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(Securities Code 8078)
June 6, 2012

To Those Shareholders with Voting Rights:

Hironari Furukawa
Representative Director and President
Hanwa Co., Ltd.
4-3-9 Fushimi-machi,
Chuo-ku, Osaka, Japan

**NOTICE OF
THE 65TH ORDINARY GENERAL SHAREHOLDERS MEETING**

Dear Shareholders:

You are cordially invited to attend the 65th Ordinary General Shareholders Meeting of Hanwa Co., Ltd. (“the Company”). The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following methods. Please review the Reference Materials for the General Shareholders Meeting (described hereinafter), and cast your vote by the day immediately before the date of the meeting during the business hours (by 5:00 p.m. on Wednesday, June 27, 2012 Japan time).

- (1) Indicate your approval or disapproval of each proposal on the enclosed Voting Form and return it.
- (2) Access the website designated by the Company shown on the Voting Form and enter your votes electronically (via the Internet). (Please refer to page 11).

1. Date and Time: Thursday, June 28, 2012 at 10:00 a.m. Japan time

2. Place: Eighth Floor Conference Room
Hanwa Co., Ltd. Headquarters
4-3-9, Fushimi-machi, Chuo-ku, Osaka

3. Meeting Agenda:

- Matters to be reported:**
1. The Business Report, Consolidated Financial Statements for the Company’s 65th Fiscal Year (April 1, 2011 - March 31, 2012) and results of audits by the Independent Auditor and the Board of Corporate Auditors of the Consolidated Financial Statements
 2. Non-Consolidated Financial Statements for the Company’s 65th Fiscal Year (April 1, 2011 - March 31, 2012)

Proposals to be resolved:

- Proposal No. 1:** Dividends from Surplus
Proposal No. 2: Election of Nineteen (19) Directors
Proposal No. 3: Election of Three (3) Corporate Auditors
Proposal No. 4: Partial Amendment and Continuation of Large-scale Purchase Countermeasures (Takeover Defense)

- If you plan to attend the meeting, please present the enclosed Voting Form to the receptionist when you arrive at the venue.
- Revisions to the Reference Materials for the General Shareholders Meeting, the Business Report, Non-Consolidated Financial Statements and Consolidated Financial Statements, if any, will be posted on the Hanwa website (<http://www.hanwa.co.jp>).

Reference Materials for the General Shareholders Meeting

Proposals and References

Proposal No. 1: Dividends from Surplus

Proposal for the dividends from surplus is as follows:

Matters concerning the year-end dividend for the 65th fiscal year

The Company regards the return of earnings to shareholders as one of management's most important responsibilities. The fundamental policy regarding distribution of profit to shareholders is to pay dividends backed by earnings, while building sufficient internal reserves for future business expansion, and to maintain a sound financial position.

(1) Type of dividend

Cash

(2) Matters concerning distribution of the dividend to shareholders and the aggregate amount of dividend

The Company proposes to pay a year-end dividend of ¥6 per common share. The aggregate dividend will be ¥1,243,610,118.

Since the Company paid an interim dividend of ¥6 per common share in December 2011, this will result in an annual dividend of ¥12 per common share.

(3) Effective date of dividend payment

June 29, 2012

Proposal No. 2: Election of Nineteen (19) Directors

The terms of office of all twenty-one (21) Directors will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect nineteen (19) Directors.

