



March 15, 2017

Company Name: Mitsubishi Chemical Holdings Corporation
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Announcement Regarding Determination of Terms of Issue, etc. of Zero Coupon Convertible Bonds due 2022 and Zero Coupon Convertible Bonds due 2024

Mitsubishi Chemical Holdings Corporation (MCHC) hereby announces the determination of the terms of issue and certain other matters, in addition to those terms that were already determined, as follows in respect of the issuance of the Zero Coupon Convertible Bonds due 2022 (bonds with stock acquisition rights (*tenkanshasaigata shinkabu yoyakuken-tsuki shasai*)) and the Zero Coupon Convertible Bonds due 2024 (bonds with stock acquisition rights (*tenkanshasaigata shinkabu yoyakuken-tsuki shasai*)), which were pursuant to the determination of the Representative Corporate Executive Officer, President & CEO of MCHC on March 14, 2017, upon a delegation by a resolution of the Board of Directors of MCHC:

I. The Zero Coupon Convertible Bonds due 2022 (in this section I, the “Bonds with Stock Acquisition Rights”, of which the bonds and the stock acquisition rights are to be hereinafter referred to as the “Bonds” and the “Stock Acquisition Rights”, respectively)

(1)	The price of the asset to be contributed upon the exercise of the Stock Acquisition Rights	Equal to the principal amount of the Bonds
(2)	Conversion price	¥1,276
	(Reference)	
	Share price, etc. on the pricing date (March 14, 2017)	
	(i) Closing price on Tokyo Stock Exchange, Inc.	¥899.0
	(ii) Conversion premium	
	$[\{ (\text{Conversion price}) / (\text{Share price (closing price)}) - 1 \} \times 100]$	41.94%

Note: This announcement is intended as general information regarding the issuance of convertible bonds by MCHC. This announcement does not constitute an offer of, or the solicitation of an offer to buy or subscribe for the Bonds or the shares of common stock of MCHC in any jurisdiction in which such offer or solicitation is unlawful. In particular, the Bonds and the shares of common stock of MCHC issuable upon exercise of, or upon acquisition by MCHC of, the Stock Acquisition Rights (together, the "Securities") have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") and, subject to certain exceptions, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S of the Securities Act). The Securities may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. No public offering of the Securities will be made in the United States.

(Reference) Outline of Zero Coupon Convertible Bonds due 2022

- (1) Aggregate amount of the Bonds ¥75 billion.
- (2) Amount to be paid for the Bonds 100.5% of the principal amount of the Bonds (principal amount of each Bond ¥10,000,000)
- (3) Date of determination for the issuance March 14, 2017
- (4) Closing date and issue date of the Bonds March 30, 2017 (London time; unless otherwise indicated, hereinafter the same shall apply)
- (5) Maturity date March 30, 2022

II. The Zero Coupon Convertible Bonds due 2024 (in this section II, the “Bonds with Stock Acquisition Rights”, of which the bonds and the stock acquisition rights are to be hereinafter referred to as the “Bonds” and the “Stock Acquisition Rights”, respectively)

(1)	The price of the asset to be contributed upon the exercise of the Stock Acquisition Rights	Equal to the principal amount of the Bonds
(2)	Conversion price	¥1,258
	(Reference)	
	Share price, etc. on the pricing date (March 14, 2017)	
	(i) Closing price on Tokyo Stock Exchange, Inc.	¥899.0
	(ii) Conversion premium	
	$[\{(\text{Conversion price}) / (\text{Share price (closing price)}) - 1 \} \times 100]$	39.93%

(Reference) Outline of Zero Coupon Convertible Bonds due 2024

- (1) Aggregate amount of the Bonds ¥75 billion.
- (2) Amount to be paid for the Bonds 100.5% of the principal amount of the Bonds (principal amount of each Bond ¥10,000,000)
- (3) Date of determination for the issuance March 14, 2017
- (4) Closing date and issue date March 30, 2017 (London time; unless otherwise indicated,

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of the Bonds	hereinafter the same shall apply)
(5) Maturity date	March 29, 2024

(Other Reference Information)

Due to the issuance of the Bonds with Stock Acquisition Rights, the ratio of dilutive shares to the current total number of issued shares (excluding treasury stock; hereinafter the same shall apply) as of February 28, 2017 (1,472,595,896 shares) would be 8.04%.

(Note) The ratio of dilutive shares is calculated by dividing the number of the shares to be issued when all of the Stock Acquisition Rights are exercised at the initial conversion price by the current total number of issued shares.

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