

[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 Ordinary General Meeting of Shareholders of Mitsui O.S.K. Lines, 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 Japanese version shall be the official version.

Securities Code: 9104  
May 31, 2010

To Shareholders with Voting Rights

Akimitsu Ashida  
Representative Director  
President Executive Officer  
**Mitsui O.S.K. Lines, Ltd.**  
1-1, Toranomom 2-chome, Minato-ku,  
Tokyo, Japan

**NOTICE OF CONVOCAION OF  
THE ORDINARY GENERAL MEETING OF SHAREHOLDERS**

You are cordially invited to attend the Ordinary General Meeting of Shareholders of Mitsui O.S.K. Lines, Ltd. ("MOL" or the "Company"). The meeting will be held as described below. For those attending, please present the enclosed Voting Form at the reception desk upon arrival at the meeting.

If you are unable to attend the meeting, you can exercise your voting rights by either of the following two methods. Please review the attached "Reference Documents for the General Meeting of Shareholders." and exercise your voting rights by no later than 5:00 p.m. (Japan Time), Monday, June 21, 2010.

**[When Exercising Voting Rights by Mail]**

Please indicate your approval or disapproval for the proposals in the enclosed Voting Form, and return it so that it will arrive by the aforementioned exercise deadline.

**[When Exercising Voting Rights via the Internet]**

For exercising your voting rights via the Internet, please access the website designated by the Company for exercising voting rights (<http://www.evotep.jp/>) by a personal computer or mobile phone, and enter your approval or disapproval for the proposals. (Note: The website for Internet Voting is Japanese only.)

1. **Date and Time:** 10:00 a.m., Tuesday, June 22, 2010.
2. **Place:** Shinagawa Intercity Hall,  
2-15-4, Konan, Minato-ku, Tokyo, Japan
3. **Agenda of the Meeting:**  
**Matters to Be Reported:**
  - (1) The Business Report and the Consolidated Financial Statements, and Audit Reports of the Accounting Auditor and the Board of Corporate Auditors for the Consolidated Financial Statements for the Fiscal Year 2009 (From April 1, 2009 to March 31, 2010)
  - (2) The Non-consolidated Financial Statements for the Fiscal Year 2009 (From April 1, 2009 to March 31, 2010)

**Proposals to Be Resolved:**

- Proposal No. 1:** Appropriation of Surplus
- Proposal No. 2:** Election of Ten (10) Directors
- Proposal No. 3:** Election of Two (2) Corporate Auditors
- Proposal No. 4:** Election of One (1) Substitute Corporate Auditor
- Proposal No. 5:** Issue of Stock Acquisition Rights for the Purpose of Executing a Stock Option System to Executive Officers, General Managers, and Presidents of the Company's Consolidated Subsidiaries in Japan

**[Translation for Reference and Convenience Purposes Only]**

Should any modification to the Reference Documents for the General Meeting of Shareholders, Business Report, Consolidated Financial Statements and Non-consolidated Financial Statements occur, the matters after modification will be posted on the Internet website of the Company (<http://www.mol.co.jp/ir-j/index.html/>).

If you are unable to attend the general meeting of shareholders, you can exercise your voting rights by sending another shareholder with voting rights to the meeting as your proxy. Please note, however, that it is necessary to submit a document evidencing the authority of proxy.

**REFERENCE DOCUMENTS**  
**FOR THE GENERAL MEETING OF SHAREHOLDERS**

**Proposal No. 1: Appropriation of Surplus**

The Company's key management policies are the enhancement of corporate value with proactive business investment and the direct return of profits to shareholders through dividend payments.

