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In the event of any discrepancy between this document and the Japanese original, the original shall prevail.

Securities code: 4549

June 1, 2018

To Shareholders:

Morifumi Wada  
President & CEO  
**EIKEN CHEMICAL CO., LTD.**  
19-9, Taito 4-chome, Taito-ku,  
Tokyo 110-8408, Japan

### NOTICE OF CONVOCATION OF THE 80th GENERAL MEETING OF SHAREHOLDERS

You are cordially invited to attend the 80th General Meeting of Shareholders of EIKEN CHEMICAL CO., LTD. (“the Company”) to be held as described hereunder.

**If you are unable to attend the meeting in person, you may exercise your voting rights either in writing or electromagnetically (e.g. via the Internet). Please examine the attached Reference Documents for the General Meeting of Shareholders, review the “Instructions for the Exercise of Voting Rights in writing or via the Internet” on page 3 to 4 and exercise your voting rights by 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time.)**

#### Meeting Details

- 1. Date and Time:** Tuesday, June 26, 2018 at 10:00 a.m. (Japan Standard Time)  
(The reception desk will open at 9:00 a.m. (Japan Standard Time))
- 2. Venue:** **2nd Floor, Rooms D + E, Bellesalle Yaesu,  
Yaesu First Financial Building, 3-7, 1-chome Yaesu, Chuo-ku Tokyo,  
Japan**  
**(Please note that, although the meeting will be held at the same address and building as last year’s meeting, the floor number and room name are different. Please ensure you come to the correct venue.)**
- 3. Purposes:**  
**Items to be reported:**
1. Business Report, Consolidated Financial Statements, and Audit Reports for Consolidated Financial Statements by the Accounting Auditor and the Audit Committee, for the 80th fiscal year (from April 1, 2017 to March 31, 2018)
  2. Non-consolidated Financial Statements for the 80th fiscal year (from April 1, 2017 to March 31, 2018)
- Item to be resolved:**  
**Proposal:** Election of eight (8) Directors

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- Notes:
1. You are kindly requested to present the enclosed Voting Form to the receptionist when you attend the Meeting.
  2. If any changes have been made to items in the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements, Non-consolidated Financial Statements, such changes will be posted on the Company's website (in Japanese only).
  3. Because the Notes to Consolidated Financial Statements and the Notes to Non-consolidated Financial Statements, which must be provided at the time of providing this Notice of Convocation, are posted on the Company's website (in Japanese only) in accordance with the provisions of laws and regulations and the Articles of Incorporation of the Company, they are not provided in the attached documents to this Notice.  
Accordingly, the Consolidated Financial Statements and Non-Consolidated Financial Statements audited by the Audit Committee for the audit report and the Accounting Auditor for the accounting audit report include, in addition to the attached documents to this Notice, items to be presented as the Notes to Consolidated Financial Statements and the Notes to Non-Consolidated Financial Statements.

The Company's website (English)
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<a href="http://www.eiken.co.jp/en/index.html">www.eiken.co.jp/en/index.html</a>
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## **Instructions for the Exercise of Voting Rights in writing or via the Internet**

### **<Exercise of Voting Rights in writing>**

Please indicate your approval or disapproval on the enclosed Voting Form, and return the form to us to arrive no later than 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time).

### **<Exercise of Voting Rights via the Internet>**

#### **1. Website for exercising voting rights**

(1) You can only exercise your voting rights via the Internet by accessing the Company's designated voting website (<https://evote.tr.mufg.jp/>) (in Japanese only) from a personal computer, smartphone, or cellular phone (i-mode, EZweb, or Yahoo! Keitai)\*. (Please note that the website is not available daily from 2:00 a.m. to 5:00 a.m.)

\*"i-mode" is a trademark or registered trademark of NTT DoCoMo, Inc.; "EZweb" of KDDI Corporation; and "Yahoo!" of Yahoo! Inc. in the U.S.

(2) Please note that if you use a firewall, have antivirus software installed, use a proxy server, or do not use TLS encrypted communication, etc., you may not be able to exercise your voting rights from a personal computer or smartphone.

(3) To exercise your voting rights from a cellular phone, you must be able to use i-mode, EZweb, or Yahoo! Keitai. For security reasons, the website is only compatible with cellular phones capable of TLS encrypted communication and transmission of its cellular phone information.

(4) Voting via the Internet is accepted until 5:30 p.m. on Monday, June 25, 2018 (Japan Standard Time). However, we respectfully request that you exercise your voting rights at your earliest convenience. If you have any questions, please contact the help desk on page 4.

