

Yamatake Corporation

June 4, 2010

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

Notice of the 88th 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 25, 2010, at 10:00 a.m. in the grand room, 3rd Floor, The Industry Club of Japan hall, 1-4-6 Marunouchi, Chiyoda-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 88th term from April 1, 2009 to March 31, 2010

Item 2: Non-Consolidated Financial Statements for the 88th term from April 1, 2009 to March 31, 2010

Items to be Resolved

Item 1: Appropriation of Surplus

Item 2: Election of Nine (9) Directors

Reference Materials for the General Meeting of Shareholders

Item 1: Appropriation of Surplus

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 88th term are proposed as follows.

(1) Type of dividend

Cash

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

¥31 per share of Company common stock

Total amount: ¥2,289,514,982

As the interim dividend of ¥31 per share was paid in December 2009, the total dividend for full year is ¥62 per share.

(3) Effective date of payments for dividends from surplus

June 28, 2010

Item 2: Election of Nine (9) Directors

The eight directors whose services are currently retained are ending their tenure as of the conclusion of this Ordinary General Meeting of Shareholders. In order to further strengthen our management system, we would like to increase one (1) director. Accordingly, the election of nine (9) directors is proposed.

The following individuals are the candidates for directors.

No.	Name (Date of birth)	Biographies, and positions and sections of which they are in charge in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
1	Seiji Onoki (August 21, 1946)	<p>April 1970 Joined the Company</p> <p>November 1994 Systems Development Manager of Industrial Systems Division</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 2010 (CEO, in charge of overall azbil Group (aG), Internal Audit Department, Corporate Planning Department) (Present post)</p>	12,000
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 of 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 of the Company, Manager of Human Resources Department</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 2010 (In charge of Assistant to President, Building Automation) (Present post)</p>	7,900

No.	Name (Date of birth)	Biographies, and positions and sections of which they are in charge in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
3	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 (Director)</p> <p>April 2003 Executive Officer and Manager of the Accounting & Finance Department</p> <p>April 2006 Managing Executive Officer of the Company</p> <p>June 2006 Executive Director of Kimmon Manufacturing Co., Ltd.</p> <p>June 2007 Executive Director of the Company and Managing Executive Officer of the Company</p> <p>April 2009 Executive Director of the Company and Senior Managing Executive Officer of the Company (Present post)</p> <p>April 2010 (In charge of aG-CSR, Internal Control, Facilities / Business sites, Internal Control Conduct Department, Finance Department, Fiscal Control Department, General Affairs Department, Legal & Intellectual Property Department, Secretary Office) (Present post)</p>	7,800

No.	Name (Date of birth)	Biographies, and positions and sections of which they are in charge in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
4	Masaaki Inozuka (July 21, 1947)	<p>April 1971 Joined the Company</p> <p>October 1991 Systems Management Manager of Engineering Group, Industrial Systems Division of the Company</p> <p>October 1998 Transferred to Yamatake Industries Systems Co., Ltd. (Present: The Company's Advanced Automation Company) Executive Director of the company, Systems Technology Manager</p> <p>April 2003 Vice Executive Officer of the Company, Executive Officer and Manager of Solution Business Department, Advanced Automation Company</p> <p>April 2005 Executive Officer of the Company, Managing Executive Officer of Advanced Automation Company</p> <p>April 2008 Managing Executive Officer of the Company</p> <p>April 2009 Managing Executive Officer of the Company, President of Advanced Automation Company</p> <p>June 2009 Executive Director of the Company and Managing Executive Officer of the Company, President of Advanced Automation Company (Present post)</p> <p>April 2010 (In charge of Sales Synergy of aG, Advanced Automation) (Present post)</p>	5,700
5	*Hirozumi Sone (January 16, 1955)	<p>April 1979 Joined the Company</p> <p>April 1996 Systems Marketing Manager of Systems Development Group, Industrial Systems Division of the Company</p> <p>October 1998 Transferred to Yamatake Industries Systems Co., Ltd. (Present: The Company's Advanced Automation Company) Marketing Manager of the company</p> <p>June 2000 Executive Director of the company, Marketing Manager</p> <p>April 2003 Vice Executive Officer of the Company, Manager of Engineering Department, Advanced Automation Company</p> <p>April 2005 Executive Officer of the Company and Manager of the Corporate Planning Department</p> <p>April 2008 Managing Executive Officer of the Company and Manager of the Corporate Planning Department</p> <p>April 2009 Managing Executive Officer of the Company (Present post)</p>	3,400