Based on the midterm management plan (**GEAR UP! MOL**), the Company continues to pursue active investments primarily in vessels. The Company uses internal reserve funds to increase the corporate value per share while enhancing corporate strength. The Company will continue to increase the dividend payout ratio in conjunction with results of operations as part of its mid-and long term management goals, while having set the criterion of 20% of consolidated dividend payout ratio for the coming years. Given, however, the serious impact that the global economic crisis has had on the Company since the previous fiscal year, our earnings have declined considerably during the fiscal year and therefore the Company proposes paying a year-end dividend of ¥3 per share as below. As the Company did not distribute an interim dividend at the end of the second quarter, the annual dividend will be ¥3 per share.

Matters related to year-end dividend

(1) Type of dividend property

Cash

(2) Matter related to distribution of dividend property to shareholders and the total amount thereof

¥3 per common share of the Company                      Total amount: ¥3,588,484,224

(3) Effective date of the distribution of surplus

June 23, 2010

[Translation for Reference and Convenience Purposes Only]

**Proposal No. 2:** Election of Ten (10) Directors

The terms of office of all eleven (11) directors will expire at the conclusion of this meeting. Accordingly, election of the following ten (10) directors is proposed.

The candidates for directors are as follows:

(\*indicates new candidate)

No.	Name (Date of Birth)	Career Summary (Title and Assignment in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
1	Akimitsu Ashida (April 10, 1943)	<p>Apr. 1967 Joined Mitsui O.S.K. Lines, Ltd.  Jun. 1993 General Manager of Europe and Oceania  Division  Jun. 1994 General Manager of Europe and Asia Division  Apr. 1995 General Manager of Liner Division (A)  Jun. 1996 Director and General Manager of Planning  Division  Jun. 1998 Managing Director  Jun. 2000 Senior Managing Director and Senior  Managing Executive Officer  Jun. 2003 Representative Director  Executive Vice President, Executive Officer  Jun. 2004 Representative Director  President Executive Officer  Jun. 2005 Representative Director, President Executive  Officer  (to present)</p> <p>(Significant concurrent positions outside the Company)  Chairman, The Japan Ship Owners' Mutual Protection &amp;  Indemnity Association</p>	254,000 shares
2	Masakazu Yakushiji (June 18, 1948)	<p>Apr. 1972 Joined Mitsui O.S.K. Lines, Ltd.  Jun. 1998 General Manager of Liner Division  Jun. 2000 Executive Officer and General Manager of  Liner Division  Jun. 2001 Executive Officer and General Manager of  Corporate Planning Division  Jan. 2002 Executive Officer  Jun. 2003 Managing Executive Officer  Jun. 2005 Senior Managing Executive Officer  Jun. 2006 Director, Senior Managing Executive Officer  Jun. 2007 Representative Director  Executive Vice President, Executive Officer</p> <p>Assignment: Assistant to President  [mainly in Liner Division]  (to present)</p>	93,000 shares
3	Yoichi Aoki (May 9, 1950)	<p>Apr. 1974 Joined Mitsui O.S.K. Lines, Ltd.  Jun. 2000 General Manager of LNG Carrier Division (B)  Jun. 2004 Executive Officer  Jun. 2005 Managing Executive Officer  Jun. 2007 Director, Senior Managing Executive Officer  Jun. 2009 Representative Director  Executive Vice President, Executive Officer</p> <p>Assignment: Assistant to President  [mainly in Technical Division, Tanker  Division, LNG Carrier Division,  Human Resources Division]  (to present)</p>	50,000 shares

[Translation for Reference and Convenience Purposes Only]