The candidates for Directors are as follows:

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
1	Shuji Kita (January 28, 1943)	<p>April 1966 Joined Ministry of International Trade and Industry (MITI)</p> <p>April 1980 Appointed Consul, Consulate-General of Japan in Los Angeles</p> <p>April 1983 Appointed Director-General, Commerce and Industry Department. Osaka Bureau of International Trade and Industry</p> <p>May 1987 Appointed President, Jakarta Office, Japan External Trade Organization</p> <p>October 1989 Appointed Director General, General Coordination and Policy Planning Department, MITI, Kanto Bureau</p> <p>June 1991 Appointed Councilor to Economic Planning Agency</p> <p>June 1993 Retired from MITI, Joined the Company, Appointed Managing Director</p> <p>February 1994 Appointed Representative Director and President</p> <p>April 2011 Appointed Representative Director and Chairman (current position)</p> <p>June 2011 Appointed Outside Director of Keihan Electric Railway Co., Ltd. (current position)</p> <p>(Significant concurrent positions) Director of Hanwa Scholarship Foundation Outside Director of Keihan Electric Railway Co., Ltd.</p>	438,313 shares
2	Hironari Furukawa (October 30, 1946)	<p>March 1969 Joined the Company</p> <p>June 1997 Appointed Director</p> <p>April 2003 Appointed Managing Director</p> <p>April 2005 Appointed Senior Managing Director</p> <p>April 2009 Appointed Representative Director and Vice Executive President</p> <p>April 2011 Appointed Representative Director and President</p> <p>April 2012 Appointed Representative Director and President (Chief Executive Officer) (current position)</p>	82,535 shares
3	Tetsuro Akimoto (November 8, 1948)	<p>April 1971 Joined the Company</p> <p>June 2001 Appointed Director</p> <p>April 2005 Appointed Managing Director</p> <p>April 2008 Appointed Senior Managing Director</p> <p>April 2012 Appointed Director and Executive Vice President (current position) In charge of overall administrations (current position)</p>	65,376 shares
4	Hideo Kawanishi (March 15, 1950)	<p>April 1973 Joined the Company</p> <p>June 2005 Appointed Director</p> <p>April 2008 Appointed Managing Director</p> <p>April 2012 Appointed Director and Senior Managing Executive Officer (current position) Senior General Manager of Osaka Head Office In charge of Osaka HQ Steel and Machinery (current position)</p>	93,944 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
5	Yoshifumi Nishi (July 9, 1949)	<p>April 1973 Joined the Company</p> <p>June 2001 Appointed Director</p> <p>April 2006 Appointed Managing Director</p> <p>April 2012 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of Petroleum, Bunker Oil, Chemicals, Lumber & Plywood, International Wood Sales and Food (current position)</p>	85,876 shares
6	Hiroshi Serizawa (December 26, 1951)	<p>April 1975 Joined the Company</p> <p>June 2005 Appointed Director</p> <p>April 2010 Appointed Managing Director</p> <p>April 2012 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of Tokyo HQ Steel Plates, Steel Sheets Sales, Structural Steel Sheets, Steel Pipe Sales, Steel Sheets, Steel Bars & Construction Materials Dept. 2., Steel Structure Marketing, Project, Distributor Sales, Nagoya Branch Office, Hokkaido Branch Office, Tohoku Branch Office, Niigata Branch Office, Kitakanto Branch Office, Atsugi Branch Office, Mito Branch Office and Shizuoka Branch Office (current position)</p>	37,436 shares
7	Hiroshi Ebihara (November 1, 1954)	<p>April 1977 Joined the Company</p> <p>June 2005 Appointed Director</p> <p>April 2010 Appointed Managing Director</p> <p>April 2012 Appointed Director and Senior Managing Executive Officer (current position)</p> <p>In charge of International Trade Div. 1., International Trade Div. 2., Shapes & Structural Steel International, Trade Administration, Tokyo HQ Steel Bars & Construction Materials Dept. 1., Ferrous Raw Materials, Wire Products & Special Steel and Corporate Planning (current position)</p>	33,305 shares
8	Akihiko Ogasawara (September 30, 1953)	<p>April 1976 Joined the Company</p> <p>June 2006 Appointed Director</p> <p>April 2011 Appointed Managing Director</p> <p>April 2012 Appointed Director and Managing Executive Officer (current position)</p> <p>In charge of Non-ferrous Metals, Solar Silicon and Metals & Alloys (current position)</p>	31,664 shares
9	Osamu Seki (August 23, 1939)	<p>April 1962 Joined Ministry of International Trade and Industry (MITI)</p> <p>June 1987 Appointed General Manager, Osaka Bureau of International Trade and Industry</p> <p>June 1992 Appointed Director-General of Small and Medium Enterprise Agency</p> <p>June 1995 Appointed Managing Director of Sumitomo Electric Industries, Ltd. (SEI)</p> <p>June 1999 Appointed Vice President and Representative Director of SEI</p> <p>June 2002 Appointed Outside Director of P.S. Mitsubishi Construction Co., Ltd.</p> <p>June 2004 Appointed Chairman and Representative Director of Nuclear Fuel Industries, Ltd.</p> <p>June 2007 Appointed Director (current position)</p> <p>February 2012 Registered as an Attorney-at-Law (current position)</p> <p>(Significant concurrent positions) Attorney-at-Law</p>	15,336 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