No.	Name (Date of birth)	Biographies, and positions and sections of which they are in charge in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
6	*Makoto Kawai (March 31, 1950)	<p>April 1972 Joined the Company</p> <p>November 1996 Technology IV Group Manager of Product Engineering Group and CV Production Group Manager of Product Production Group, Industrial Systems Division</p> <p>April 2006 Manager of Shonan Factory</p> <p>April 2007 Director of the Company, Manager of Shonan Factory, Manager of IP Production Department, Advanced Automation Company</p> <p>April 2008 Executive Officer of the Company</p> <p>April 2010 Managing Executive Officer of the Company (Present post)</p>	1,200
7	Makoto Yasuda (November 7, 1937)	<p>April 1960 Joined the Company</p> <p>August 1968 Resigned from the Company</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 Makoto & Co., Ltd.) (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>	3,500
8	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, and positions and sections of which they are in charge in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
9	*Katsuhiko Tanabe (August 14, 1942)	<p>April 1973 Registered as a Lawyer</p> <p>September 1979 Established TANABE & PARTNERS (Present post)</p> <p>April 1995 Deputy Chairman of Dai-ichi Tokyo Bar Association</p> <p>April 1997 Vice-Chairman of Kanto Bar Association</p> <p>April 1998 Managing Director of Japan Federation of Bar Associations</p> <p>June 2000 Outside Auditor of Sanwa Shutter Corporation (Present: Sanwa Holdings Corporation) (Present post)</p> <p>June 2007 Outside Auditor of the Company (Present post)</p>	400

- (Notes)
1. There are no vested interests between each candidate and the Company.
 2. * indicates new candidates.
 3. The above biographies, positions and sections of which they are in charge in the Company, and important concurrent positions outside the Company are effective as of the date of publication of this Notice.
 4. Eugene Lee and Katsuhiko Tanabe are candidates for Outside Directors under Article 2, Paragraph 3, Item 7 of Ordinance for Enforcement of the Companies Act.
 5. 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. The Company has notified him as Independent Director to the Tokyo Stock Exchange.
 - (2) Since Katsuhiko Tanabe's professional views as an attorney and wide-ranging expertise 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. Although the Company has not notified him as Independent Director to the Tokyo Stock Exchange, the Company considers that he meets independence requirements established by the Tokyo Stock Exchange.
 6. Reason the Company judges Katsuhiko Tanabe who has not involved in business management is capable of properly executing duties as Outside Director
From the objective standpoint, the Company judges Katsuhiko Tanabe capable of properly executing duties as Outside Director with respect to his abundant experience and expertise as an attorney in corporate legal affairs as well as his good insight in business management.
 7. The term of office of Eugene Lee as Outside Director shall be 3 years from the conclusion of this Ordinary General Meeting of Shareholders. And term of office of Katsuhiko Tanabe as Outside Auditor shall be 3 years from the conclusion of this Ordinary General Meeting of Shareholders.
 8. During Katsuhiko Tanabe's tenure as Outside Auditor of Sanwa Holdings Corporation, Sanwa Holdings Corporation's affiliate company, Sanwa Shutter Corporation was subject to an on-site inspection by the Fair Trade Commission on the suspicion of violating the Anti-Monopoly in November 2008, and subsequently, Sanwa Holdings Corporation was subject to the same. He has consistently provided suggestions based on his perspective of compliance obligation and attempted to draw attention to the company. After the above incident, he presented his advice and recommendations to investigate the actual situation and prevent its recurrence.
 9. Limited liability contracts with Outside Directors
In order to enable functions the Company expects from its Outside Directors, Article 25 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 and if his reappointment is approved, the Company will renew the relevant contract with him. Under that contract, the limit of liability shall be set at the minimum level prescribed by the relevant laws and ordinances.

Although Outside Director candidate Katsuhiko Tanabe has already signed a limited liability contract with the Company as Outside Auditor, the Company also plans to enter into a limited liability contract with him for Outside Director. 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.***