

[Translation for Reference and Convenience Purposes Only]

Please note that the following is an unofficial English translation of Japanese original text of the Notice of Convocation of the 77th Ordinary General Meeting of Shareholders of Kurita Water Industries Ltd. The Company provides this translation for reference and convenience purposes only and without any warranty as to its accuracy or otherwise. In the event of any discrepancy between this translation and the Japanese original, the latter shall prevail.

(Securities Code: 6370)

June 7, 2013

Dear Shareholders

Toshiyuki Nakai
President and Representative Director
Kurita Water Industries Ltd.
10-1, Nakano 4-chome, Nakano-ku, Tokyo

NOTICE OF CONVOCAION OF THE 77th ORDINARY GENERAL MEETING OF SHAREHOLDERS

We hereby provide notice that the 77th Ordinary General Meeting of Shareholders of Kurita Water Industries Ltd. (the "Company") shall be held as described below and request your attendance thereat.

If you are unable to attend on the day of the meeting, you may exercise your voting rights in writing or via the Internet. Please review the attached REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS described hereinafter, and exercise your voting rights in one of the ways below.

For your exercise of voting rights in writing, please indicate your approval or disapproval for each of the proposals listed on the enclosed Voting Rights Exercise Form and return the form to the Company.

For your exercise of voting rights via the Internet, please read carefully the Guide to Exercise Voting Rights via the Internet on page 46 of the Japanese original, and input your vote of approval or disapproval for each of the proposals.

In whichever way you choose, you are requested to exercise your voting rights so that your mail or Internet results reach us no later than 5:15 p.m. on Wednesday, June 26, 2013.

The time and date, place and objectives of this meeting, etc., are as described on page 2.

If you intend to attend the meeting, we request that you submit the enclosed Voting Rights Exercise Form to the reception desk at the meeting.

Any persons other than the shareholders who are entitled to exercise their voting rights (e.g., proxies who are not shareholders and companions, etc.) are not allowed to enter the place of this meeting.

The Company participates in the Electronic Voting Platform operated by ICJ, Inc.

If there are any corrections to the REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS, the Business Report, the Consolidated Financial Statements and/or the Non-Consolidated Financial Statements, such corrections will be posted on the Company's Web site (<http://www.kurita.co.jp/>).

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1. Time and Date: 10 a.m., Thursday, June 27, 2013

2. Place: 10F Auditorium,
Kurita Water Industries Ltd.,
Nakano Central Park East,
10-1, Nakano 4-chome, Nakano-ku, Tokyo

3. Objectives of the Meeting:

- Reports:**
1. Reports on Business Report and Consolidated Financial Statements, as well as Results of the Audits of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors for the 77th Fiscal Year (From April 1, 2012, to March 31, 2013)
 2. Reports on Non-Consolidated Financial Statements for the 77th Fiscal Year (From April 1, 2012, to March 31, 2013)

Agenda:

- Proposal No. 1:** Appropriation of Surplus
Proposal No. 2: Partial Changes to Articles of Incorporation
Proposal No. 3: Election of Nine (9) Directors
Proposal No. 4: Election of One (1) Corporate Auditor
Proposal No. 5: Election of One (1) Substitute Corporate Auditor

4. Other Matters regarding the Convocation of the General Meeting of Shareholders

If your voting rights are exercised in duplicate in writing and via the Internet:

The exercise of your voting rights that reaches the Company last shall be deemed valid.

Provided, however, that in the event your Voting Rights Exercise Form and your exercise via the Internet reach the Company on the same date, the exercise of your voting rights via the Internet shall be deemed valid.

REFERENCE DOCUMENTS FOR THE GENERAL MEETING OF SHAREHOLDERS

Proposals and References

Proposal No. 1: Appropriation of Surplus

1. Fiscal Year-End Dividends

The Company's basic policy is to pay stable dividends on an ongoing basis.

For the fiscal year ended March 31, 2013, the Company proposes to distribute the year-end dividend as described below to meet the continued support and expectations of shareholders while taking into consideration earnings performance.

