

**Yamatake Corporation**  
**June 9, 2004**

**Notice of the 82<sup>nd</sup> Ordinary General Meeting of Shareholders**

Dear Shareholders,

You are cordially invited to attend the Ordinary General Meeting of Shareholders of Yamatake Corporation, which will be held on Tuesday, June 29, 2004, at 10:00 a.m. in the Conference Room, 6th Floor of Totate International Bldg at 2-12-19 Shibuya, Shibuya-ku, Tokyo.

If you are unable to attend the meeting in person, you may exercise your voting right in writing. Please review the attached reference materials and indicate "for" or "against" for each agenda item listed on the enclosed proxy card, affix your seal to the card, and return it to the Head Office of the Company.

\*When attending the meeting in person, please present your proxy card at the reception desk on the sixth floor of Totate International Building.

Sincerely,

Yoshiharu Sato,  
President and Chief Executive Officer  
Yamatake Corporation  
2-12-19 Shibuya, Shibuya-ku, Tokyo

## **Meeting Agenda**

### **Items to be Reported:**

Non-Consolidated Balance Sheet, Business Report and Non-Consolidated Statement of Income for the 82nd term from April 1, 2003 to March 31, 2004

### **Items to be Resolved:**

- Item 1:           Approval of the proposed appropriation of retained earnings for the 82<sup>nd</sup> term**
- Item 2:           Revisions to the Articles of Incorporation**  
(Contents of this resolution are detailed in the “Reference Materials for Exercising Voting Rights” from page 3 to page 4)
- Item 3:           Election of seven (7) Directors**

## REFERENCE MATERIALS FOR EXERCISING VOTING RIGHTS

- **Total number of voting rights held by shareholders** **735,410**
- **Agenda items and reference materials**

### **Item 1: Approval of the proposed appropriation of retained earnings for the 82<sup>nd</sup> term**

#### **Details:**

Our basic policy towards the appropriation of retained earnings is as follows: We consider returning profits to our shareholders as one of the important managerial issues. We take into consideration consolidated earnings, level of Return On Equity and level of Dividend On Equity and the need to strengthen future business development and business structure with retained earnings. Furthermore, we strive to increase the return to shareholders through higher dividends, while simultaneously aiming to ensure that dividend levels remain relatively stable over the longer term. In keeping with this policy, we propose to pay a dividend of ¥8 per share, an increase of ¥2 yen, this year. And with the interim dividend of ¥6 per share paid in December 2003, the total dividend for the full year is ¥14 per share.

Taking into account our consolidated profits for the term and dividends and other related matters comprehensively, we propose to pay a total of ¥35 million in bonuses to our directors.

<b>Appropriation of Retained Earnings</b>	(unit: yen)
<b>Item</b>	<b>Amount</b>
Unappropriated retained earnings at end of term	10,904,240,678
Reversal of special depreciation reserve	40,661,731
Reversal of fixed asset advanced depreciation reserve	58,255,034
<b>Total</b>	<b>11,003,157,443</b>
<b>Appropriation of earnings</b>	
Dividends (¥8 per share)	588,558,888
Special depreciation reserve	279,105,018
Bonuses to directors	35,000,000
<b>Total</b>	<b>902,663,906</b>
<b>Retained earnings carried forward</b>	<b>10,100,493,537</b>

(Note) An interim dividend of ¥6 per share (total sum ¥441,421,926) was paid to shareholders as of September 30, 2003.

### **Item 2: Revisions to the Articles of Incorporation**

#### 1) Reasons for the revisions

- (1) We propose a revision to Article 5 (Total number of authorized shares), in accordance with the cancellation of the Company's own shares (10,990,000) in March, 2004.
- (2) We propose to establish sections in our Articles of Incorporation in accordance with the "Law for Partial Amendment to Commercial Code and the Law Concerning the Exceptions to the Commercial Code for Corporate Auditors" (Law No. 132, 2003) implemented on September

25, 2003, and it has become possible to acquire the Company's own shares by a board resolution pursuant to a provision of the Articles of Incorporation, so that an opportunity corresponding to the change in the management environment may make possible a dynamic capital policy.

- (3) In accordance with the establishment of sections in our Articles of Incorporation, we change the article number of articles starting from the current Article 6.

2) Details of the Revisions

Details for the revisions are stated as follows:

(Revised portions are underlined)

Current Articles of Incorporation		Proposed Revisions	
Chapter	. Shares	Chapter	. Shares
Article 5	(Total number of authorized shares)	Article 5	(Total number of authorized shares)
	The total of the share, which the Company issues, is <u>290,700,000</u> . But when share is cancelled, the share which are equivalent to this are made to decrease.		The total of the share, which the Company issues, is <u>279,710,000</u> . But when share is cancelled, the share which are equivalent to this are made to decrease.
			<u>(Acquisitions of the Company's Own Shares)</u>
	(New)	Article <u>6</u>	<u>Pursuant to the provision of Article 211-3 paragraph 1, item (2) of the Commercial Code, the Company may purchase the Company's own shares by a resolution of the Board of Directors.</u>
Article <u>6</u> to Article <u>33</u>	(Text Omitted)	Article <u>7</u> to Article <u>34</u>	(Same as Present Text)

### Item 3: Election of seven (7) Directors

The seven directors whose services are currently retained are ending their tenure as of the close of this General Shareholders Meeting. We therefore request the approval of seven new directors. These seven candidates are as follows:

Names (Date of birth)	Corporate posts	Shareholdings
1 Yoshiharu Sato (February 5, 1938)	Director since: 1984  Current Position: President and Chief Executive Officer	12,000
2 Seiji Onoki (August 21, 1946)	Director since: 1996  Current Position: Executive Director and Managing Executive Officer President, Advanced Automation Company	3,800
3 Nobuyuki Takai (January 2, 1940)	Director since: 1990  Current Position: Executive Vice President and Chief Financial Officer	11,600
4 Hiroshi Shima (November 19, 1939)	Director since: 1997  Current Position: Executive Vice President and Chief Technology Officer	3,000
5 Masaaki Togo (March 16, 1943)	Director since: 1990  Current Position: Executive Director, Managing Executive Officer and Chief Information Officer	4,700
6 Jun Kawachi (September 30, 1946)	Director since: 1996  Current Position: Executive Director and Managing Executive Officer	4,500
7 Hiroaki Kobayashi (March 5, 1945)	Director since: 2002  Current Position: Executive Director and Managing Executive Officer President, Building Systems Company	2,600

(note) There are no conflicts of interest between the Company and any of the above candidates for directors.

***Note: This English translation is an abridged version of the original notice in Japanese. In the event of discrepancies, the Japanese version shall prevail.***