

Yamatake Corporation

June 6, 2008

2-7-3 Marunouchi, Chiyoda-ku, Tokyo

Notice of the 86th 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 Friday, June 27, 2008, at 10:00 a.m. in the Conference Room of the Business Center, 2nd Floor of Shinagawa Seaside South Tower, 4-12-1 Higashi-Shinagawa, Shinagawa-ku, Tokyo.

Yours faithfully,

Seiji Onoki

President and Chief Executive Officer

Meeting Agenda

Items to be Reported

Item 1: Business Reports, Consolidated Financial Statements, and Audit Reports covering Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 86th term from April 1, 2007 to March 31, 2008

Item 2: Non-Consolidated Financial Statements for the 86th term from April 1, 2007 to March 31, 2008

Items to be Resolved

Item 1: Appropriation of Retained Earnings

Item 2: Partial Revisions to the Articles of Incorporation

Item 3: Election of Eight (8) Directors

Reference Materials for the General Meeting of Shareholders

Item 1: Appropriation of Retained Earnings

The Company regards the distribution of profit to shareholders as one of the most important management issues. Taking comprehensive account of consolidated business results, the levels of return on equity and dividend on equity ratio, as well as internal reserves for future business development and the reinforcement of corporate strength, management strives towards improving dividend levels while maintaining stable dividends. Based on this policy, year-end dividends for the 86th term are proposed as follows.

(1) Type of dividend

Cash

(2) Allocation of dividends to shareholders, and total amount

¥30 per share of Company common stock

Total amount: ¥2,199,519,630

As the interim dividend of ¥30 per share was paid in December 2007, the total dividend for full year is ¥60 per share.

(3) Effective date of payments for dividends from retained earnings

June 30, 2008

Item 2: Partial Revisions to the Articles of Incorporation

1) Reasons for the revisions

Additions to the purpose of business of the Company are effectuated to further expand and diversify its activities and match the articles of incorporation of its subsidiaries.

2) Details of the revisions

Details for the revisions are stated as follows:

(Revised portions are underlined.)

Current Articles of Incorporation	Proposed Revisions
<p style="text-align: center;">Chapter I. General Provisions</p> <p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following business activities:</p> <p>Purposes:</p> <p>1. Development, design, manufacture, sales, rental, installation, maintenance, import/export, testing and inspection of instruments, equipment and systems in the following fields:</p> <p>(1) Measurement and control instruments, equipment and systems</p> <p>(2) Electrical, communication and precision instruments, equipment and systems</p> <p>(3) Air conditioning control instruments, equipment and systems</p> <p>(4) Disaster prevention and security equipment and systems</p> <p>(5) Optical instruments, equipment and systems</p> <p>(6) Electrical/electronic equipment for medical applications and medical appliance</p> <p>(7) Waste treatment equipment and systems (water, oil, atmosphere, etc.)</p> <p>(8) Assisted/nursing care equipment and systems for elderly and/or persons with disabilities</p>	<p style="text-align: center;">Chapter I. General Provisions</p> <p>(Purpose)</p> <p>Article 2 The purpose of the Company shall be to engage in the following business activities:</p> <p>Purposes:</p> <p>1. Development, design, manufacture, sales, rental, installation, <u>repair</u>, maintenance, import/export, testing and inspection of instruments, equipment and systems in the following fields:</p> <p>(1) Measurement and control instruments, equipment and systems</p> <p>(2) Electrical, communication and precision instruments, equipment and systems</p> <p>(3) Air conditioning control instruments, equipment and systems</p> <p>(4) Disaster prevention and security equipment and systems</p> <p>(5) Optical instruments, equipment and systems</p> <p>(6) Electrical/electronic equipment for medical applications and medical appliance</p> <p>(7) Waste treatment equipment and systems (water, oil, atmosphere, etc.)</p> <p>(8) Assisted/nursing care equipment and systems for elderly and/or persons with disabilities</p>