(1) Type of Property for Dividends:

Money

(2) Allotment of Property for Dividends and Total Amount Thereof:

¥21 per share of the Company's common stock for a total of ¥2,502,460,569

The Company proposes that the year-end dividend per share be ¥21 per share, an increase of ¥1 per share from a year earlier.

The Company's annual dividend for the fiscal year under review would be ¥42 per share, including ¥21 per share distributed as an interim dividend, an increase of ¥1 per share from a year earlier.

(3) Effective Date of the Distribution of Surplus:

June 28, 2013

2. Other Matters Regarding the Appropriation of Surplus

The Company plans to utilize its internal reserves to solidify its management base in preparation for aggressive business development in the future through investments aimed at raising the corporate value.

(1) Item of Increasing Surplus and its Amount

General reserve: ¥5,800,000,000

(2) Item of Decreasing Surplus and its Amount

Retained earnings brought forward: ¥5,800,000,000

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Proposal No. 2: Partial Changes to Articles of Incorporation

1. Reason for the Changes

- (1) The Company proposes to shorten the term of office of directors from the current two years to one year and make the necessary changes to Article 19 (Term of Office of Directors) of the existing Articles of Incorporation. The purpose of this change is to heighten the sense of urgency directors feel with respect to management and review the management system promptly and flexibly in response to significant changes in the market environment.
- (2) The Company proposes to enable the conclusion of a limited liability agreement with external directors and external corporate auditors and establish the proposed Article 25 (Limitation of External Directors from Liability) and Article 34 (Limitation of External Corporate Auditors from Liability) in the existing Articles of Incorporation. This proposal is made to facilitate the use of outside human resources with the aim of respecting shareholder value and increasing management transparency. The Company has obtained the consent of each corporate auditor for the establishment of the proposed Article 25.
- (3) The Company proposes to revise the numbering of the other articles as required by the changes above.

2. Description of Changes

The details of the proposed changes are as follows:

(Changes are underlined)

Present	Proposed articles
CHAPTER 4: Directors and Board of Directors	CHAPTER 4: Directors and Board of Directors
Article 17 (Number of Directors) to Article 18 (Election of Directors) (Details omitted)	Article 17 (Number of Directors) to Article 18 (Election of Directors) (Not changed)
Article 19 (Term of Office of Directors) The term of office of directors shall continue until the conclusion of the annual meeting of shareholders for the last business year which ends within <u>two years</u> of the date of their election. The term of office of directors elected as a substitute or an addition shall continue until the expiration of the term of office of other incumbent directors.	Article 19 (Term of Office of Directors) The term of office of directors shall continue until the conclusion of the annual meeting of shareholders for the last business year which ends within <u>one year</u> of the date of their election. The term of office of directors elected as a substitute or an addition shall continue until the expiration of the term of office of other incumbent directors.
Article 20 (Representative Directors and Officers) to Article 24 (Regulations on Board of Directors) (Details omitted) (Newly established)	Article 20 (Representative Directors and Officers) to Article 24 (Regulations on Board of Directors) (Not changed) <u>Article 25 (Limitation of External Directors from Liability)</u> <u>The Company may conclude an agreement that limits liability for damages arising from a failure to perform their duty with external directors pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the total maximum liability under the said agreement shall be the amount provided for by laws and regulations.</u>
CHAPTER 5: Corporate Auditors and Board of Corporate Auditors	CHAPTER 5: Corporate Auditors and Board of Corporate Auditors
Article <u>25</u> (Number of Corporate Auditors) to Article <u>32</u> (Regulations on Board of Corporate Auditors) (Details omitted)	Article <u>26</u> (Number of Corporate Auditors) to Article <u>33</u> (Regulations on Board of Corporate Auditors) (Not changed)

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Present	Proposed articles
(Newly established) Article <u>33</u> (Election of Accounting Auditors) to Article <u>39</u> (Waiver of the Payment of Dividends) (Details omitted)	<u>Article 34 (Limitation of External Corporate Auditors from Liability)</u> <u>The Company may conclude an agreement that limits liability for damages arising from a failure to perform their duty with external corporate auditors pursuant to the provisions of Article 427, Paragraph 1 of the Companies Act; provided, however, that the total maximum liability under the said agreement shall be the amount provided for by laws and regulations.</u> Article <u>35</u> (Election of Accounting Auditors) to Article <u>41</u> (Waiver of the Payment of Dividends) (Not changed)

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Proposal No. 3: Election of Nine (9) Directors

The term of office of all twelve (12) current Directors will expire at the conclusion of the 77th Ordinary General Meeting of Shareholders. Accordingly, the Company proposes the election of nine (9) Directors, reducing the number of Directors by three (3) to streamline the management system and pursue swifter decision-making.