10	Shiro Yabushita (November 13, 1943)	<p>June 1972 Graduated from Graduate School of Arts & Sciences, Yale University (Ph. D. in Economics)</p> <p>August 1972 Full-time Instructor, School of Economics, Tokyo Metropolitan University</p> <p>January 1973 Associate Professor, School of Economics, Tokyo Metropolitan University</p> <p>April 1976 Associate Professor, School of Economics, Yokohama National University</p> <p>April 1985 Professor, School of Economics, Yokohama National University</p> <p>April 1991 Professor, School of Political Science and Economics, Waseda University (current position) (currently Professor, Faculty of Political Science and Economics, Waseda University)</p> <p>September 2004 Dean, Faculty of Political Science and Economics and School of Political Science and Economics, Waseda University</p> <p>September 2008 Dean, Waseda University Organization for Japan-US Studies</p> <p>April 2009 Director, Research Council, Waseda University (current position)</p> <p>June 2011 Appointed Director (current position) (Significant concurrent positions) Professor, Faculty of Political Science and Economics, Waseda University Director, Research Council, Waseda University</p>	11,593 shares
11	Atsuhiko Moriguchi (December 12, 1951)	<p>April 1975 Joined the Company</p> <p>April 2001 General Manager of Accounting Dept.</p> <p>June 2008 Appointed Director</p> <p>April 2012 Appointed Director and Managing Executive Officer (current position) In charge of Accounting, Finance, Affiliated Enterprises, Information System and Overseas Administrative Department (current position)</p>	20,641 shares
12	Tadahiko Kaida (July 26, 1953)	<p>April 1977 Joined the Company</p> <p>April 1998 General Manager of Osaka HQ Structural Steel Sheets Dept.</p> <p>April 2002 Appointed President of Hanwa Steel Service Ltd.</p> <p>June 2006 Appointed Director</p> <p>April 2012 Appointed Director and Managing Executive Officer (current position) In charge of Osaka HQ Steel Sheets Div. 1., Steel Sheets Div. 2., Steel Sheets Div. 3., Stainless Steel & Aluminum Sheet, Wire Products & Special Steel, Steel Service Business (current position)</p>	34,850 shares
13	Youichi Ejima (October 31, 1949)	<p>April 1972 Joined the Company</p> <p>April 1997 General Manager of Administration Dept.</p> <p>June 2009 Appointed Director</p> <p>April 2012 Appointed Director and Managing Executive Officer (current position) In charge of Legal & Credit, General Affairs and Personnel (current position)</p>	21,570 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)		Number of shares of the Company held
14	Naoyuki Togawa (February 18, 1952)	March 1974 April 1998 April 2009 June 2009 April 2012	Joined the Company General Manager of Construction Materials Dept., Nagoya Branch Office General Manager of Nagoya Branch Office Appointed Director Appointed Director and Managing Executive Officer (current position) General Manager of Nagoya Branch Office In charge of Shizuoka Branch Office and Ferrous Raw Material of all offices (current position)	24,889 shares
15	Yasumichi Kato (April 26, 1955)	April 1978 April 2005 June 2010 April 2012	Joined the Company General Manager of Tokyo HQ Structural Steel Sheets Dept. 1. Appointed Director Appointed Director and Managing Executive Officer (current position) In charge of Osaka HQ Steel Plate, Structural Steel Sheets Dept. 1., Structural Steel Sheets Dept. 2., Steel Sheets Sales, Machinery, Lumber & Plywood, International Wood Sales and Chugoku Branch Office (current position)	42,141 shares
16	Masataka Toyoda (May 24, 1950)	March 1974 July 1998 April 2005 June 2005 April 2012	Joined the Company General Manager of President's Office General Representative for China and President of Hanwa Trading (Shanghai) Co., Ltd. (current position) Appointed Director Appointed Director and Executive Officer (current position) (Significant concurrent positions) President of Hanwa Trading (Shanghai) Co., Ltd. President of Hanwa Steel Service (Jiangxi) Co., Ltd.	31,477 shares
17	Yoshiaki Matsuoka (May 25, 1952)	April 1977 January 2001 June 2006 April 2012	Joined the Company General Manager of Non-ferrous Metals Dept. Appointed Director Appointed Director and Executive Officer (current position) In charge of Petroleum, Bunker Oil, Chemicals and Food (current position)	31,525 shares
18	Hiroaki Tsujinaka (January 30, 1952)	April 1975 April 1998 June 2005 April 2012	Joined the Company General Manager of Osaka HQ Steel Plate Dept. Appointed Director Appointed Director and Executive Officer (current position) In charge of Osaka HQ Steel Bars & Construction Materials Dept. 1., Steel Bars & Construction Materials Dept. 2., Distributor Sales, Project, Kyushu Branch Office, Okayama Branch Office and Okinawa Branch Office, and Assistant to the Executive Officer in charge of Osaka HQ Ferrous Raw Materials and Steel Structure Marketing (current position)	46,928 shares