No.	Name (Date of Birth)	Career Summary (Title and Assignment in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
4	Masafumi Yasuoka (June 7, 1951)	<p>Apr. 1975 Joined Yamashita-Shinnihon Steamship Co., Ltd.</p> <p>Jun. 2002 General Manager of Coal and Iron Ore Carrier Division of Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2004 Executive Officer, General Manager of Coal and Iron Ore Carrier Division</p> <p>Jun. 2006 Managing Executive Officer</p> <p>Jun. 2008 Senior Managing Executive Officer</p> <p>Jun. 2009 Director, Senior Managing Executive Officer</p> <p>Assignment: Coal and Iron Ore Carrier Division, Bulk Carrier Division (to present)</p>	68,000 shares
5	Koichi Muto (September 26, 1953)	<p>Apr. 1976 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2002 General Manager of Bulk Carrier Division</p> <p>Jan. 2003 General Manager of Corporate Planning Division</p> <p>Jun. 2004 Executive Officer, General Manager of Planning Division</p> <p>Jun. 2006 Managing Executive Officer</p> <p>Jun. 2007 Director, Managing Executive Officer</p> <p>Jun. 2008 Director, Senior Managing Executive Officer</p> <p>Assignment: Internal Audit Office Secretaries Office Corporate Planning Division Public Relations Office MOL Information Systems, Ltd. (to present)</p>	56,000 shares
6	Toshitaka Shishido (February 26, 1953)	<p>Apr. 1975 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2002 General Manager of Car Carrier Division</p> <p>Jun. 2003 Executive Officer, General Manager of Car Carrier Division</p> <p>Jun. 2006 Managing Executive Officer</p> <p>Jun. 2009 Director, Senior Managing Executive Officer</p> <p>Assignment: Car Carrier Division (to present)</p>	53,090 shares
7	* Tsuneo Watanabe (November 29, 1955)	<p>Apr. 1978 Joined Mitsui O.S.K. Lines, Ltd.</p> <p>Jun. 2004 General Manager of Tanker Division</p> <p>Jun. 2006 Executive Officer</p> <p>Jun. 2008 Managing Executive Officer</p> <p>Assignment: Tanker Division (to present)</p>	10,000 shares

[Translation for Reference and Convenience Purposes Only]

No.	Name (Date of Birth)	Career Summary (Title and Assignment in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
8	Kunio Kojima (December 15, 1937)	Apr. 1960 Joined Bank of Japan Nov. 1986 Secretary of Bank of Japan May 1989 Director, Market Operation Department, Bank of Japan May 1990 Director, Policy Planning Department, Bank of Japan Feb. 1992 Executive Director of Bank of Japan Feb. 1996 Senior Advisor of Bank of Japan Aug. 1996 Resigned from Bank of Japan Aug. 1996 Advisor, the Industrial Bank of Japan (IBJ) May 1998 Resigned from IBJ May 1998 Advisor, Japan Securities Finance Co., Ltd. Jun. 1998 Representative Director, President of Japan Securities Finance Co., Ltd. Jun. 2003 Director of Mitsui O.S.K. Lines, Ltd. (to present) Jun. 2004 Representative Director, Chairman of Japan Securities Finance Co., Ltd. Apr. 2006 Director, Chairman of Japan Securities Finance Co., Ltd. Apr. 2006 Vice Chairman, President of Keizai Doyukai (Japan Association of Corporate Executives) Jun. 2006 Director, Senior Advisor to Japan Securities Finance Co., Ltd. Feb. 2008 Advisor of Japan Securities Finance Co., Ltd. (to present) Apr. 2009 President of Keizai Doyukai (Japan Association of Corporate Executives)  (Significant concurrent positions outside the Company) Outside Director of Resona Holdings, Inc. Outside Director of JBIS Holdings, Inc.	36,000 shares

[Translation for Reference and Convenience Purposes Only]