The candidates for Director are as follows:

No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held	Number of the Shares of the Company Held
1	Toshiyuki Nakai (August 1, 1954)	Apr. 1979 Joined Kurita Water Industries Ltd. Jun. 2005 Director Apr. 2006 General Manager of Corporate Planning Division Jun. 2007 General Manager of Sales Division II, Facilities Division Jun. 2009 Retired from the position of Director, Kurita Water Industries Ltd. Jun. 2009 President and Representative Director, Kurita Engineering Co., Ltd. May 2011 Part-Time Advisor, Kurita Water Industries Ltd. Jun. 2011 President and Representative Director (Current position)	23,400 shares
2	Tetsuo Saeki (March 9, 1951)	Apr. 1974 Joined Kurita Water Industries Ltd. Jun. 2003 General Manager of Eco-Solution Group, Facility Management Services Division Jun. 2005 Director Jun. 2005 General Manager of Global Business Group, Facility Management Services Division Jun. 2007 Managing Director (Current position) Jun. 2007 General Manager of Corporate Planning Division Jun. 2011 General Manager of Facilities Production Division (Current position) <i>(Significant Positions Concurrently Held)</i> President and Representative Director, Kurita Sogo Service Co., Ltd. (Planned) President and Representative Director, With Kurita Ltd. (Planned)	23,300 shares
3	Kaoru Kajii (July 29, 1951)	Apr. 1974 Joined Kurita Water Industries Ltd. Jun. 2005 Director Jun. 2005 General Manager of Operations Control and Procurement Division Apr. 2006 General Manager of Production Group, 1st Facilities Division Apr. 2009 General Manager of Facilities Production Division Jun. 2009 Managing Director (Current position) Jun. 2011 General Manager of Research and Development Division (Current position)	21,900 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held	Number of the Shares of the Company Held
4	* Kouichi Iioka (March 5, 1953)	Apr. 1975 Joined Kurita Water Industries Ltd. Jun. 2005 Executive Officer Jun. 2005 General Manager of No. 1 Chemicals I Group, Chemicals and Maintenance Services Division Jun. 2007 Director Jun. 2009 General Manager of Facilities for General Industry Group, 1st Facilities Division Jun. 2011 Retired from the position of Director, Kurita Water Industries, Ltd. Jun. 2011 President and Representative Director, Kuritec Service Co., Ltd. (Current position)	14,200 shares
5	Kiyoshi Itou (March 8, 1956)	Apr. 1979 Joined Kurita Water Industries Ltd. Apr. 2000 General Manager of Legal Dept., Administrative Division Jun. 2003 General Manager of Personnel and Labor Relations Dept., Administrative Division Jun. 2007 Executive Officer Jun. 2009 Director (Current position) Jun. 2009 General Manager of Administrative Division (Current position)	13,100 shares
6	Motoyuki Yoda (March 9, 1954)	Apr. 1978 Joined Kurita Water Industries Ltd. Apr. 1999 General Manager of Facilities Technology Dept., Water Treatment Group II Apr. 2000 Group Leader of Core Group II, Research and Development Division Jun. 2007 Executive Officer Jun. 2007 General Manager of Geo-Environment Group, Facilities Division Jun. 2009 Director (Current position) Jun. 2009 General Manager of Research and Development Division Jun. 2011 General Manager of Water and Resource Recycling Group, Facilities Division Apr. 2012 General Manager of Domestic Sales Group I, Facilities Division (Current position)	10,600 shares
7	Takahito Namura (November 27, 1953)	Apr. 1977 Joined Kurita Water Industries Ltd. Apr. 2000 General Manager of Sales Group III, Chemicals I Dept., Chemical Service Division Apr. 2009 Executive Officer Apr. 2009 General Manager of 3rd Group, Chemicals Division Jun. 2011 Director (Current position) Apr. 2012 General Manager of Sales Group I, Chemicals Division (Current position)	7,100 shares
8	Youichi Kurokawa (July 24, 1959)	Apr. 1984 Joined Kurita Water Industries Ltd. Apr. 2006 General Manager of Planning Dept., Corporate Planning Division Apr. 2009 Executive Officer Jun. 2009 General Manager of Planning and Coordination Dept., Chemicals Division Jun. 2011 Director (Current position) Jun. 2011 General Manager of Corporate Planning Division (Current position)	2,600 shares

