

Yamatake Corporation

June 6, 2011

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

Notice of the 89th Ordinary General Meeting of Shareholders

Dear Shareholders:

I would like to express my thanks for your loyal patronage.

To our shareholders who suffered hardship from the Great East Japan Earthquake that occurred in March, I offer our deepest sympathy.

You are cordially invited to attend the Ordinary General Meeting of Shareholders of Yamatake Corporation, which will be held on Tuesday, June 28, 2011, 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 Accounting Auditor and the Board of Corporate Auditors for the 89th term from April 1, 2010 to March 31, 2011

Item 2: Non-Consolidated Financial Statements for the 89th term from April 1, 2010 to March 31, 2011

Items to be Resolved

Item 1: Appropriation of Surplus

Item 2: Partial Revisions to the Articles of Incorporation

Item 3: Election of five (5) Corporate Auditors

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 89th term are proposed as follows.

(1) Type of dividend

Cash

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

¥31.50 per share of Company common stock

Total amount: ¥2,326,422,546

As the interim dividend of ¥31.50 per share was paid in December 2010, the total dividend for full year is ¥63 per share.

(3) Effective date of payments for dividends from surplus

June 29, 2011

Item 2: Partial Revisions to the Articles of Incorporation

1) Reason for the revisions

The reason for this revision is to revise Article 1 (Trade Name) of the current Articles of Incorporation to change the trade name of the Company to “Azbil Corporation” effective April 1, 2012.

This year, which is the 105th year since it’s founding, the Company aims to further spread the corporate group’s philosophy “human-centered automation” and the group symbol “azbil” to realize the long-term goal of “becoming a leading world-class automation enterprise.”

By changing its trade name to “azbil,” the Company shall have a common name for the group philosophy, the group name, and the trade name of each group company. This will strengthen our global brand and provide us with multifaceted contact points with our customers, thus raising the recognition of the azbil Group as a corporate group that contributes to solving the various challenges of our customers from two sides: “products and onsite solutions.” At the same time, united as the azbil Group, we wish to enhance our consciousness as a good corporate citizen and further promote CSR and our contribution to society.

To make this change effective April 1, 2012, we propose a supplementary provision to state this. Upon the effective date of this change, the supplementary provision will be deleted.

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>Article 1. (Trade Name) This Company shall be called <u>Kabushiki Kaisha Yamatake</u> and it shall be written as <u>Yamatake Corporation</u> in English.</p> <p>Article 2. to 41. (Text Omitted) (Newly Established)</p>	<p style="text-align: center;">Chapter I. General Provisions</p> <p>Article 1. (Trade Name) This Company shall be called <u>Azubiru Kabushiki Kaisha</u> and it shall be written as <u>Azbil Corporation</u> in English.</p> <p>Article 2. to 41. (Not Amended)</p> <p><u>Supplementary Provision</u> <u>The revision to Article 1 shall take effect on April 1, 2012. This supplementary provision shall be deleted on the effective date.</u></p>

Item 3: Election of five (5) Corporate Auditors

The terms of office for all four (4) current Corporate Auditors will expire at the close of this Ordinary General Meeting of Shareholders. In order to reinforce corporate governance, the election of five (5) Corporate Auditors including one additional Corporate Auditor is requested. The prior consent of the Board of Corporate Auditors has been obtained for the presentation of this item to the General Meeting of Shareholders.

The following individuals are candidates for Corporate Auditor.

No.	Name (Date of birth)	Biographies, and positions in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
1	*Tomohiko Matsuyasu (December 21, 1953)	<p>April 1976 Joined the Company</p> <p>April 2003 Manager of accounting, Accounting & Finance Department of the Company</p> <p>April 2005 General Manager of accounting, Fiscal Control Department of the Company</p> <p>October 2006 General Manager of consolidated results management, Fiscal Control Department of the Company</p> <p>March 2010 Manager of Corporate Auditors' Staff Office of the Company (Present post)</p>	2,000
2	*Kensei Sukizaki (June 14, 1952)	<p>June 1980 Joined Yamatake Keiso Co., Ltd. (Present: the Company's Building Systems Company)</p> <p>April 2002 Manager of Engineering Department of the Tokyo Head Office of Yamatake Building Systems Co., Ltd. (Present: the Company's Building Systems Company)</p> <p>April 2003 Manager of engineering, Engineering Headquarters of the Tokyo Head Office of the Company's Building Systems Company</p> <p>November 2003 Manager of Engineering Department, Osaka Branch of the Company's Building Systems Company</p> <p>April 2005 Manager of engineering, Engineering Headquarters of the Tokyo Head Office of the Company's Building Systems Company</p> <p>April 2007 Director of the Company, Manager of Engineering Headquarters of the Company's Building Systems Company</p>	700