No.	Name (Date of birth)	Brief career summary, positions and job responsibilities at the Company (Significant concurrent positions)	Number of shares of the Company held
19	Takatoshi Kuchiishi (October 23, 1958)	<p>April 1981 April 2002 June 2010 April 2012</p> <p>Joined the Company General Manager of Steel Bars & Construction Materials Dept. 2., Nagoya Branch Office Appointed Director Appointed Director and Executive Officer (current position) In charge of Tokyo HQ Steel Bars & Construction Materials Dept. 1., Steel Bars & Construction Materials Dept. 2., Shape & Structural Steel International, Project and Tohoku Branch Office, and Assistant to the Executive Officer in charge of Tokyo HQ Ferrous Raw Materials, and in charge of Steel Structure Marketing of all offices (current position)</p> <p>(Significant concurrent positions) President of Hanwa Fellows Engineering (China) Co., Ltd.</p>	17,391 shares

- Notes:
1. There are no special interests between any of the candidates and the Company.
 2. Mr. Osamu Seki and Mr. Shiro Yabushita are candidates for the positions of Outside Directors.
 3. Mr. Osamu Seki has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to his extensive experience in public affairs and corporate management. The Company believes that he will add a comprehensive and multidisciplinary perspective to management decision making.
 4. During Mr. Osamu Seki's tenure as an outside director of P.S. Mitsubishi Construction Co., Ltd., the Japan Fair Trade Commission in June 2007 issued a cease and desist order and levied a fine due to a violation by this company of the Antimonopoly Act. Mr. Osamu Seki has for many years made a variety of statements with regard to corporate compliance. Following this incident, Mr. Osamu Seki played a central role in taking actions to prevent this problem from occurring again. In particular, Mr. Osamu Seki urged the company's board of directors to approve resolutions to revise the P.S. Mitsubishi Construction Management Philosophy and Code of Conduct and the P.S. Mitsubishi Ethical Standards.
 5. Mr. Osamu Seki is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served as a director for five years.
 6. Mr. Osamu Seki has entered into an agreement with the Company limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act. The Company plans to continue the above agreement with Mr. Osamu Seki if he is reelected.
 7. Mr. Shiro Yabushita has been nominated for the position of Outside Director in view of his strong character and capabilities, in addition to the Company's expectation that he will provide the Company with valuable opinions and suggestions from professional standpoint on the basis of his extensive experience and insight regarding his study on economics and financing at a university. Although Mr. Shiro Yabushita has never been directly involved in corporate management, the Company believes that he can appropriately carry out his duty as an Outside Director due to the above reasons.
 8. Mr. Shiro Yabushita is currently an Outside Director of the Company. At the close of this General Shareholders Meeting he will have served for one year.
 9. Mr. Shiro Yabushita has entered into an agreement with the Company limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act. The Company plans to continue the above agreement with Mr. Shiro Yabushita if he is reelected.
 10. Number of shares of the Company held by the candidates includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

