages based on the said agreement shall be the minimum liability amount prescribed by laws and regulations.</p>	<p data-bbox="804 185 1358 248">(Exemption from Liability of <u>Audit &amp; Supervisory Board Member</u>)</p> <p data-bbox="804 257 1358 611">Article 37: Pursuant to the provision of Article 427, paragraph (1) of the Companies Act, the Company may conclude an agreement that limits liability for damages caused by neglecting duties with <u>audit &amp; supervisory board members</u>; provided, however, that the limited amount of liability for damages based on the said agreement shall be the minimum liability amount prescribed by laws and regulations.</p>

### Proposal 3: Election of Eight (8) Directors

The term of office of all 7 directors (including 1 outside director) expires at the conclusion of this Ordinary General Meeting of Shareholders.

The Company wishes to add 1 candidate for outside director to increase the number of directors from the point of view of further strengthening the function of overseeing the Company's management by having a system that has multiple outside directors. Accordingly, it is proposed that 8 directors, including 2 outside directors, be elected.

The candidates for directors are as follows.

Candidate #	Name (Date of Birth)	Brief History (Significant Concurrent Positions outside the Company)	Number of shares of the Company held by the candidate
1	(Reappointment) Masato Kashiwabara (June 29, 1959)  (Record of attendance) All 14 meetings of the Board of Directors	April 1983: Entered the Company June 2008: Director of the Company June 2011: Managing Director of the Company June 2013: Executive Vice President and Representative Director, Vice-chief Executive Officer of the Company June 2014: President and Representative Director, Chief Executive Officer of the Company (current position) (Significant concurrent positions outside the Company) Chairman of Japan Polystyrene Foamed Sheet Industry Association	193,945
2	(Reappointment) Yoshihide Sano (November 12, 1952)  (Record of attendance) All 14 meetings of the Board of Directors	March 1975: Entered the Company June 2004: Director of the Company June 2007: Managing Director of the Company June 2008: Responsible for Corporate Planning and Purchasing Dept. January 2010: General Manager of Strategic Management Headquarters June 2013: Director, Managing Executive Officer of the Company April 2015: Director, Senior Managing Executive Officer of the Company (current position)	239,077
3	(Reappointment) Hiroshi Tsujimura (May 27, 1953)  (Record of attendance) All 14 meetings of the Board of Directors	April 1977: Entered the Company June 2006: Director of the Company June 2008: Responsible for Planning, The 1st Business Headquarters May 2009: General Manager of The 1st Business Headquarters June 2009: Managing Director of the Company June 2011: General Manager of Administration Headquarters, responsible for Branch June 2013: Director, Managing Executive Officer of the Company October 2013: General Manager of Administration Headquarters (current position)	175,114
4	(Reappointment) Tetsuya Ikegaki (March 13, 1958)  (Record of attendance) All 14 meetings of the Board of Directors	April 1980: Entered the Company June 2009: Director of the Company October 2009: General Manager of Planning Dept., The 1st Business Headquarters June 2013: Director, Managing Executive Officer of the Company General Manager of The 1st Business Headquarters (current position)	136,026

Candidate #	Name (Date of Birth)	Brief History (Significant Concurrent Positions outside the Company)	Number of shares of the Company held by the candidate
5	(Reappointment) Masanobu Sasaki (October 18, 1959)  (Record of attendance since taking office on June 24, 2014)  All 11 meetings of the Board of Directors	<p>April 1982: Entered the Company</p> <p>June 2010: Director of the Company General Manager of The 3rd Business Headquarters</p> <p>April 2012: General Manager of The 2nd Business Headquarters General Manager of The 3rd Business Headquarters</p> <p>June 2013: Resigned from post of Director of the Company Executive Officer of the Company</p> <p>April 2014: General Manager of The 2nd Business Headquarters</p> <p>June 2014: Director, Managing Executive Officer of the Company (current position) (Significant concurrent positions outside the Company) President and Representative Director of Sekisui Plastics (Thailand) Co., Ltd.</p>	107,822
6	(Reappointment) Keizo Ono (May 10, 1947)  (Record of attendance) All 14 meetings of the Board of Directors	<p>April 1973: Entered the Company</p> <p>June 2002: Director of the Company</p> <p>June 2003: Managing Director of the Company</p> <p>June 2004: President and Representative Director of the Company</p> <p>June 2013: President and Representative Director, Chief Executive Officer of the Company</p> <p>June 2014: Director &amp; Adviser of the Company (current position)</p>	345,607
7	(Reappointment) Katsuya Amimoto (June 10, 1947)  (candidate for outside director) (candidate for independent director) (Record of attendance) All 14 meetings of the Board of Directors	<p>April 1970: Entered Fujita-gumi Corporation (currently Fujita Corporation)</p> <p>April 2002: Executive Officer of Fujita Corporation</p> <p>June 2005: Representative Director and President of Fujita Corporation</p> <p>April 2008: Resigned from post of President of Fujita Corporation</p> <p>June 2008: Resigned from post of Representative Director of Fujita Corporation Part-time Adviser for Fujita Corporation</p> <p>June 2011: Director of the Company Resigned from post of Part-time Adviser for Fujita Corporation (current position)</p>	27,936