Current Articles of Incorporation	Proposed Revisions
(Newly established)	<u>(9) Gas meters and gas-related equipment for gas supply</u>
(Newly established)	<u>(10) Water meters, hot water meters, and related equipment for water and hot water supply</u>
2. Manufacture and sales of plastic, diecast and metal parts for equipment and systems listed above	2. Manufacture and sales of plastic, diecast and metal parts for equipment and systems listed above.
(Newly established)	<u>3. Purchase and sale of metals and manufacture, process and sales of foundry pieces</u>
3. Construction and comprehensive management of buildings and facilities, operation of facilities, and consulting and information service for operation	4. Construction, <u>security</u> and comprehensive management of buildings and facilities, operation of facilities, and consulting and information service for operation
4. Design and management of buildings	5. Design and management of buildings
5. Consultation for compliance with environmental regulations and environmental management	6. Consultation for compliance with environmental regulations and environmental management
6. Supply of electricity, heat, etc.	7. Supply of electricity, heat, etc.
7. Development and sales of computer software, and information services	8. Development and sales of computer software, and information services
8. Home service and designated home nursing care service and support business under Nursing-Care Insurance Law	9. Home service and designated home nursing care service and support business under Nursing-Care Insurance Law
9. Medical and assisted/nursing caregiver education and training	10. Medical and assisted/nursing caregiver education and training
10. Sales of life insurance and agency business of non-life insurance	11. Sales of life insurance and agency business of non-life insurance
11. Labor dispatch business	12. Labor dispatch business
12. Businesses related to all of the above	13. Businesses related to all of the above

Item 3: Election of Eight (8) Directors

The eight directors whose services are currently retained are ending their tenure as of the close of the Ordinary General Meeting of Shareholders. We therefore request the approval of eight new directors.

The following individuals are candidates for Directors.

No.	Name (Date of birth)	Biographies, positions and sections of which they are in charge in the Company (Status of representation of other companies)	Number of shares held in the Company
1	Seiji Onoki (August 21, 1946)	<p>April 1970 Joined the Company</p> <p>November 1994 Systems Development Manager, Industrial Systems Division of the Company</p> <p>June 1996 Executive Director of the Company</p> <p>June 2000 President of Yamatake Industries Systems Co., Ltd. (Present: The Company's Advanced Automation Company)</p> <p>June 2000 Executive Director of the Company</p> <p>April 2003 Executive Director and Managing Executive Officer of the Company, President of Advanced Automation Company</p> <p>June 2004 President and Chief Executive Officer of the Company (Present post)</p> <p>April 2007 (CEO, in charge of overall YG, Internal Audit Office, Corporate Planning Department) (Present post)</p>	7,600
2	Kiyofumi Saito (December 13, 1946)	<p>June 1970 Joined the Company</p> <p>April 1998 Transferred to Yamatake Keiso Co., Ltd. (Present: The Company's Building Systems Company) Manager, General Affairs Department</p> <p>June 1998 Executive Director of the Company</p> <p>June 2002 Managing Director of Yamatake Building Systems Co., Ltd. (Present: The Company's Building Systems Company)</p> <p>April 2003 Executive Officer, Manager Human Resources Department of the Company</p> <p>April 2005 Managing Executive Officer of the Company</p> <p>April 2006 Senior Managing Executive Officer of the Company, President of Building Systems Company</p> <p>June 2006 Executive Director of the Company and Senior Managing Executive Officer of the Company, President of Building Systems Company (Present post)</p> <p>April 2007 (In charge of Assistant to President, Building Automation, Secretary Office) (Present post)</p>	4,800

No.	Name (Date of birth)	Biographies, positions and sections of which they are in charge in the Company (Status of representation of other companies)	Number of shares held in the Company
3	Jun Kawachi (September 30, 1946)	<p>April 1972 Joined the Company</p> <p>October 1995 Product Engineering Group and Product Production Group Manager, Industrial Systems Division of the Company</p> <p>June 1996 Executive Director of the Company</p> <p>June 2002 Executive Director and Managing Executive Officer (Present post)</p> <p>April 2008 (In charge of YG Quality and Environment Load Reduction, Corporate Quality Assurance Promotion Department, Environment and Standardization Promotion Department) (Present post)</p>	6,500
4	Tadayuki Sasaki (October 29, 1948)	<p>April 1972 Joined The Fuji Bank, Limited</p> <p>May 1987 Sub-manager of the New York Branch</p> <p>May 1994 Manager of the International Sales Division, 3rd Project Finance Department</p> <p>October 1999 Manager of Project Finance Department Sales</p> <p>May 2002 Joined the Company (Executive Officer)</p> <p>April 2003 Executive Officer and General Manager of the Accounting & Finance Department</p> <p>April 2006 Managing Executive Officer (Present post)</p> <p>June 2006 Executive Director of Kimmon Manufacturing Co., Ltd.</p> <p>June 2007 Executive Director of the Company (Present post)</p> <p>April 2008 (In charge of YG-CSR, Internal Control, Internal Control Conduct Department, Finance Department, Fiscal Control Department, General Affairs Department, Legal & Intellectual Property Department) (Present post)</p>	5,300