No.	Name (Date of Birth)	Career Summary (Title and Assignment in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
9	Takeshi Komura (September 2, 1939)	<p>Apr. 1963 Joined Ministry of Finance</p> <p>Jun. 1987 Director of the Co-ordination Division, the Budget Bureau</p> <p>Jun. 1988 Director-General, Tokyo Customs</p> <p>Jun. 1989 Deputy Director-General of the Budget Bureau, Ministry of Finance</p> <p>Jun. 1992 Director-General of the Economic Planning Agency</p> <p>Jun. 1993 Deputy Vice Minister, Ministry of Finance</p> <p>May 1995 Director-General of the Budget Bureau, Ministry of Finance</p> <p>Jul. 1997 Administrative Vice Minister, Ministry of Finance</p> <p>Feb. 1998 Advisor, Ministry of Finance, Policy Research Institute</p> <p>Jan. 2001 Governor, the Development Bank of Japan</p> <p>Sep. 2007 Retired from the Development Bank of Japan</p> <p>Apr. 2008 President, The Salt Science Research Foundation (to present)</p> <p>Jun. 2008 Director of Mitsui O.S.K. Lines, Ltd. (to present)</p> <p>(Significant concurrent positions outside the Company) President, The Salt Science Research Foundation Outside Corporate Auditor of The Yasuda Warehouse Co., Ltd.</p>	16,000 shares
10	*Sadayuki Sakakibara (March 22, 1943)	<p>Apr. 1967 Joined Toyo Rayon Co., Ltd. (actual Toray Industries, Inc.)</p> <p>Jun. 1994 General Manager of First Corporate Planning Dept.</p> <p>Jun. 1996 Vice President (Member of the Board)</p> <p>Jun. 1998 Senior Vice President (Member of the Board)</p> <p>Jun. 1999 Senior Vice President (Member of the Board and Member of the Executive Committee)</p> <p>Jun. 2001 Executive Vice President and Representative Member of the Board</p> <p>Jun. 2002 President and Representative Member of the Board (to present)</p> <p>(Significant concurrent positions outside the Company) President and Representative Member of the Board of Toray Industries, Inc.</p>	10,000 shares

- Notes:
1. No special interests exist between any of the director candidates and the Company.
  2. Among the above candidates, Kunio Kojima, Takeshi Komura and Sadayuki Sakakibara are candidates for outside directors stipulated in Article 2, Paragraph (3), Item (7) of the Ordinance for Enforcement of the Companies Act. The Company has appointed Kunio Kojima and Takeshi Komura as independent directors stipulated under the regulations of the stock exchanges where the Company's common stock is listed and notified the matter to the exchanges. If Sadayuki Sakakibara assumes his office as an outside director, the Company will appoint him as an independent director stipulated under the regulations of the stock exchanges where the Company's common stock is listed and notify the matter to the exchanges.
  3. The Company requests that Kunio Kojima be elected as an outside director, in order to utilize his long-time experience in and knowledge of the financial industry in the Company's management, and to gain opinions from an objective viewpoint independent from executive management.  
The Company requests that Takeshi Komura be elected as an outside director, in order to utilize his

**[Translation for Reference and Convenience Purposes Only]**

long-time experience in and knowledge of industry-wide business management and public finance in the Company's management, and to gain opinions from an objective viewpoint independent from executive management. Mr. Komura has a thorough knowledge of company management through his experience as Governor of the Development Bank of Japan. The Company believes he will properly execute his duties based on his past achievements as an outside director.

The Company requests that Sadayuki Sakakibara be elected as an outside director, in order to utilize his abundant experience and extensive knowledge in the management of the Company and to gain opinions from an objective viewpoint independent from executive management. Mr. Sakakibara will be appointed as the Chairman of the Board and Representative Member of the Board of Toray Industries, Inc. at the board of directors to be held after its ordinary general meeting of shareholders scheduled for June 2010.

4. Japan Securities Finance Co., Ltd. at which Kunio Kojima, a candidate for outside director, is serving as advisor received an order for business improvement to take measures to improve and reinforce its compliance and internal control systems from the Financial Services Agency on December 14, 2007, as it was found that Japan Securities Finance Co., Ltd. should take necessary actions to improve its business operation from the viewpoint of the public interest and protection of investors.

Since this case was not related to the integrity of that organization and the candidate himself was not involved in it, the Company considers that there is no concern about his qualifications to be an outside director.