Candidate #	Name (Date of Birth)	Brief History (Significant Concurrent Positions outside the Company)	Number of shares of the Company held by the candidate
8	(New appointment) <b>Hiroyuki Bamba</b> (January 27, 1954)  (candidate for outside director) (candidate for independent director)	<p>April 1976: Entered Sumitomo Rubber Industries, Ltd.</p> <p>March 2000: Director of Sumitomo Rubber Industries, Ltd.</p> <p>March 2003: Executive Officer of Sumitomo Rubber Industries, Ltd.</p> <p>July 2003: Resigned from post of Executive Officer of Sumitomo Rubber Industries, Ltd.</p> <p>President and Representative Director of SRI Sports Limited (currently Dunlop Sports Co. Ltd.)</p> <p>March 2011: Chairman and Representative Director of SRI Sports Limited</p> <p>March 2013: Resigned from post of Representative Director of Dunlop Sports Co. Ltd.</p> <p>March 2015: Resigned from post of Chairman and Director of Dunlop Sports Co. Ltd. Counselor to Dunlop Sports Co. Ltd.</p> <p>(current position) (Significant concurrent positions outside the Company) Counselor to Dunlop Sports Co. Ltd.</p>	0

- Notes
1. There are no special interests existing between each of the candidates and the Company.
  2. Statements on candidate for outside director Mr. Katsuya Amimoto are as follows.
    - (1) Mr. Katsuya Amimoto is a candidate for an outside director. He has been reported to the Tokyo Stock Exchange as an independent director. The company plans that he will continue to be an independent director if his re-election is approved.
    - (2) Mr. Katsuya Amimoto has engaged in corporate management for many years, and his abundant knowledge and experience will enable him to contribute to strengthening corporate governance by providing advice for the Company's business execution from an independent point of view. Therefore, he is proposed to be elected as an outside director.
    - (3) In September 2012, the Sekisui Plastics Group received a cease and desist order and order for payment of a surcharge based on the Antimonopoly Act from the Japan Fair Trade Commission, but the Group was unable to accept the content of the orders. In November 2012, the Group requested that the Japan Fair Trade Commission conduct hearing procedures, and these hearing procedures are continuing. Addressing this matter, Mr. Katsuya Amimoto has been providing advice on systems for compliance with laws and regulations such as the Antimonopoly Act.
    - (4) The Sekisui Plastics Group has ordered equipment works to Fujita Corporation, where Mr. Katsuya Amimoto served as Representative Director until 2008, and as a ratio, these transactions comprise about 4.5% of the Group's capital expenditure for Fiscal Year 2014. However, as these transactions amount to less than 0.3% of consolidated total assets, the Company deems that independence from the Company has been adequately secured.
    - (5) Mr. Katsuya Amimoto currently serves as outside director of the Company, and he will have served as outside director for four years at the conclusion of this Ordinary General Meeting of Shareholders.
  3. Statements on candidate for outside director Mr. Hiroyuki Bamba are as follows.
    - (1) Mr. Hiroyuki Bamba is a candidate for an outside director. He has been reported to the Tokyo Stock Exchange as an independent director, under the condition that this proposal be approved by shareholders.
    - (2) Mr. Hiroyuki Bamba has engaged in corporate management for many years, and his abundant knowledge and experience will enable him to contribute to strengthening corporate governance by providing advice for the Company's business execution from an independent point of view. Therefore, he is proposed to be elected as an outside director.



- (3) There is not a trading relationship between the Company and Dunlop Sports Co. Ltd., at which Mr. Hiroyuki Bamba serves as a counselor to Dunlop Sports Co. Ltd., and the Company deems that independence from the Company has been adequately secured.
4. In accordance with the Company's Articles of Incorporation, the Company concluded a limited liability agreement with Mr. Katsuya Amimoto to limit the liability provided in Article 423, paragraph (1) of the Companies Act. If his re-election is approved, the Company intends to continue the limited liability agreement with him. Also, if election of Mr. Hiroyuki Bamba is approved, the Company intends to conclude a limited liability agreement with him. The following is an outline of the content of the limited liability agreement if Proposal 2 "Partial Amendments to Articles of Incorporation" is approved in its original form.
- A director (excluding directors with executive authority over operations, etc.), with the limited liability agreement made, shall be liable for damages compensation up to the minimum amount of liability as defined in Article 425, paragraph (1) of the Companies Act, provided that his/her duties are performed in good faith and without gross negligence.