

Securities Code: 4613

June 8, 2016

To Shareholders with Voting Rights

33-1 Kanzaki-cho, Amagasaki, Hyogo
(Head office: 6-14 Imabashi 2-chome,
Chuo-ku, Osaka)

Hiroshi Ishino

President & Representative Director

Kansai Paint Co., Ltd.

NOTICE OF CONVOCATION OF THE 152ND ORDINARY GENERAL MEETING OF
SHAREHOLDERS

We would like to express our sympathies to the victims of the Kumamoto Earthquake and pray for the early recovery of the areas affected by the earthquake.

You are cordially invited to attend the 152nd Ordinary General Meeting of Shareholders of Kansai Paint Co., Ltd. (“the Company”). The Meeting will be held as described below.

If you are unable to attend on the day of the Meeting, you may exercise your voting rights in writing or via the Internet. You are therefore requested to review the following Reference Documents for the General Meeting of Shareholders and cast your vote on the items of business on the enclosed Voting Rights Exercise Form and return it by mail, or cast your vote on the Company’s designated website for exercising voting rights (<http://www.evotage.jp/>) so that your vote arrives by 5 p.m. on Tuesday, June 28, 2016.

1. Date and Time: 10 a.m., Wednesday, June 29, 2016

2. Place: Kansai Paint Head Office

6-14 Imabashi 2-chome, Chuo-ku, Osaka

3. Agenda:

Matters to be Reported:

1. Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 152nd Fiscal Term (from April 1, 2015 to March 31, 2016)
2. Reports of Audit on the Consolidated Financial Statements for the 152nd Fiscal Term by the Independent Auditor and the Audit & Supervisory Board Members

Proposals of Resolution:

- First Item of Proposal: Appropriation of Surpluses of the 152nd Fiscal Term
Second Item of Proposal: Election of One (1) Board Director
Third Item of Proposal: Election of Two (2) Audit & Supervisory Board Members
Fourth Item of Proposal: Election of One (1) Alternate Audit & Supervisory Board Member

We have decided to stop the practice of giving out souvenirs from this year. We ask for your understanding.

- ◎ For those attending, please present the enclosed Voting Rights Exercise Form at the reception desk on your arrival at the Meeting.
- ◎ Of the documents that are to be attached to this notice, the Statement of Changes in Net Assets (consolidated), the Notes to the Consolidated Financial Statements, the Statement of Changes in Net Assets (non-consolidated) and the Non-Consolidated Financial Statements are published on the Company’s website (<http://www.kansai.co.jp/finance/index.html>), and are not included in the attachments to this notice. The Consolidated Financial Statements and Non-Consolidated Financial Statements that were audited by the Audit & Supervisory Board Members and the Independent Auditor are, in addition to the documents included in the attachments to this notice, the documents published on the Company’s website shown above.
- ◎ Whenever it is necessary to make amendments to matters that should be stated in the Business Report, the Consolidated Financial Statements, the Non-Consolidated Financial Statements or the Reference Documents for the General Meeting of Shareholders, such matters after the amendment will be published on the Company’s website shown above.

Reference Documents for the General Meeting of Shareholders

Proposals and Information

First Item of Proposal: Appropriation of Surpluses of the 152nd Fiscal Term

The Company has a basic policy of distributing profits according to business results while taking into account the need to provide consistent and stable dividends to shareholders, and to strengthen earnings power through enhancement of the business structure. We intend to use internal reserves to establish a long-term stable business platform, as well as to invest in research and development and the improvement of our production and distribution system both in Japan and abroad to achieve further growth.

Based on this policy, we propose to appropriate surpluses of the 152nd Fiscal Term as follows:

Payment of year-end dividends

(1) Amount of dividend:

¥9.50 per share of the Company's common stock. Total dividend: ¥2,538,798,126

(2) Effective date of appropriation of surpluses:

June 30, 2016

Second Item of Proposal: Election of One (1) Board Director

We propose to increase the size of the board and elect one (1) additional executive director in order to further enhance the corporate governance of the Company and affiliated companies both in Japan and abroad, amid the acceleration of the Company's global business development.