5. On March 30, 2009, Toray Industries, Inc., at which Sadayuki Sakakibara, a candidate for outside director, was serving as a Member of the Board, received a cease and desist order from the Japan Fair Trade Commission in connection with the sales price of cross-linked, high-foaming polyethylene sheets. Since the candidate himself was not involved in the matter and he properly implemented preventive measures as a Member of the Board of Toray, the Company considers that there is no concern about his qualifications to be an outside director.
6. Kunio Kojima is, at present, an outside director of the Company. His seven-year term of office will end at the conclusion of this General Meeting of Shareholders.

Takeshi Komura is, at present, an outside director of the Company. His two-year term of office will end at the conclusion of this General Meeting of Shareholders.

7. Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into contracts with Kunio Kojima, and Takeshi Komura, which limit their liabilities for damages as set forth in Article 423, paragraph (1) of the Companies Act to the total amount of items listed in Article 425, paragraph (1) of the Companies Act, if they are without knowledge and are not grossly negligent in performing their duties. On approval of their reappointment, the Company plans to continue the above contracts with them for limitation of liability.

On Sadayuki Sakakibara's assumption of office as an outside director, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into contract with Sadayuki Sakakibara, which will limit his liability as set forth in Article 423, Paragraph (1) of the Companies Act to the total amount of items listed in Article 425, Paragraph (1) of the Companies Act, if he is without knowledge and is not grossly negligent in performing his duties.



**[Translation for Reference and Convenience Purposes Only]**

**Proposal No. 3:** Election of Two (2) Corporate Auditors

The terms of office of corporate auditors Kazumasa Mizoshita and Sumio Iijima will expire at the conclusion of this general meeting. Accordingly, election of two (2) corporate auditors is proposed.

The Board of Corporate Auditors has previously given its consent to this proposal.

The candidates for corporate auditors are as follows.

No.	Name (Date of Birth)	Career Summary (Title in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
1	Kazumasa Mizoshita (April 1, 1955)	Apr. 1977 Joined Mitsui O.S.K. Lines, Ltd. Jun. 2003 General Manager of General Affairs Division Jun. 2006 Full-time Corporate Auditor (to present)	7,000 shares
2	Sumio Iijima (May 6, 1941)	Apr.1966 Registered as an attorney at law Joined Daini Tokyo Bar Association Jan.1991 Established Tokyo Toranomon Law Office (to present) Jun.2006 Corporate Auditor (to present)  (Significant concurrent positions outside the Company) Head and an attorney at law, Tokyo Toranomon Law Office Outside Corporate Auditor of TKC Corporation Outside Corporate Auditor of Kitagawa Industries Co., Ltd. Outside Corporate Auditor of Isetan Company Limited. Outside Corporate Auditor of Isetan Mitsukoshi Holdings Ltd.	17,000 shares

Notes:

- No special interests exist between any of the auditor candidates and the Company.
- Sumio Iijima is a candidate for outside corporate auditor in Article 2, Paragraph (3), Item (8) of the Ordinance for Enforcement of the Companies Act. The Company has appointed Sumio Iijima as an independent corporate auditor stipulated under the regulations of the stock exchanges where the Company's common stock is listed and notified the matter to the exchanges.
- The Company requests that Sumio Iijima be elected as an outside corporate auditor, as he is in a neutral position with no special interests in the Company and is capable of utilizing his extensive experience and knowledge based on his expertise as an attorney at law to check the appropriateness of management decisions and supervise business executions from the viewpoint of shareholders.
- Sumio Iijima has a thorough knowledge of corporate legal affairs as an attorney at law and also has abundant experience as an auditor at other private companies and as an outside corporate auditor of the Company thus far. The Company believes he will continue to properly execute his duties as an outside corporate auditor.
- Sumio Iijima is, at present, an outside auditor of the Company. His four-year term of office will end at the conclusion of this General Meeting of Shareholders.
- Pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company has entered into a contract with Sumio Iijima, which limits his liability for damages as set forth in Article 423, Paragraph (1) of the Companies Act to the total amount of items listed in Article 425, Paragraph (1) of the Companies Act, if he is without knowledge and is not grossly negligent in performing his duties. On approval of his reappointment, the Company plans to continue the above contract for limitation of liability with him.