Proposal No.3 Election of Three (3) Corporate Auditors

The terms of office of Corporate Auditors Teruo Asai, Hajime Yosano and Masanori Kobayashi will expire at the conclusion of this General Shareholders Meeting. Consequently, shareholders are requested to elect three (3) Corporate Auditors. The Board of Corporate Auditors has previously given its approval for this proposal.

The candidates for Corporate Auditors are as follows:

No.	Name (Date of birth)	Brief career summary and positions at the Company (Significant concurrent positions)		Number of shares of the Company held
1	Teruo Asai (August 5, 1950)	April 1973 June 2008 June 2010	Joined the Company Appointed Director Appointed Corporate Auditor (current position)	35,732 shares
2	Yasuo Naide (August 14, 1946)	April 1971 June 2001 June 2003 December 2006 April 2010 March 2012	Joined Sumitomo Heavy Industries, Ltd. Appointed Senior Vice President of Sumitomo Heavy Industries, Ltd. Appointed Executive Vice President of Sumitomo Heavy Industries, Ltd. Appointed President and Representative Director of Sumitomo Heavy Industries Environment Co., Ltd. Appointed President and Representative Director of Sumitomo Heavy Industries Business Associates, Ltd. Retired as Director of Sumitomo Heavy Industries Business Associates, Ltd.	238,000 shares
3	Hiroshige Wagatsuma (March 9, 1949)	April 1971 May 1995 December 1998 September 2000 June 2001 June 2006 June 2010	Joined The Industrial Bank of Japan, Limited General Manager, Sapporo Branch of The Industrial Bank of Japan, Limited Appointed Director and Deputy President of The Nippon Credit Bank, Ltd. Appointed Managing Executive Officer of The Industrial Bank of Japan, Limited Appointed Managing Director of Tosoh Corporation Appointed Senior Managing Director of Tosoh Corporation Retired as Director of Tosoh Corporation	0 share

- Notes:
1. There are no special interests between the candidates and the Company.
 2. Mr. Yasuo Naide and Mr. Hiroshige Wagatsuma are new candidates for the positions of Outside Corporate Auditors.
 3. Mr. Yasuo Naide has been nominated for the position of Outside Corporate Auditor because the Company expects that he will carry out an effective audit from the viewpoint based on his extensive business experience at a manufacturer.
 4. Upon approval of the proposal for appointing Mr. Yasuo Naide as the Outside Corporate Auditor, the Company will execute an agreement with Mr. Yasuo Naide limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act.
 5. Mr. Hiroshige Wagatsuma has been nominated for the position of Outside Corporate Auditor because the Company believes that he will carry out an audit from a professional and practical viewpoint on the basis of his extensive business experience as a Director at a manufacturer, along with his deep knowledge of financing and financial affairs.
 6. Upon approval of the proposal for appointing Mr. Hiroshige Wagatsuma as the Outside Corporate Auditor, the Company will execute an agreement with Mr. Hiroshige Wagatsuma limiting his liability for damages in accordance with Article 423, Paragraph 1 of the Companies Act. The maximum amount of liability under the agreement follows the provisions of the Companies Act.
 7. Number of shares of the Company held by the candidates includes shares that the individual owns through the Hanwa Directors Stock Ownership Plan.

