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Notice of Resolutions of the 109th Ordinary General Meeting of Shareholders

June 27, 2013

Dear Shareholders,

We hereby inform you of the reports made and resolutions adopted at the 109th Ordinary General Meeting of Shareholders of OBAYASHI CORPORATION (hereinafter referred to as the “Corporation”) held today.

Sincerely yours,

Toru Shiraishi
President
OBAYASHI CORPORATION
2-15-2, Konan, Minato-ku, Tokyo

Details of the General Meeting of Shareholders

Matters reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 109th Fiscal Year (from April 1, 2012 to March 31, 2013), as well as the audit reports of the Accounting Auditors and the Board of Corporate Auditors for Consolidated Financial Statements
The above particulars were reported.

Matters resolved:

Proposal 1: Appropriation of Surplus

Proposal 1 was approved and adopted as proposed. It was decided to pay a year-end dividend for the 109th Fiscal Year of 4 yen per share.

Proposal 2: Partial Amendment to the Articles of Incorporation

Proposal 2 was approved and adopted as proposed.

Details of the amendment are as follows:

- (1) To prepare for future business development, the Corporation added business purposes to the Articles of Incorporation.
- (2) To enable the flexible enhancement of corporate governance, the Corporation altered the Directors with specific titles structure, which is not a system based on the Company Law, through the Board of Directors. Accordingly the Corporation deleted the provision regarding Directors with specific titles in the Articles of Incorporation.
In accordance with the above-mentioned deletion, the Corporation made the necessary amendment to the Articles of Incorporation in order to change the chairman of the general meeting of shareholders from the President to a Representative Director determined by the Board of Directors.

Proposal 3: Election of Ten (10) Directors

The following Ten (10) Directors were elected and assumed their offices.
Takeo Obayashi, Toru Shiraishi, Tadahiko Noguchi, Makoto Kanai,
Shozo Harada, Makoto Kishida, Akihisa Miwa, Kenichi Shibata,
Nao Sugiyama, Shinichi Otake

Additional information

1. Representative Directors and Directors with specific titles

At the meeting of the Board of Directors held on the same day, the following were appointed and assumed their offices.

Chairman	
Representative Director	Takeo Obayashi
Representative Director	Toru Shiraishi
Representative Director	Tadahiko Noguchi
Representative Director	Makoto Kanai
Representative Director	Shozo Harada

2. Payment of the year-end dividend

Please collect the payment of the year-end dividend for the 109th Fiscal Year with the enclosed “Dividend Warrant” at a nearby Japan Post Bank branch or a post office.

For shareholders who have designated a bank account transfer, please find the enclosed “Statement of Dividend” and “Dividend Transfer Notice.”

This “Statement of Dividend” also serves as “Note of Payment” to be prepared in accordance with the provisions of the Act on Special Measures Concerning Taxation. After receiving your dividends, please use this document to confirm the amount of dividends received and for your income tax return. For shareholders who receive dividends through securities company accounts by the system of dividend allotment to securities company accounts in proportion to the number of shares held, please confirm the payment at your securities companies.

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“Business Report for the 109th Fiscal Year” including business results for the 109th Fiscal Year etc. is posted on our website (<http://www.obayashi.co.jp/>).  
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