

[Note: This is a translation from the Japanese original Notice of the Resolutions of the 89th Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation prepared for the convenience of shareholders outside Japan. In the case of any discrepancy between the translation and the Japanese original, the latter shall prevail.]

Stock Code: 5711

June 27, 2014

To Our Shareholders:

Hiroshi Yao, President and Director  
**Mitsubishi Materials Corporation**  
3-2, Otemachi 1-chome, Chiyoda-ku, Tokyo

**NOTICE OF THE RESOLUTIONS**  
**OF**  
**THE 89TH ORDINARY GENERAL MEETING OF SHAREHOLDERS**

We would like to notify you that reports and resolutions as described below were made at the 89th Ordinary General Meeting of Shareholders of Mitsubishi Materials Corporation (the “Company”) which was held today.

Yours truly,

Details

Place: Tsuru East, The Main Banquet Floor  
Hotel New Otani  
4-1 Kioi-cho, Chiyoda-ku, Tokyo, Japan

Date: June 27, 2014

Opening Time: 10:00 a.m.

Closing Time: 12:04 p.m.

Number of Shareholders attended: 948

**Matters Reported:**

1. Reports on the business reports, consolidated financial statements and audit results of the consolidated financial statements by the Accounting Auditors and the Board of Corporate Auditors for the 89th fiscal year (April 1, 2013 to March 31, 2014).

Reports on outlines of the above business reports, consolidated financial statements and audit results thereof have been made.

2. Reports on the financial statements for the 89th fiscal year (April 1, 2013 to March 31, 2014).

Reports on outlines of the above financial statements have been made.

You can see the Company's balance sheets and statement of operations in the Company's annual securities report disclosed at the following website of EDINET (electronic corporate disclosure system under the Financial Instruments and Exchange Act for reports concerning negotiable securities operated by Financial Services Agency of Japan).

Address of EDINET : <http://disclosure.edinet-fsa.go.jp/> (Japanese language only)

### **Matters Resolved:**

#### **First Item of Business:** Election of Nine (9) Directors

This item of business was approved as originally proposed. Akihiko Ide, Hiroshi Yao, Toshinori Kato, Akira Takeuchi, Akio Hamaji, Masaru Aramaki, Osamu Iida, and Yukio Okamoto were reelected, while Naoki Ono was newly elected, as Directors. All of them assumed offices.

Yukio Okamoto is the Outside Director.

#### **Second Item of Business:** Election of Two (2) Corporate Auditors

This item of business was approved as originally proposed. Akio Utsumi was reelected, while Naoto Kasai was newly elected, as Corporate Auditors. Both of them assumed offices.

Akio Utsumi and Naoto Kasai are Outside Corporate Auditors.

The results of voting rights exercised on the above items of business will be disclosed after final counting at the following website of EDINET in the form of Extraordinary Report.

Address of EDINET : <http://disclosure.edinet-fsa.go.jp/> (Japanese language only)

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### **Payment of Year-end Dividend**

It was decided at a meeting of the Board of Directors held on May 12, 2014 to pay a year-end dividend of ¥4.00 per share. Relevant documents were sent to our shareholders on May 30, 2014.

(As to the shareholders with voting rights, these documents were sent with the NOTICE OF THE 89TH ORDINARY GENERAL MEETING OF SHAREHOLDERS.)