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# **Notice of Resolutions of** the 106th Ordinary General Meeting of Shareholders

June 25, 2010

Dear Shareholders,

We hereby inform you of the reports made and resolutions adopted at the 106th Ordinary General Meeting of Shareholders of OBAYASHI CORPORATION (hereinafter referred to as the "Corporation") held today.

Sincerely yours,

Toru Shiraishi President OBAYASHI CORPORATION

## **Details of the General Meeting of Shareholders**

### Matters reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 106th Fiscal Year (from April 1, 2009 to March 31, 2010), 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 yearend dividend for the 106th Fiscal Year of 4 yen per share. It was also decided to withdraw 30 billion yen out of "General reserve" and transfer it to "Retained earnings brought forward."

**Proposal 2:** Partial Amendment to the Articles of Incorporation Proposal 2 was approved and adopted as proposed. Details of the amendment are as follow:

- (1) As the registered location of the principal office will be changed to Minato-ku, Tokyo as of July 1, 2010, the Corporation made necessary amendments to the Articles of Incorporation.
- (2) As the Corporation changed the system from April 1, 2010 to one in which Directors can concurrently hold the position of Executive Officer, the Corporation deleted the provision regarding Directors with specific titles (Executive Vice Presidents, Senior Managing Directors, and Managing Directors), which is no longer required.

Proposal 3:	Election of Twelve (12) Directors The following Twelve (12) Directors were elected and assumed their offices. Takeo Obayashi, Toru Shiraishi, Masashi Honjo, Tadahiko Noguchi, Yuji Nakamura, Ryuichi Irahara, Makoto Kanai, Shozo Harada, Makoto Kishida, Akihisa Miwa, Kenichi Shibata, Nao Sugiyama
Proposal 4:	Election of Two (2) Corporate Auditors The following Two (2) Corporate Auditors were elected and assumed their offices. Tatsunosuke Kagaya, Yasutaka Kakiuchi Both Messrs. Tatsunosuke Kagaya and Yasutaka Kakiuchi are outside corporate auditors.

### 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
President Representative Director	Toru Shiraishi
Representative Director	Masashi Honjo
Representative Director	Tadahiko Noguchi

2. Payment of the year-end dividend

Please collect the payment of the year-end dividend for the 106th 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." Please not that "Statement of Dividend" is available as an attachment of final income tax return.

"Business Report for the 106th Fiscal Year" including business results for the 106th Fiscal Year etc. is posted on our website (http://www.obayashi.co.jp/).