#### **2. How to exercise your voting rights via the Internet**

(1) On the aforementioned voting website, you will be required to input the "Code for Exercise of Voting Rights" and the "temporary password" assigned to you. These are shown on the enclosed Voting Form. Please follow the instructions on the screen and indicate your approval or disapproval.

(2) Please note that, in order to prevent illegal online access (spoofing) and alteration of voting by non-shareholders, you will be requested to change your "temporary password" on the aforementioned voting website.

(3) You will be notified of a new "Code for Exercise of Voting Rights" and the "temporary password" every time a General Meeting of Shareholders is convened.

#### **3. Handling of voting rights when they are exercised more than once**

(1) Please note that your voting via the Internet shall prevail, if you exercise your voting rights both in writing and via the Internet.

(2) If you exercise your voting rights more than once via the Internet, only the last vote shall be deemed effective.

#### **4. Fees incurred when accessing the voting rights website**

Any fees (connection fees to Internet providers, etc.) incurred when accessing the voting website shall be borne by shareholders. Similarly, if voting via a cellular phone, etc., any connection charges or other fees arising from the use of cellular phone, etc. shall be borne by shareholders.

Inquiries about the system for exercising  
voting rights via the Internet and other matters

Stock Transfer Agency (Help Desk),  
Mitsubishi UFJ Trust and Banking Corporation  
Phone: 0120-173-027  
(9:00 a.m. to 9:00 p.m.; toll free within Japan)

Electronic voting platform

Institutional investors may also use the “Electronic Voting Platform” operated by ICJ, Inc. as a method for exercising their voting rights electromagnetically.

## Reference Documents for the General Meeting of Shareholders

**Proposal:** Election of eight (8) Directors

The terms of office of all seven (7) Directors will expire at the conclusion of this General Meeting of Shareholders. Accordingly, the Company requests the election of eight (8) Directors, increasing the number of Directors by one (1) to enhance the management system, based on the decision made by the Nominating Committee.

The candidates for Directors to be elected are as follows:

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
1	(Re-election) Morifumi Wada (October 8, 1954)	<p>March 1978      Joined the Company</p> <p>April 2005      General Manager, Production Planning &amp; Control Division, Production Division, and General Manager, Procurement Department of the Company</p> <p>June 2006      Executive Officer of the Company</p> <p>April 2007      General Manager, Nogi Plant, Production Division of the Company</p> <p>May 2007      General Manager, Togane Plant, Production Division of the Company</p> <p>April 2011      Vice President and Executive Officer of the Company</p> <p>June 2011      Director of the Company (to present)</p> <p>April 2012      General Manager, Sales Division of the Company</p> <p>June 2014      President &amp; CEO of the Company (to present)</p> <p>(Responsibility) Member of Remuneration Committee</p>	400
<p>&lt;Reasons for nomination as candidate for Director&gt; Mr. Morifumi Wada is responsible for the management of the Company and working on improving corporate value as Director concurrently serving as President &amp; CEO. The Company has selected him as a candidate for continuing as President &amp; CEO and Director of the Company with the expectation that he will provide appropriate explanation of matters to be resolved and reported at Board of Directors' meetings and adequately perform the duties of making key management decisions and supervising business execution.</p>			
2	(Newly-nominated) Tsugunori Noutomi (May 7, 1958)	<p>April 1981      Joined the Company</p> <p>May 2001      General Manager, DUG Unit Technology Development Department of the Company</p> <p>October 2005    Deputy General Manager, Biochemical Research Laboratory, R&amp;D Division of the Company</p> <p>April 2009      General Manager, Biochemical Research Laboratory, R&amp;D Division of the Company</p> <p>April 2009      Executive Officer of the Company (to present)</p> <p>April 2011      General Manager, Biochemical Research Laboratory-II, R&amp;D Division of the Company</p> <p>April 2018      General Manager, R&amp;D Division of the Company (to present)</p>	—
<p>&lt;Reasons for nomination as candidate for Director&gt; Mr. Tsugunori Noutomi has extensive knowledge and a high level of insight based on his broad experience in research and development. The Company has selected him as a candidate for a Director of the Company with the expectation that he will perform the duties of making key management decisions and supervising business execution.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held	
3	(Newly-nominated)  Katsushi Abe (June 19, 1957)	April 1982	Joined the Company	—
		April 2009	General Manager, Manufacturing Department, Nasu Plant, Production Division of the Company	
		April 2013	General Manager, Nasu Plant, Production Division of the Company	
		June 2014	Executive Officer of the Company (to present)	
		April 2015	General Manager, Nogi Plant, Production Division of the Company	
		April 2016	General Manager, Production Division of the Company	
		April 2018	General Manager, Business Management Division of the Company (to present)	
<p>&lt;Reasons for nomination as candidate for Director&gt;            Mr. Katsushi Abe has extensive knowledge and a high level of insight based on his broad experience in production. The Company has selected him as a candidate for a Director of the Company with the expectation that he will perform the duties of making key management decisions and supervising business execution.</p>				
4	(Re-election)  Candidate for Outside Director  Takehisa Irisawa (June 1, 1965)	October 2002	Registered as attorney-at-law (to present) Partner, Irisawa Law Office	—
		June 2008	Outside Director of the Company (to present)	
		June 2008	Outside Corporate Auditor, MEISEI ELECTRIC CO., LTD. (to present)	
		(Responsibility) Member of Nominating Committee (Important concurrent positions) Attorney-at-law, Irisawa Law Office Outside Corporate Auditor, MEISEI ELECTRIC CO., LTD.		
<p>&lt;Reasons for nomination as candidate for Outside Director&gt;            Mr. Takehisa Irisawa is an attorney-at-law. Since becoming an Outside Director in 2008, he has provided pertinent opinions and advice from an independent and objective standpoint at Board of Directors' meetings based on his abundant experience and extensive knowledge related to the legal profession. The Company has selected him as a candidate for Outside Director again because, although he has not been directly involved in company management, based on his past achievements, he is qualified to further enhance the Company's corporate governance, and can be expected to supervise the management of the Company, utilizing his knowledge and experience as a specialist of law gained through his career. He satisfies the Company's "Standards for the Independence of Outside Directors" provided for by its Nominating Committee.            His consecutive term of office as Outside Director will be 10 years at the conclusion of this General Meeting of Shareholders.</p>				