Proposal No. 4: Partial Amendment and Continuation of Large-scale Purchase Countermeasures (Takeover Defense)

Partial amendment and continuation of the countermeasures (Takeover Defense) against large-scale purchases of shares in the Company representing 20% or more of voting rights, was approved at the 62nd Ordinary General Shareholders Meeting of the Company held on June 26, 2009. Meanwhile, it was decided at the Board of Directors meeting held on May 11, 2012 that these countermeasures be continued with a partial amendment on their expiry at the conclusion of the 65th Ordinary General Shareholders Meeting (hereinafter “this Ordinary General Shareholders Meeting”), subject to the approval of shareholders at this Ordinary General Shareholders Meeting (the countermeasures after the amendment are hereinafter referred to as the “Countermeasures”). The Company proposes that shareholders kindly approve the Countermeasures as described hereunder.

1. Basic position against large-scale purchases of shares

The Company is handling a wide range of products including steel, which is its core product, along with metals and alloys, non-ferrous metals, food, petroleum and chemicals, lumber and plywood, and machinery, with numerous affiliates both in Japan and overseas under its global business strategies. As such, the management of the Company requires broad-based knowledge about a wide variety of products, as well as adequate experience in the relevant industry sectors, and a profound understanding on the relationship built over the years, between the Company and its stakeholders including shareholders, employees and clients. In May 2010, the Company formulated a three-year Medium-Term Business Plan beginning in the fiscal year 2010, and the Company believes it will be able to maximize its corporate value and the common interests of shareholders, through the promotion of key business strategies under the Medium-Term Business Plan.

The Company would not necessarily reject all large-scale purchases of its shares, if they could enhance its corporate value and contribute to the common interests of shareholders. However, in some cases, a large-scale purchase of shares can take place without adequate consultation with the management of the target company, or without enough information and time for shareholders to consider whether they should accept the proposal of such large-scale purchase of shares. Corporate value of the target company and the common interests of its shareholders can be damaged in such cases. Therefore, the Company has decided to set certain rules regarding the requirement for the provision of prior information on large-scale purchases of its shares, involving defense measures as necessary.

2. Outline of the Countermeasures

- (1) Any party to engage in a large-scale purchase of the Company’s shares with an intention to hold 20% or more of its voting rights (hereinafter the “Large-scale Purchaser”), must provide the Board of Directors of the Company beforehand with adequate information regarding such large-scale purchase, as required by the Company.

Such required information may include:

- Detailed profile of the Large-scale Purchaser
- Objective, methods and schedule of the large-scale purchase, and basis of calculation of purchase price, etc.

For the above amendment, the Company has specified 60 business days as the maximum period of time during which the Board of Directors of the Company will be entitled to require a Large-scale Purchaser to provide the information.

- (2) A large-scale purchase is allowed only after a certain period of time, during which the Board of Directors of the Company evaluates the information provided by the Large-scale Purchaser.
- (3) The Company will be entitled to implement certain defense measures against a large-scale purchase, if the required information was not provided, or the Board of Directors judged, based on the information provided, that such large-scale purchase will significantly damage the Company’s corporate value and the common interests of its shareholders. (The Company will select defense measures that are deemed to be the most appropriate by the Board of Directors at the time, including gratis allocations of stock acquisition rights to shareholders subject to certain exercise conditions.)

For the purpose of appropriate implementation of the Countermeasures and ensuring fair judgment by the Board of Directors, the Company has established a “Special Committee” comprising academic experts, Outside Directors and Outside Corporate Auditors of the Company. In the event of a large-scale purchase, the Board of Directors will seek and respect where possible, opinions from the Special Committee.