The nominee for Board Director is as follows:

	Name (Date of Birth)	Brief Personal History and Position/Responsibilities in the Company (Significant Positions Concurrently Held)
New appointment	Shinji Asatsuma (February 2, 1961)	April 1984 Joined Kansai Paint April 2009 Manager of Business Planning Office April 2012 Executive Officer, Manager of Business Planning Office April 2015 Managing Executive Officer, General Manager of International Division April 2016 Managing Executive Officer, General Manager of Administration Division (current)
	Number of Company Shares Held 4,800	(Significant positions concurrently held) Director, Kansai Nerolac Paints Ltd. (scheduled to retire in July 2016) Director, Kansai Paint Asia Pacific Sd. Bhd. (scheduled to retire in June 2016) Director, Kansai Altan Boya Sanayi Ve Ticaret A.S. (scheduled to retire in June 2016) (Reason for nomination) Mr. Shinji Asatsuma has been involved in the formulation and implementation of the medium-term management plan as Manager of the Business Planning Office, as well as in the promotion of the Company's globalization as Chief Director of the International Division. He was nominated as a Board Director since he has a wealth of knowledge and experience, which is required for the further promotion of globalization and the enhancement of corporate governance.

Note: There are no special conflicts of interest between the nominee and the Company.

Third Item of Proposal: Election of Two (2) Audit & Supervisory Board Members

The term of office of the current Audit & Supervisory Board Members, Koji Maekawa and Akira Aoyagi, will expire upon the close of this Meeting. We therefore propose the election of two (2) Audit & Supervisory Board Members.

The Audit & Supervisory Board has given its prior accord to this Third Item of Proposal.

The nominees for Audit & Supervisory Board Members are as follows:

No.	Name (Date of Birth)	Brief Personal History and Position in the Company (Significant Positions Concurrently Held)
1	Akira Aoyagi (August 18, 1958)	<p>January 2008 Joined Kansai Paint</p> <p>April 2008 General Manager of Planning Department, International Division</p> <p>April 2010 General Manager of Accounting Department</p> <p>June 2011 Executive Officer, General Manager of Accounting Department</p> <p>April 2013 Executive Officer, Deputy General Manager of Administration Division and General Manager of Accounting Department</p> <p>April 2015 Executive Officer, Deputy General Manager of Administration Division</p>
Reappointment	Number of Company Shares Held 15,700	<p>June 2015 Full-time Audit & Supervisory Board Member (Reason for nomination)</p> <p>Mr. Akira Aoyagi has served as General Manager of the Accounting Department of the Company, and has a wealth of knowledge in accounting. After his assumption of office as a full-time Audit & Supervisory Board Member, he has audited and supervised the Company from such perspective. He was nominated as an Audit & Supervisory Board Member so that his knowledge and experience will continue to be utilized in the auditing of the Company.</p>
2	Hirokazu Hayashi (July 17, 1958)	<p>April 1982 Joined Kansai Paint</p> <p>April 2007 General Manager of Anti-Corrosive Materials Technology Department, Automobile Paints Division and General Manager in charge of Marketing Department, Automobile Paints Division</p> <p>October 2012 General Manager in charge of International Division (President of Hunan Xiangjiang Kansai Paint Co., Ltd.)</p>
New appointment	Number of Company Shares Held NA	<p>April 2016 General Manager in charge of International Division (current) (Reason for nomination)</p> <p>Mr. Hirokazu Hayashi has long served in the Technology Development division of the Company and possesses technical knowledge, as well as having managed an overseas affiliate until the last fiscal year. He was nominated as an Audit & Supervisory Board Member so that his knowledge and experience will be utilized in the auditing of the Company.</p>

Note: There are no special conflicts of interest between the nominees and the Company.

Fourth Item of Proposal: Election of One (1) Alternate Audit & Supervisory Board Member

The effect of the election of the Alternate Audit & Supervisory Board Member, Jun Ueda, who was elected at the 151st Ordinary General Meeting of Shareholders held on June 26, 2015, will expire upon the opening of this Meeting. We therefore propose the election of one (1) Alternate Audit & Supervisory Board Member.

The Audit & Supervisory Board has given its prior accord to this Fourth Item of Proposal.

The nominee for the Alternate Audit & Supervisory Board Member is as follows:

	Name (Date of Birth)	Brief Personal History and Position in the Company (Significant Positions Concurrently Held)
Outside	Hiroe Nakai (May 20, 1961)	April 1988 Registered as a lawyer (Osaka Bar Association) (current) (Significant positions concurrently held) Lawyer (Reason for nomination) Ms. Hiroe Nakai was nominated as an Alternate Audit & Supervisory Board Member since it is determined that her audit function from a legal perspective based on her advanced knowledge and experience as a lawyer will be valuable to the Company in securing sound management and enhancing corporate governance.
	Number of Company Shares Held NA	

Notes: 1. Ms. Hiroe Nakai's name on her family register is Hiroe Asami.