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No.	Name (Date of Birth)	Brief Personal History, Positions and Assignments in the Company and Significant Positions Concurrently Held	Number of the Shares of the Company Held
9	* Seiji Nakamura (April 28, 1942)	Apr. 1965 Joined Former Mitsui O. S. K. Lines, Ltd. (currently Mitsui O.S.K. Lines, Ltd.) Jun. 1992 General Manager of Finance Division Jun. 1994 Director Jun. 1994 General Manager of Accounting Division Jun. 1995 General Manager of Corporate Planning Division Jun. 1996 Managing Director Jun. 1998 Senior Managing Director and Representative Director Jun. 2000 Executive Vice President and Representative Director Jul. 2003 President and Representative Director, MOL Ferry Co., Ltd. Apr. 2007 Member of the Policy Board of Bank of Japan Apr. 2012 Retired from Member of the Policy Board of the Bank of Japan	3,000 shares

Notes:

1. The candidates marked with an asterisk (*) are new candidates.
2. No special interest exists between the Company and any of the above nine (9) candidates for Director.
3. Tetsuo Saeki plans to assume the position of President and Representative Director of both Kurita Sogo Service Co., Ltd., and With Kurita Ltd., on June 26, 2013.
4. Kouichi Iioka, who is concurrently serving as President and Representative Director of Kuritec Service Co., Ltd., plans to retire from this position on June 26, 2013.
5. Kiyoshi Itou, who is concurrently serving as President and Representative Director of both Kurita Sogo Service Co., Ltd., and With Kurita Ltd., plans to retire from these positions on June 26, 2013.
6. Seiji Nakamura is a candidate for External Director, and the following matters are related to his candidacy.
 - (1) Reason for his appointment as a candidate for External Director
 Mr. Nakamura is a human resource who had been active in a domain other than the Company's business activities, and therefore the Company's judgment was that he would appropriately perform the duties of an External Director by taking advantage of his valuable expertise and experience for the Company's corporate management.
 - (2) Limited liability agreement
 The Company intends to enter into a limited liability agreement with Mr. Nakamura to limit his liability for damages to a certain degree, which shall be up to the liability provided for in the relevant laws and regulations, subject to the approval of Proposal No. 2 and this Proposal No. 3 at this meeting.
7. The Company plans to notify Tokyo Stock Exchange, Inc., and Osaka Securities Exchange Co., Ltd., of the appointment of Seiji Nakamura as an Independent Officer as set forth under their respective regulations.

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Proposal No. 4: Election of One (1) Corporate Auditor

The term of office of Corporate Auditor Tamio Uda among the three (3) current Corporate Auditors will expire at the conclusion of the 77th Ordinary General Meeting of Shareholders. Accordingly, the Company proposes that one (1) Corporate Auditor be elected.

The Board of Corporate Auditors has given its prior consent to this Proposal.