No.	Name (Date of birth)	Biographies, positions and sections of which they are in charge in the Company (Status of representation of other companies)	Number of shares held in the Company
5	*Kanichiro Shimoda (March 20, 1949)	<p>April 1972 Joined the Company</p> <p>April 1989 General Manager of Instruments I, System Control Department, Building Systems Division of the Company</p> <p>June 2002 Executive Director of Yamatake Building Systems Co., Ltd. (Present: The Company's Building Systems Company)</p> <p>April 2003 Vice Executive Officer and General Manager of Solution Business Department, Building Systems Company Tokyo Head Office</p> <p>April 2005 Executive Officer and General Manager of Solution Business Department, Building Systems Company Tokyo Head Office</p> <p>April 2007 Managing Executive Officer of the Company, President of Advanced Automation Company (Present post)</p>	1,200
6	Makoto Yasuda (November 7, 1937)	<p>April 1960 Joined the Company</p> <p>August 1968 Resigned</p> <p>October 1984 Chairman of Elders Pika</p> <p>May 1987 President of Elders and Yasuda Limited</p> <p>July 1990 President of Yasuda and Pama Limited (Present: Yasuda EMP Limited) (Present post)</p> <p>June 2000 Corporate Auditor of the Company</p> <p>May 2001 Director of Li & Fung Limited (Present post)</p> <p>June 2006 Executive Director of the Company (Present post)</p> <p>June 2007 Executive Director of KANEMATSU TEXTILE CORPORATION (Present post)</p>	3,100
7	Eugene Lee (December 23, 1941)	<p>September 1970 Professor of International Business and International Law at Sophia University</p> <p>February 1973 President of International Investment Consultants Ltd.</p> <p>January 1982 President of Siemens Medical Systems (Present: Siemens-Asahi Medical Technologies Ltd)</p> <p>December 1990 Vice Chairman of Siemens K.K. (Representative of Siemens Group in Japan)</p> <p>June 2007 Executive Director of the Company (Present post)</p>	0

No.	Name (Date of birth)	Biographies, positions and sections of which they are in charge in the Company (Status of representation of other companies)	Number of shares held in the Company
8	*Hajime Ikeda (April 27, 1945)	<p>April 1969 Joined The Kubota Corporation</p> <p>June 1994 General Manager of Overseas Department, Industry Infrastructure Business Div.</p> <p>April 2001 Manager of Hanshin Plant</p> <p>October 2003 President of Ito-casting Corporation</p> <p>April 2005 Chairman of Ito-casting Corporation</p> <p>January 2007 Managing Executive Officer of ASAHI TEC CORPORATION (Present post)</p>	0

- (Notes)
1. There are no vested interests between each candidate and the Company.
 2. * indicates new candidates.
 3. Eugene Lee and Hajime Ikeda are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of the Companies Act.
 4. Reasons for recommending them as candidates for Outside Directors
 - (1) Since Eugene Lee's abundant experience as a manager and profound discernment can be reflected in the Company's management, and from the standpoint of the Company's independence, his appointment as Outside Director is requested for the all-around reinforcement of corporate governance.
 - (2) Since Hajime Ikeda's abundant experience as a manager and knowledge about production can be reflected in the Company's management, and from the standpoint of the Company's independence, his appointment as Outside Director is requested for the all-around reinforcement of corporate governance.
 5. The term of office of Eugene Lee as Outside Auditor shall be 1 year from the conclusion of this Ordinary General Meeting of Shareholders.
 6. Limited liability contracts with Outside Directors
 In order to enable functions the Company expects from its Outside Directors, Article 27 of the existing Articles of Incorporation prescribes conclusion of contracts which limits legal liability of Outside Directors under Article 423, Paragraph 1 of the Companies Act. Accordingly, Outside Director candidate Eugene Lee has signed a limited liability contract with the Company. Under that contract, the limit of liability shall be set at the minimum level prescribed by the relevant laws and ordinances. In addition, candidate Hajime Ikeda is expected to sign a limited liability contract with the Company. Under that contract, the limit of liability shall be set at the minimum level prescribed by the relevant laws and ordinances.

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