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
5	<p>(Re-election)</p> <p>Candidate for Outside Director</p> <p>Kunio Uchiyamada (January 8, 1951)</p>	<p>April 1975      Joined National Police Agency</p> <p>August 1998    Section Chief, Foreign Affairs Division, Security Bureau, National Police Agency</p> <p>August 2002    Chief Controller, National Police Agency</p> <p>June 2003      Head, Police Headquarters, Hiroshima Prefecture</p> <p>January 2006   Director-General, Kanto Regional Police Bureau</p> <p>February 2007   President of National Police Academy</p> <p>March 2008     Retired from President of National Police Academy</p> <p>April 2008      Standing Corporate Advisor, Kobe Steel, Ltd.</p> <p>April 2008      Corporate Advisor, SINFONIA TECHNOLOGY CO., LTD.</p> <p>June 2015      Outside Director of the Company (to present)</p> <p>July 2015      Chairman of Research Division Irregular Subcommittee, The Association for the Study of Security Science</p> <p>April 2016      Corporate Advisor, Kobe Steel, Ltd.</p> <p>June 2016      Outside Director, The Chugoku Electric Power Co., Inc. (to present)</p> <p>April 2018      Managing Executive Officer of Kobe Steel, Ltd. (to present)</p> <p>(Responsibility) Member of Audit Committee (Important concurrent positions) Outside Director, The Chugoku Electric Power Co., Inc. Managing Executive Officer of Kobe Steel, Ltd.</p>	—
<p>&lt;Reasons for nomination as candidate for Outside Director&gt;</p> <p>The Company has selected Mr. Kunio Uchiyamada as a candidate for Outside Director again because, although he has not been directly involved in company management, he can be expected to supervise the management of the Company, utilizing his professional knowledge and experience in compliance- or risk management-related matters gained through his career. He satisfies the Company's "Standards for the Independence of Outside Directors" provided for by its Nominating Committee.</p> <p>His consecutive term of office as Outside Director will be three years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
6	(Re-election)  Candidate for Outside Director  Shigeru Nomura (September 11, 1952)	November 1975    Joined Tokyo Office, Ernst & Whinney (currently Ernst & Young) February 1979    Registered as Certified Public Accountant (to present) April 1988        Partner, Ernst & Young Tax Office (currently Ernst & Young Tax Co.) December 1999   Representative Partner, Ernst & Young Tax Co. July 2011         Practicing Shigeru Nomura Public Accountant Office (to present) April 2012        Outside Auditor, K-GOLD INTERNATIONAL CORPORATION July 2012         Supervisor, View Communications September 2014   Supervisory Officer, Sekisui House Reit, Inc. (to present) June 2015         Outside Director of the Company (to present)	—
		(Responsibility) Member of Remuneration Committee, Audit Committee (Important concurrent positions) Certified Public Accountant Supervisory Officer, Sekisui House Reit, Inc.	
<Reasons for nomination as candidate for Outside Director> Mr. Shigeru Nomura is a certified public accountant. The Company has selected him as a candidate for Outside Director again because he can be expected to supervise the management of the Company, utilizing his professional knowledge and experience in finance and accounting gained through his career. He satisfies the Company's "Standards for the Independence of Outside Director" provided for by its Nominating Committee. His consecutive term of office as Outside Director will be three years at the conclusion of this General Meeting of Shareholders.			