The Company is scheduled to appoint the following five members of the Special Committee at the Board of Directors meeting to be held on June 28, 2012.

*Names and current positions at the Company

- Osamu Seki (August 23, 1939)
Outside Director
- Shiro Yabushita (November 13, 1943)
Outside Director
- Toshiaki Taguchi (October 20, 1938)
Outside Corporate Auditor
- Yasuo Naide (August 14, 1946)
(Scheduled to be elected as Outside Corporate Auditor at this General Shareholders Meeting)
- Hiroshige Wagatsuma (March 9, 1949)
(Scheduled to be elected as Outside Corporate Auditor at this General Shareholders Meeting)

3. Effective period of the Countermeasures, etc.

The Countermeasures will expire at the conclusion of the Ordinary General Shareholders Meeting for the third fiscal year after the conclusion of this Ordinary General Shareholders Meeting. The Company is scheduled to propose the continuation of the Countermeasures as an agenda item for that Ordinary General Shareholders Meeting to confirm the intention of shareholders in respect of the Countermeasures. The Countermeasures will be terminated if and when such proposal is not approved by shareholders at that Ordinary General Shareholders Meeting.

Meanwhile, this rule will be terminated even during the effective period of the Countermeasures, if and when the termination of the Countermeasures is decided by a resolution at either the Ordinary General Shareholders Meeting or the Board of Directors meeting.

Procedure for submitting votes using the Internet

If you plan to vote using the Internet, please read the following instructions and precautions first.

1. Votes can be submitted using the Internet only on the website designated by the Company for this purpose. This site can be accessed from a cell phone, too.
URL for votes: <http://www.webdk.net>
2. To vote using the Internet, use the voting rights code and password that are shown on the enclosed Voting Form and then enter your votes by following instructions provided by the website.
3. Internet votes must be received no later than the day immediately before the date of the General Shareholders Meeting during the business hours (by 5:00 p.m. on Wednesday, June 27, 2012 Japan time). However, shareholders are asked to submit votes as soon as possible in order to expedite the vote tabulation process.
4. If a shareholder submits votes in writing and using the Internet, only the Internet votes will be counted.
5. If a shareholder submits votes using the Internet more than once, or submits multiple votes using a personal computer and a cell phone, only the last votes received will be treated as valid.
6. When using the Internet to vote, shareholders are responsible for Internet Service Provider connection fees and communication carrier fees.

System Requirements for Voting via the Internet

Submitting votes using the website listed above requires the following hardware and software.

- 1) Internet access
- 2) When using a personal computer to vote, the Internet browser must be Microsoft® Internet Explorer 6.0 or a subsequent version. In addition, hardware that can use the above browser is required.
- 3) When using a cell phone to vote, the handset must be capable of using 128-bit SSL encryption. (Since votes can be submitted using only handsets that can use 128-bit SSL encryption in order to ensure security, votes cannot be submitted using some handsets.)
(Microsoft is a registered trademark in the U.S. and other countries of Microsoft Corporation.)

Inquiries concerning submitting votes using the Internet

Please use the phone number below for any questions concerning how to submit votes using the Internet.

Transfer agent: Sumitomo Mitsui Trust Bank, Limited

Stock Transfer Agency Department

Dedicated Line: Toll-free: 0120-186-417 (9:00-21:00)

For inquiries concerning matters other than submitting votes, call

0120-176-417 (9:00-17:00 on weekdays)

Information concerning use of Electronic Voting Platform

Instead of submitting votes via the Internet as explained above, nominee shareholders such as trust banks acting as administrators (including standing proxies) can use the Electronic Voting Platform operated by Investor Communications Japan, Inc. (ICJ), which is owned jointly by Tokyo Stock Exchange, Inc. and other companies, to submit votes electronically at the Ordinary General Shareholders Meeting. To use this method, a shareholder must apply in advance for the use of the Electronic Voting Platform.