**[Translation for Reference and Convenience Purposes Only]**

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

In preparation for lacking a quorum of corporate auditors, election of one (1) substitute corporate auditor is proposed, based on the provisions of Article 329, paragraph (2) of the Companies Act.

The Board of Corporate Auditors has previously given its consent to this proposal.

The candidate for substitute corporate auditor is as follows:

Name (Date of Birth)	Career Summary (Title in the Company and Significant Concurrent Positions Outside the Company)	Number of the Company's Shares Held
Makoto Wakabayashi (August 17, 1944)	Apr. 1969 Entered the Legal Training and Research Institute of Japan Apr. 1971 Appointed as Assistant Judge, Fukuoka District Court Apr. 1981 Appointed as Judge, Osaka District Court Apr. 1995 President, Osaka National Tax Tribunal Jan. 2003 President, Nara District / Family Court  Nov. 2004 Presiding Judge, Osaka High Court Aug. 2009 Retired Judge Oct. 2009 Registered as an attorney at law after retirement as judge (Tokyo Bar Association) Ginza First Law Office (to present)	0 shares

- Notes:
1. No special interests exist between Makoto Wakabayashi and the Company.
  2. It is proposed that Makoto Wakabayashi be elected as a substitute outside corporate auditor. If he assumes his office as a corporate auditor, the Company will appoint him as an independent corporate auditor stipulated under the regulations of the stock exchanges where the Company's stock is listed and notify the matter to the exchanges.
  3. The Company requests that Makoto Wakabayashi be elected as a substitute outside auditor, in order to utilize his long-term experience as a judge and a wide range of knowledge on legal affairs for the Company's audit.
  4. Although Makoto Wakabayashi does not have direct experience in private company management, he has abundant experience and extensive knowledge in legal affairs as a legal expert. The Company believes that he, if appointed as a corporate auditor, is capable of properly executing the duties as an outside auditor from an objective and fair viewpoint, utilizing his experience and knowledge in the auditing system of the Company.
  5. On Makoto Wakabayashi's assumption of office as a corporate auditor, pursuant to the provisions of Article 427, Paragraph (1) of the Companies Act, the Company intends to enter into contract with Makoto Wakabayashi, which will limit his liability as set forth in Article 423, Paragraph (1) of the Companies Act to the total amount of items listed in Article 425, Paragraph (1) of the Companies Act, if he is without knowledge and is not grossly negligent in performing his duties.

[Translation for Reference and Convenience Purposes Only]

**Proposal No. 5:** Issue of Stock Acquisition Rights for the Purpose of Executing a Stock Option System to Executive Officers, General Managers, and Presidents of the Company's Consolidated Subsidiaries in Japan

In fiscal year 2010, determination of offering subscription of stock acquisition rights as stock options for Executive Officers who do not serve as Directors of the Company, General Managers, or presidents of consolidated subsidiaries in Japan, will be authorized by the Board of Directors, based on the provisions of Article 236, 238 and 239 of the Companies Act in the following matters.

1. Reason for the necessity of subscription for persons who underwrite the stock acquisition rights on particularly advantageous terms

With the purpose of increasing the Company's business performance and shareholders' profit by increasing incentives for Executive Officers who do not serve as Directors of the Company, General Managers, or presidents of consolidated subsidiaries in Japan, the Company will allocate stock option rights to these persons, without a payment requirement.

2. Details and maximum number of stock acquisition rights

(1) Maximum number of stock acquisition rights

Maximum shall be 1,500, determined as provided in item (3) below.

The total number of shares issuable by exercising the stock acquisition rights, shall be up to 1,500,000 of the Company's common shares, and in the case that the number of granted shares related to the relevant stock acquisition rights by (3) (a) below is adjusted, it shall be that number multiplied by the number of granted shares related to the relevant stock acquisition rights after adjustment by the above-written maximum number of stock acquisition rights.