No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
7	(Re-election)  Candidate for Outside Director  Yukiya Hakozaki (October 17, 1954)	<p>June 1983 Japan Self Defense Forces Fuji Hospital</p> <p>August 1987 Medical Director Gastroenterological Medicine, Japan Self Defense Forces Central Hospital</p> <p>October 1997 Section Chief, Research and Examination Department General Manager, Endoscope Office</p> <p>August 2000 Director, First Section, Department of Internal Medicine and Chief of Health Care Center, JSDF Hanshin Hospital</p> <p>August 2004 Medical officer, Overseeing and Directing Department, JGSDF Western Army</p> <p>December 2006 Head of Internal Medicine, First Section, Self Defense Forces Central Hospital (Medical treatment secretary)</p> <p>October 2014 Retired</p> <p>November 2014 President, Genkikai-Yokohama Hospital (Medical Corporation) (to present)</p> <p>June 2015 Outside Director of the Company (to present)</p> <p>April 2017 Visiting Professor, Tokyo Metropolitan University (to present)</p> <p>(Responsibility) Member of Remuneration Committee (Important concurrent positions) President, Genkikai-Yokohama Hospital (Medical Corporation) Visiting Professor, Tokyo Metropolitan University</p>	—
<p>&lt;Reasons for nomination as candidate for Outside Director&gt; Mr. Yukiya Hakozaki is a medical doctor. The Company has selected him as a candidate for Outside Director again because, although he has not been directly involved in company management, he can be expected to supervise the management of the Company, utilizing his professional knowledge, experience and profound insight as a medical doctor gained through his career. He satisfies the Company's "Standards for the Independence of Outside Directors" provided for by its Nominating Committee. His consecutive term of office as Outside Director will be three years at the conclusion of this General Meeting of Shareholders.</p>			

No.	Name (Date of birth)	Career summary, positions and areas of responsibility in the Company, and important concurrent positions	Number of the Company's shares held
8	<p>(Re-election)</p> <p>Candidate for Outside Director</p> <p>Atsuoh Katsumata (September 28, 1947)</p>	<p>April 1972      Joined Tokyo Electric Power Company, Incorporated</p> <p>June 1999      General Manager of Tokyo Branch and Ueno Branch, Tokyo Electric Power Company, Incorporated</p> <p>June 2003      President, Hikari Network Company President of Head Office, Tokyo Electric Power Company, Incorporated</p> <p>June 2004      Executive Officer, Hikari Network Company President of Head Office, Tokyo Electric Power Company, Incorporated</p> <p>June 2006      Senior Managing Director, TOKO ELECTRICAL CONSTRUCTION CO., LTD. (currently TAKAOKA TOKO CO., LTD.)</p> <p>June 2007      Representative Director and Senior Executive Director, TOKO ELECTRICAL CONSTRUCTION CO., LTD.</p> <p>June 2012      Corporate Advisor, TOKO ELECTRICAL CONSTRUCTION CO., LTD.</p> <p>July 2014      Corporate Advisor, YDK Communications Co., Ltd.</p> <p>March 2015     President and Representative Director, Evergreen Energy Initiative Co., Ltd. (to present)</p> <p>June 2015      Part-time Director, YDK Co., Ltd.</p> <p>June 2016      Outside Director of the Company (to present)</p> <p>June 2016      Outside Director, YDK Co., Ltd. (to present) (scheduled to retire on June 20, 2018)</p> <p>(Responsibility) Member of Nominating Committee</p> <p>(Important concurrent positions) President and Representative Director, Evergreen Energy Initiative Co., Ltd. Outside Director, YDK Co., Ltd.</p>	—
<p>&lt;Reasons for nomination as candidate for Outside Director&gt;</p> <p>Mr. Atsuoh Katsumata played a major role in the spread of optical networks in Japan over many years in senior management of communications companies and is still active in corporate management. He has also an expert on doing business in China, involved in quality improvement of the electric power business and starting up the ultra-high-voltage equipment business in China. The Company has selected him as a candidate for Outside Director again because, he can be expected to supervise the management of the Company, utilizing his extensive knowledge gained through his career. He satisfies the Company's "Standards for the Independence of Outside Directors" provided for by its Nominating Committee.</p> <p>His consecutive term of office as Outside Director will be two years at the conclusion of this General Meeting of Shareholders.</p>			