2. There are no special conflicts of interest between the nominee and the Company.

3. Ms. Hiroe Nakai has been nominated to serve as an alternative to Outside Audit & Supervisory Board Members.

4. Notes on the nominee for Outside Alternate Audit & Supervisory Board Member are as follows:

(i) The reason for determining that the nominee can properly execute duties as an Outside Audit & Supervisory Board Member

Ms. Hiroe Nakai does not have experience dealing directly with corporate management, but it is believed that her professional knowledge and experience as a lawyer and adequate insights into guiding corporate management will enable her to fulfill the duties of Outside Audit & Supervisory Board Member.

(ii) Independence as Outside Audit & Supervisory Board Member

Ms. Hiroe Nakai fulfills the "Standards concerning Independence of Outside Board Director and Outside Audit & Supervisory Board Member" stipulated by the Company (please refer to the following page). Furthermore, there are no special conflicts of interest between the law firm to which Ms. Nakai belongs and the Company. In the event Ms. Nakai is appointed as Outside Audit & Supervisory Board Member, we intend to designate her as an independent officer pursuant to the provisions of the Tokyo Stock Exchange, and notify the Exchange of her appointment.

(iii) Limited liability agreement upon appointment as Outside Audit & Supervisory Board Member

In the event Ms. Hiroe Nakai is appointed as Outside Audit & Supervisory Board Member, the Company intends to conclude a limited liability agreement with her that sets out her liability for failure to perform her duties at the amount prescribed by laws and ordinances, pursuant to the provisions of Article 427, Paragraph 1, of the Companies Act.

<Reference> **Standards concerning Independence of Outside Board Director and Outside Audit & Supervisory Board Member**

Article 1 These regulations set out the standards concerning independence for appointing Outside Board Directors and Outside Audit & Supervisory Board Members (hereinafter collectively referred to as “Outside Officers”) at the Company.

Article 2 Outside Officers of the Company must not fall under any of the following descriptions:

- (1) A board director (excluding outside board directors of the Company or its consolidated subsidiary), executive director, audit & supervisory board member (excluding outside audit & supervisory board members of the Company or its consolidated subsidiary), executive officer, accounting advisor (in the case where said accounting advisor is a corporation, including corporate employees required to perform work for the corporation), manager or other employee of the Company or its consolidated subsidiary
- (2) An individual for whom the Company or its consolidated subsidiary is a major business partner or who serves as an executive in an entity for which the Company is a major business partner
- (3) An individual who is a major business partner of the Company or its consolidated subsidiary or who serves as an executive in an entity that is a major business partner of the Company
- (4) A major shareholder of the Company (in the case where said major shareholder is a corporation, an individual who serves as an executive in said corporation)
- (5) An individual who receives a large amount of donations from the Company or its consolidated subsidiary (in the case where said individual who receives a large amount of donations is a corporation, an individual who serves as an executive in said corporation)
- (6) A consultant, accounting expert or law expert who receives a large amount of cash or other assets from the Company or its consolidated subsidiary in addition to officer’s remuneration (in the case where the individual who receives said assets is an entity such as a corporation or a union, an individual who belongs to said entity)
- (7) An individual to whom any of the items numbered (1) to (5) above has applied in the past
- (8) An individual to whom item (6) above applied within the last three years
- (9) A relative within the second degree of kinship or spouse of an individual described in any of the items numbered (1) to (8) above (applies only to important individuals)

Article 3 Outside Officers of the Company shall not be subject to any circumstances in addition to those stipulated in the previous Article that might potentially cause a substantial conflict of interest with general shareholders of the Company.

Article 4 Outside Officers of the Company shall endeavor to maintain independence as prescribed in these regulations. Outside Officers shall notify the Company immediately if these regulations have been violated and that there is a risk that they no longer qualify as independent.

Notes:

Article 1 The contents of these standards are pursuant to the Companies Act and the Enforcement Rules for Securities Listing Regulations of the Tokyo Stock Exchange.

Article 2

- (2) “Individual for whom the Company or its consolidated subsidiary is a major business partner” denotes a business partner whose sales as a consolidated group to the Company’s consolidated group account for more than 2% of the consolidated net sales of the business partner for the most recent fiscal year.
- (3) “Major business partner” denotes a business partner for whom the sales of the Company’s consolidated group to the consolidated group account for more than 2% of the Company’s consolidated net sales for the most recent fiscal year.
- (4) “Major shareholder” denotes an individual who directly or indirectly owns 10% or more of the total voting rights.
- (5) “Large amount” denotes the receiving of assets that exceed the larger of ¥10 million or more, and 2% of sales of the individual in the most recent fiscal year.
- (6) “Large amount” denotes the receiving of assets that exceeds the larger of ¥10 million or more, and 2% of sales of the individual in the most recent fiscal year.
- (9) “Important” denotes the officer class or equivalent of each business partner.