

June 25, 2013

Company name: Tokuyama Corporation

Representative name: Kazuhisa Kogo,

President and Representative Director

(Code No. 4043, First Section TSE)

Contact: Yoshifumi Matsumoto, General Manager

Corporate Communications & Investor Relations Dept.

TEL: +81-3-6205-4832

### **Change of Part of Special Committee Members under Policy regarding Large-scale Purchases of Tokuyama Corporation's Company Shares (Anti-Takeover Measures)**

Regarding members of the Special Committee established under the provisions of “Policy regarding Large-scale Purchases of Tokuyama Corporation's Company Shares (Anti-Takeover Measures)” (resolved by the Board of Directors of the Company on May 11, 2012, and passed at the Company’s 148th general meeting of shareholders on June 26, 2012), Tokuyama Corporation announces that the Board of Directors of the Company resolved to appoint a new member, Shin Kato (the Company’s external auditor), at the board meeting held following the Company’s 149th general meeting of shareholders on June 25, 2013 to replace Takeru Ishibashi (the Company’s external director, ex-external auditor) who was elected as director at the Company’s 149th general meeting of shareholders and retired from the Special Committee on the same date.

#### [Summary of the Change]

(Outgoing member)

Name : Takeru Ishibashi

Date of retirement : June 25, 2013

(Newly appointed member)

Name : Shin Kato

Date of appointment : June 25, 2013

Reference: Brief Work Histories of the Special Committee Attorney-at-Law and External Auditor Members (planned to assume office)

Junya Sato (born May 4, 1953)

Apr. 1982 Registered as Lawyer (Daiichi Tokyo Bar Association)

Apr. 1982 Joined Law Offices of Furness, Sato & Ishizawa  
(currently Law Offices of Ishizawa, Ko & Sato)

Mr. Junya Sato and the Company have not entered into a consultancy agreement and he has no special interest in or with the Company.

Ryuji Hori (born September 3, 1943)

Apr. 1966 Joined Iwai Sangyo Corporation

Jun. 1996 Director, Nissho Iwai Corporation

Jun. 2000 Managing Director

Jun. 2002 Executive Director

Apr. 2003 Professor, School of Law, Waseda University

Apr. 2004 Professor, Graduate School of Law, Waseda University (To present)

Jun. 2005 Audit & Supervisory Board Member of the Company (To present)

(Principal Concurrent Positions)

External Director, Riskmonster.com

Outside Director, T&D Holdings, Inc.

Mr. Ryuji Hori is external auditor as set forth in Item 16 of Article 2 of the Companies Act. The Company has notified Tokyo Stock Exchange, Inc., that he is an independent auditor in accordance with its regulations.

He has no special interest in or with the Company.

Shin Kato (born June 27, 1961)

Apr. 1990 Registered as Lawyer,  
Hiranuma Law Office

Apr. 1995 Aoyama Central Law Office

Sep. 2001 South Toranomom Law Offices (To present)

Jun. 2013 Audit & Supervisory Board Member of the Company (To present)

Mr. Shin Kato is external auditor as set forth in Item 16 of Article 2 of the Companies Act.

The Company has notified Tokyo Stock Exchange, Inc., that he is an independent auditor in accordance with its regulations.

He has no special interest in or with the Company.