The candidate for Corporate Auditor is as follows:

Name (Date of Birth)	Brief Personal History, Positions in the Company and Significant Positions Concurrently Held	Number of the Shares of the Company Held
<p style="text-align: center;">Tamio Uda (March 31, 1945)</p>	Apr. 1974 Registered as an attorney	300 shares
	Oct. 1977 Established Harada & Uda Law Office (currently Uda Law Office)	
	Apr. 1998 Vice President, Osaka Bar Association	
	Dec. 2004 Supervisory Director, Hankyu REIT, Inc. (Current position)	
	Apr. 2006 Lecturer, OSAKA GAKUIN UNIVERSITY LAW SCHOOL (in charge of legal ethics)	
	Apr. 2009 City of Osaka Information Disclosure Committee (Chairperson)	
	Jun. 2009 Corporate Auditor, Kurita Water Industries Ltd. (Current position)	
<p style="text-align: center;"><i>(Significant Positions Concurrently Held)</i> Attorney, Uda Law Office</p>		

Notes:

1. No special interest exists between the Company and the above candidate for Corporate Auditor.
2. Tamio Uda is a candidate for External Corporate Auditor, and the following matters are related to his candidacy.
 - (1) Reason for his appointment as a candidate for External Corporate Auditor
The Company judged that he would appropriately perform the duties of an External Corporate Auditor by taking advantage of his expertise and abundant experience as an attorney for the Company's audits.
 - (2) Reason for the Company's judgment that even a candidate who has not previously engaged in corporate management could appropriately perform duties as an External Corporate Auditor in case said candidate is the person who has never engaged in corporate management other than being an external director or an external corporate auditor
The Company judged that he would appropriately perform the duties of an External Corporate Auditor in the Company's audits because he has a sufficient insight in corporate legal affairs as an attorney.
 - (3) Number of years having served as an External Corporate Auditor of the Company
His term of office as an External Corporate Auditor of the Company will be four (4) years as of the conclusion of this Ordinary General Meeting of Shareholders.
 - (4) Limited liability agreement
The Company intends to enter into a limited liability agreement with Mr. Uda to limit his liability for damages to a certain degree, which shall be up to the minimum liability provided for in the relevant laws and regulations, subject to the approval of Proposal No. 2 and this Proposal No. 4 at this meeting.
3. The Company has notified Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd. of the appointment of Tamio Uda as an Independent Auditor as set forth under their respective regulations. If his appointment as an External Corporate Auditor is approved at this meeting, he intends to continuously remain an Independent Auditor.

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Proposal No. 5: Election of One (1) Substitute Corporate Auditor

To prepare for the case where the number of Corporate Auditors of the Company lacks in the number set forth by the relevant laws and regulations, the Company proposes that Yoshihiro Tsuji be elected as a Substitute Corporate Auditor.

The Board of Corporate Auditors has given its prior consent to this Proposal.

The candidate for Substitute Corporate Auditor is as follows:

Name (Date of Birth)	Brief Personal History and Significant Positions Concurrently Held	Number of the Shares of the Company Held
Yoshihiro Tsuji (June 7, 1961)	Apr. 1994 Registered as an attorney Jun. 2001 Jointly established DAIICHI-CHUO LAW OFFICE (Current position) Jun. 2006 Substitute Corporate Auditor, Kurita Water Industries Ltd. (Current position) <i>(Significant Positions Concurrently Held)</i> Attorney, DAIICHI-CHUO LAW OFFICE	0 shares

Notes:

1. No special interest exists between the Company and the above candidate for Substitute Corporate Auditor.
2. Yoshihiro Tsuji is a candidate for Substitute External Corporate Auditor, and the following matters are related to his candidacy.
 - (1) Reason for his appointment as a candidate for Substitute External Corporate Auditor
 The Company judged that he would appropriately perform the duties of an External Corporate Auditor by taking advantage of his expertise and sufficient insight in corporate legal affairs as an attorney.
 - (2) Reason for the Company's judgment that even a candidate who has not previously engaged in corporate management could appropriately perform duties as an External Corporate Auditor in case said candidate is the person who has never engaged in corporate management other than being an external director or an external corporate auditor
 The Company judged that he would appropriately perform the duties of an External Corporate Auditor in the Company's audits because he has expertise and sufficient insight in corporate legal affairs as an attorney.
3. Mr. Tsuji satisfies the requirements of an Independent Auditor as set forth under the respective regulations of Tokyo Stock Exchange, Inc. and Osaka Securities Exchange Co., Ltd.