(2) Payment shall not be required for granting of the stock acquisition rights

(3) Details of stock acquisition rights

(a) Class and number of shares for the purpose of stock acquisition rights

Class of shares for the purpose of stock acquisition rights shall be common shares, and the number for the purpose of each stock acquisition right (hereinafter called "granted shares"), are to be limited to 1,000.

However, in the event of the Company's common stock split (including the gratis allotment of the stock) reverse share split after the resolution by the General Meeting of Shareholders (hereinafter called "resolution date"), the number of granted shares related to the relevant stock acquisition rights shall be adjusted proportionally in accordance with the percentage of the share split or reverse share split.

In addition, in the case the Company decreases capital, after the resolution date, due to cases beyond the Company's control that needs adjustment of the number of granted shares related to the relevant stock acquisition rights, the number of granted shares related to the relevant stock acquisition rights shall be adjusted within a rational range, under consideration of conditions, etc. of capital reduction, etc.

Fractions of less than one (1) share as a result of the above adjustment are to be rounded down.

(b) Amount to be paid when stock acquisition rights are exercised

Amount to be paid when stock acquisition rights are exercised shall be the paid amount per share that can be issued by exercising the stock acquisition rights (hereinafter called "exercise amount"), multiplied by the anticipated number of shares concerning the relevant stock acquisition rights.

The exercise amount will be the average closing price, multiplied by 1.10, of the Company's common stock (hereinafter called "closing price") on the Tokyo Stock Exchange of the previous month of the date when the stock acquisition rights are allocated (hereinafter called "allotment date"). Note that the date when the trade was not effective is not included. Fractions of less than ¥1 will be rounded up.

However, in the case the amount is lower than the closing price of the warrant issue date (when no closing rate is published on that day, closing rate of the nearest previous date shall be applied), it will be the closing price on that date.

After the allotment date, in the event of a share split (including the gratis allotment of the stock) or reverse share split its shares after the issue date of warrants, the exercise amount will be adjusted by the following formula, with fractions of less than ¥1 rounded up.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{1}{\text{Ratio of share split/reverse share split}}$$

**[Translation for Reference and Convenience Purposes Only]**

In addition, after the allotment date, for the Company's common stock, in the case the Company issues new shares or disposes of treasury stock at a price lower than market price [excluding sale of treasury stock based on provision of Article 194 of the Companies Act (claim of sale of minimum trading unit (*tan-gen*) of shares by shareholders of minimum trading unit (*tan-gen*)); and transfer or exercise of securities that are or can be made to common stock of the Company or the stock acquisition rights (including ones committed to corporate bonds with new stock acquisition rights) that can be claimed for issue of the Company's common stock, the exercise price shall be adjusted in accordance with the following formula, with fractions of less than ¥1 rounded higher.

$$\text{Exercise price after adjustment} = \text{Exercise price before adjustment} \times \frac{\text{Number of shares outstanding} + \frac{\text{Number of shares to be issued} \times \text{Subscription price per share to be issued}}{\text{Market price per share}}}{\text{Number of shares outstanding} + \text{Number of shares to be issued}}$$

In the above formula, the “number of shares outstanding” is the number of the Company's outstanding common stock, deducted by the number of shares of its treasury stock concerning common stock. In case the treasury stock is disposed, the “number of shares to be issued” shall be treated as the “number of shares to be disposed.”

Furthermore, in the case the Company is merged with another company, in the case the Company executes a demerger, or in the case the Company decreases capital, after allotment date, that require adjustment of the exercise price, the exercise price shall be adjusted within a rational range, subject to a resolution of the Board of Directors.