- Notes:
1. The Company has advisory contracts with other attorneys-at-law who belong to the Irisawa Law Office to which Mr. Takehisa Irisawa belongs. However, the agreement amount is less than 4.8 million yen a year, and thus Mr. Irisawa satisfies the Company's "Standards for the Independence of Outside Directors" provided for by its Nominating Committee.
  2. There are no conflicts of interest between the Company and other candidates for Directors.
  3. Messrs. Takehisa Irisawa, Kunio Uchiyamada, Shigeru Nomura, Yukiya Hakozaki, and Atsuoh Katsumata are candidates for Outside Directors as provided for in Article 2, paragraph 3, item 7 of the Ordinance for Enforcement of the Companies Act.
  4. The Company designated Messrs. Takehisa Irisawa, Kunio Uchiyamada, Shigeru Nomura, Yukiya Hakozaki, and Atsuoh Katsumata as Independent Directors as provided for by the regulations of the Tokyo Stock Exchange, and registered them with the Exchange. In case the reelection of the five candidates is approved, they will continue to be Independent Directors.

5. Independence of candidates for Outside Directors

- (1) None of the candidates for Outside Directors has ever executed operations at the Company or any entity that has special relationship with the Company.
- (2) None of the candidates for Outside Directors has ever received or plan to receive a large amount of money or other assets except Director's remuneration from the Company or any entity that has special relationship with the Company.
- (3) None of the candidates for Outside Director has a spouse or any relatives within the third degree or closer with business executors of the Company or any entity that has special relationship with the Company.

6. Overview of the content of limited liability agreements

The Company has concluded a limited liability agreement with Messrs. Takehisa Irisawa, Kunio Uchiyamada, Shigeru Nomura, Yukiya Hakozaiki, and Atsuoh Katsumata to limit their liability to compensate for damages prescribed in Article 423, paragraph 1 of the Companies Act, pursuant to the provisions of Article 427, paragraph 1 of the same Act in accordance with the provisions of the Article of Incorporation enabling the Company to conclude the said contract with them.

In case the reelection of the five candidates is approved, the Company will maintain the agreement with them to limit their liability.

The limit of the liability under such agreements shall be the greater of (a) ¥10 million or (b) the minimum amount of liability prescribed by Article 425, paragraph 1 of the Companies Act.

7. Number of the Company's shares held

The Company conducted a stock split at the ratio of two shares for every one share of common stock with an effective date of April 1, 2018. The figures for number of the Company's shares held in the table above are the number of shares after the stock split.

<Reference>

Established on March 12, 2015

**[Standards for the Independence of Outside Directors]**

In order for the Outside Directors of the Company to be recognized as independent, they should not fall under any of the following categories.

1. Any person who does not fall under legal stipulations
2. Any person whose major business partner is the Company (any person who received a payment from the Company an amount 2% or more of the person's annual consolidated sales for the most recent business year, or 100 million yen a year, whichever is greater)
3. Any person who is a major business partner of the Company (any person who paid the Company an amount equivalent to 2% or more of the Company's annual consolidated sales for the most recent business year, or any person who provided the Company with a loan of an amount equivalent to 2% or more of the Company's consolidated total assets for the business year)
4. Any consultant, accounting expert such as certified public accountant, legal expert such as attorney-at-law, or other expert who receives money or other assets exceeding a certain amount (Note 1) from the Company, in addition to his or her remuneration as a Director
5. Any person who receives donations or subsidies exceeding a certain amount (Note 1) from the Company
6. Major shareholders of the Company (who hold more than 10% of the total number of voting rights of the Company directly or indirectly)
7. Any person who belongs to an auditing firm who conducts audit of the Company
8. If a business executive (Note 2) for the Company is currently holds or held a position as Outside Director at another company, any person who is a business executive (Note 2) of that company
9. If a person falling under one of the categories listed in the above items 2 through 6 is a corporation, association or other organization, any person who is a business executive (Note 2) of that corporation, association or other organization
10. Any person falling under one of the categories listed in the above items 2 through 9 in the past 3 years
11. If a person falling under one of the categories listed in the above items 2 through 10 is an important person (Note 3), that person's spouse or family within the second degree of kinship

- Notes:
- 1: Where it reads "certain amount," this means "10 million yen a year."
  - 2: Where it reads "business executive," this means "Director (excluding Outside Director), Executive Officer, Operating Officer, employees who execute the Company's business, Associate Director (excluding Outside Associate Director), and other similar managerial staff and employees, etc. who performs job duties."
  - 3: Where it reads "important person," this means "Director, Executive Officer, Operating Officer, and other important employee."