No.	Name (Date of birth)	Biographies, and positions in the Company (Important concurrent positions outside the Company)	Number of shares of the Company held
3	Kinya Fujimoto (October 1, 1946)	<p>April 1969 Joined Toyo Precision Engineering Co., Ltd. (Present: Seisa Gear Co., Ltd.)</p> <p>March 1972 Resigned from Toyo Precision Engineering Co., Ltd</p> <p>April 1972 Joined Shibata Certified Public Accountants Office</p> <p>March 1979 Resigned from Shibata Certified Public Accountants Office</p> <p>March 1979 Established Fujimoto Certified Public Accountants Office (Present post)</p> <p>March 1994 Outside Corporate Auditor of Nihon Kajo Publishing Co., Ltd. (Present post)</p> <p>June 2006 Corporate Auditor of the Company (Present post)</p>	2,300
4	*Jyunichi Asada (December 8, 1949)	<p>April 1973 Joined The Fuji Bank, Limited</p> <p>October 1989 Manager of Hasune Branch of The Fuji Bank, Limited</p> <p>May 1999 Manager of Ueno Branch of The Fuji Bank, Limited</p> <p>April 2002 Manager of Second Examination Department of Mizuho Bank, Ltd.</p> <p>June 2003 Managing Director of Avanti Staff Corporation</p> <p>February 2004 Executive Director of Avanti Staff Corporation (Present post)</p>	—
5	*Kazuo Yamamoto (February 7, 1952)	<p>April 1974 Joined Yasuda Mutual Life Insurance Company (Present: Meiji Yasuda Life Insurance Company)</p> <p>April 1993 Manager of Hamamatsu Branch of Yasuda Mutual Life Insurance Company</p> <p>April 2001 Manager of Human Resources Department of Yasuda Mutual Life Insurance Company</p> <p>July 2006 Manager of Osaka Branch of Meiji Yasuda Life Insurance Company</p> <p>April 2008 President and Chief Executive Officer of Meiji Yasuda General Insurance Co., Ltd.</p> <p>June 2009 President of Meiji Yasuda Mental Health Foundation (Present post)</p>	—

- (Notes)
1. There are no vested interests between each candidate and the Company.
 2. * indicates new candidates.
 3. The above biographies, positions in the Company, and important concurrent positions outside the Company are effective as of the date of publication of this Notice.
 4. Kinya Fujimoto, Jyunichi Asada and Kazuo Yamamoto are candidates for Outside Corporate Auditors under Article 2, Paragraph 3, Item 8 of Ordinance for Enforcement of the Companies Act.
 5. Reasons for recommending them as candidates for Outside Corporate Auditors
 - (1) So that Kinya Fujimoto's professional knowledge and wide discernment as a Certified Public Accountant may be reflected in the Company's auditing, and so that the corporate governance of the

Company may be strengthened from his independent standing from the Company, his election as Outside Corporate Auditor is requested. The Company has notified the Tokyo Stock Exchange that he is an Independent Auditor.

- (2) So that Jyunichi Asada's broad insight and abundant experience of corporate management and the industry to which the Company belong may be reflected in the Company's auditing, and so that the corporate governance of the Company may be strengthened from his independent standing from the Company, his election as Outside Corporate Auditor is requested. Although the Company has not notified the Tokyo Stock Exchange that he is an Independent Auditor, the Company considers that he meets independence requirements established by the Tokyo Stock Exchange.
 - (3) So that Kazuo Yamamoto's broad insight and abundant experience of corporate management and the industry to which the Company belong may be reflected in the Company's auditing, and so that the corporate governance of the Company may be strengthened from his independent standing from the Company, his election as Outside Corporate Auditor is requested. Although the Company has not notified the Tokyo Stock Exchange that he is an Independent Auditor, the Company considers that he meets independence requirements established by the Tokyo Stock Exchange.
6. Reasons the Company has judged that even candidates who have not contributed to the Company's management can appropriately perform functions as Outside Corporate Auditors
Mr. Kinya Fujimoto as a Certified Public Accountant possessing professional knowledge of finance and accounting, and high discernment related to management, can be adjudged capable of appropriately executing functions as an Outside Corporate Auditor.
 7. The term of office as Outside Corporate Auditor
The term of office of Kinya Fujimoto as Outside Corporate Auditor shall be 5 years from the conclusion of this Ordinary General Meeting of Shareholders.
 8. Limited liability contracts with Outside Corporate Auditors
In order to enable functions the Company expects from its Outside Corporate Auditors, Article 35 of the existing Articles of Incorporation prescribes conclusion of contracts which limits legal liability of Outside Corporate Auditor under Article 423, Paragraph 1 of the Companies Act. Accordingly, Outside Corporate Auditor candidate Kinya Fujimoto 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.
An Outside Corporate Auditor candidate Jyunichi Asada and Kazuo Yamamoto is also expected to sign the 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.***