- (c) Period during which stock acquisition rights may be exercised  
It will be determined by the Board of Directors, which will be within a period from June 20, 2011 to June 22, 2020.
- (d) Capital and capital reserve increased in the case the stocks are issued by exercising the stock acquisition rights
- i) The amount of capital increased in the case the shares are issued by exercising the stock acquisition rights shall be half of the maximum limit to increase capital, calculated in accordance with the Company Calculation Ordinance, Article 17, Paragraph 1, and adjusted in accordance with the following formula, with fractions rounded up.
  - ii) The amount of capital reserve increased in the case the shares are issued upon the exercise of stock acquisition rights shall be the amount that the maximum limits of capital, etc. described in i.) above is subtracted by the increased capital amount determined in i.) above.
- (e) Restrictions on acquisition of stock acquisition rights by transfer  
Any acquisition of the stock acquisition rights by transfer shall require the prior approval of the Board of Directors.
- (f) Acquisition conditions of stock acquisition rights  
Acquisition conditions of stock acquisition rights shall not be determined.
- (g) The Company, in the case of merger (limited only to cases in which the Company is dissolved by merger), absorption-type company split/incorporation-type company split, stock exchange or stock transfer (all hereinafter called “organizational restructure”), may issue the stock acquisition rights of the companies listed in the Companies Act, Article 236, Paragraph 1, item 8-A to E (hereinafter called “restructure target company”) to each person holding stock acquisition rights (hereinafter called “remaining stock acquisition rights”) that remain outstanding at the time when the effects of the organizational restructure arises, for each case thereof, based on the following conditions. In this case, the remaining stock acquisition rights shall be void and the restructured target companies shall issue new stock acquisition rights. However, this will apply only to the case of the agreement to issue the stock acquisition rights of the restructure target companies, in accordance with the following conditions: the merger agreement, newly founded merger agreement, merger/split agreement, new split agreement, stock exchange agreement, or stock transfer plan.
- i) Number of stock acquisition rights of restructured target companies  
The same number of stock acquisition rights shall be issued as the number that the person holds of outstanding stock acquisition rights with respect to the Company's stock as of effective date of organizational restructure.
  - ii) Class of shares of restructured target companies for the purpose of stock acquisition rights  
It shall be the common stock of the restructured target companies.
  - iii) Number of shares of restructured target companies for the purpose of stock acquisition rights

**[Translation for Reference and Convenience Purposes Only]**

- It shall be determined in accordance with the above item (a), after considering the conditions, etc. for organizational restructure.
- iv) Amount to be paid when stock acquisition rights are exercised  
Amount to be paid when each stock acquisition right is exercised shall be the amount obtained by multiplying the payout amount after restructure adjusted after considered conditions, etc. for the organizational restructure by the number of shares for the purpose of the relevant stock acquisition rights determined in accordance with the sentence “c”).
  - v) Exercise period of the stock acquisition rights  
The stock acquisition rights determined in the above item (c) can be exercised from the later of: the commencement date of the exercise period of the stock acquisition rights determined in the above item (c); or the effective date of the organizational restructure, to the expiration date of the period.
  - vi) Capital and capital reserve increased in the case the shares are issued by exercising the stock acquisition rights  
It shall be determined in accordance with item (d) above.
  - vii) Limits of acquisition of stock acquisition rights by assignment  
Acquisition of stock acquisition rights by assignment shall require approval of the restructured target company.
  - viii) Acquisition conditions of stock acquisition rights  
It shall be determined in accordance with item (f) above.
- (h) In the case of fractions of less than one (1) share is included in the number of shares delivered to the persons who exercise the stock acquisition rights, the fractional portion shall be omitted.
- (i) Exercise conditions of stock acquisition rights
- i) A single stock acquisition right may not be split.
  - ii) Persons who receive the allotment may exercise the right, even in the case that they no longer hold the position of Executive Officer, General Manager, or president of a consolidated subsidiary in Japan, when exercising the rights.  
Note: The granted stock acquisition rights shall immediately be cancelled, in the case that he or she is sentenced to imprisonment or severer, in the case that he or she is dismissed or discharged, or in the case that he or she has died.
  - iii) Other conditions to exercise the rights shall be determined by the Board of Directors.

- END -