

June 2, 2009

Notice of Ordinary General Meeting of Shareholders

Dear Shareholder,

This is to notify you that an ordinary general meeting of the shareholders of Mitsubishi Corporation for the year ended March 31, 2009 will be held as described below. Your attendance at the meeting is cordially requested.

If you are unable to attend the meeting, you may exercise your voting rights by mail or via the Internet. If exercising your rights by mail, please complete the required procedures and ensure we receive the form no later than 5:30 p.m. on June 23, 2009. Procedures for exercising voting rights via the Internet must also be completed by 5:30 p.m. on June 23, 2009. Please refer to the "Procedures for Exercising Voting Rights via the Internet" on pages 18 and 19 of this notice.

<p>1. Date and Time: 10:00 a.m., Wednesday, June 24, 2009</p> <p>2. Place: The Prince Park Tower Tokyo, Convention Hall (floor B2), 8-1, Shiba Koen 4-chome, Minato-ku, Tokyo (Please see the attached map for directions.)</p> <p>3. Agenda for the Meeting:</p> <p><u>Matters for Reporting</u></p> <ol style="list-style-type: none"><i>1. Report on the consolidated and non-consolidated balance sheets as of March 31, 2009, consolidated and non-consolidated statements of income for the year ended March 31, 2009 (from April 1, 2008 to March 31, 2009) and business report for the same year.</i><i>2. The audit reports of the independent auditors and the Board of Corporate Auditors concerning the consolidated financial statements.</i> <p><u>Matters for Resolution</u></p> <ol style="list-style-type: none"><i>1. To approve the proposed appropriation of surplus</i><i>2. To Amend in Part the Articles of Incorporation</i><i>3. To elect 15 Directors</i><i>4. To grant bonuses to Directors</i><i>5. To grant stock acquisition rights as stock options</i><i>6. To approve reserved retirement remuneration for Directors</i> <p>For further information on the Matters for Reporting, please refer to the separate document titled "Report for the Fiscal Year Ended March 31, 2009," and for details of the Matters for Resolution, please refer to the "Reference Documents" from page 3 onward.</p> <p>4. Matters Concerning Exercise of Voting Rights:</p> <ol style="list-style-type: none">(1) When exercising voting rights by proxy, the voting form of the shareholder himself/herself and a document testifying to proxy authority must be submitted to the reception desk. The proxy can only be entrusted to one shareholder with voting rights in accordance with the relevant provision in the Article of Incorporation.(2) If you do not indicate your approval or disapproval to any matter for resolution when exercising voting rights by mail, you will be deemed to have indicated your approval in respect of said matter(s).
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If you attend the meeting, please bring the enclosed voting form to the reception desk. You are also requested to bring with you this notice as well as the separate document titled "Report for the Fiscal Year Ended March 31, 2009" as documents for the proceedings.

(Translation)

- (3) If you exercise your voting rights by both mail and via the Internet, then the vote you enter via the Internet will count as valid. If you exercise your voting rights multiple times via the Internet, then the last vote you enter will count as valid. If you exercise your voting rights multiple times both by mobile phone and via the Internet, then the last vote you enter will count as valid.
- (4) If minor amendments are required to matters contained in the Matters for Resolution, the Report for the Fiscal Year Ended March 31, 2009, the financial statements or other documents, Mitsubishi Corporation will post revisions on its website (<http://www.mitsubishicorp.com/jp/en/ir>) under the “What’s New” column of the “Investor Relations” section.

Yorihiko Kojima  
President & CEO, Director  
Mitsubishi Corporation

Note: This is an unofficial translation of the Japanese language original version, and is provided for your convenience only, without any warranty as to its accuracy or as to the completeness of the information. The Japanese original version of the notice is the sole official version.

(Translation)

## Reference Documents

### Details of Each Item of Business

#### *1. To Approve the Proposed Appropriation of Surplus*

The proposed appropriation of surplus for the fiscal year ended March 31, 2009 is as follows. While the Company continues to adhere to a basic policy of utilizing surplus retained earnings to invest in growth fields to maximize corporate value and achieve sustainable growth over the medium and long terms, the year end dividend proposal is made from the view point of taking the changes in the investment environment and answering shareholders' expectations for a stable dividend into consideration, on top of consolidated net income. The Board of Directors proposes a year-end dividend of ¥16.0 per common share. As a result, for the fiscal year ended March 31, 2009, total dividends, including the interim dividend of ¥36.0 per common share, will be ¥52.0 per common share, a decrease of ¥4.0 per common share from ¥56.0 per common share for the fiscal year ended March 31, 2008.

#### 1. Year-end dividends

##### (1) Dividends to be paid

Cash

##### (2) Allotment of dividend assets for shareholders and total amount

¥16.0 per common share of the Company

Total amount: ¥26,290,089,120

##### (3) Effective date of payment of surplus available for dividends

June 25, 2009

#### 2. Other retained earnings

##### (1) Increase in retained earnings and amount

General reserve: ¥63,000,000,000

##### (2) Unappropriated retained earnings and amount

Unappropriated retained earnings ¥63,000,000,000

(Translation)

**2. To Amend in Part the Articles of Incorporation**

The Company proposes partially amending the present Articles of Incorporation as follows.

1. Reasons of Changes

- (1) The Company proposes adding business objectives to “Article II: Objectives of the Company” of the present Articles of Incorporation to clarify business activities to reflect the Company’s current operations.
- (2) Following the enforcement of the “Law for Partial Amendments to the Law Concerning Book-Entry Transfer of Corporate Bonds and Other Securities for the Purpose of Streamlining the Settlements of Trades of Stocks and Other Securities” (Law No.88 of 2004), shareholders’ rights in all listed companies are to be recorded and managed electronically in transfer account books by record –keeping organizations from January 5, 2009. For this reason, the Company proposes deleting paragraphs and wording, as well as making necessary amendments to provisions in the present Articles of Incorporation relating to physical share certificates, beneficial shareholders and the register of beneficial shareholders, and related provisions. The Company also proposes establishing a supplementary provision for a transitional measure relating to the lost share certificate register.
- (3) Due to the proposed changes in (2) above, the Company proposes renumbering Articles XIV through XXXVI in the present Articles of Incorporation as Articles XII through XXXIV.

2. Contents of Changes

Specific Contents of changes are as shown in the attached sheets (altered portions are indicated with underlines).

| Present Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>ARTICLE II (Objectives of the Company)<br/>The Company shall operate the following lines of business:</p> <p>1. } (omitted)<br/>           {<br/>           11. }</p> <p>12. Business relating to the generation and supply of electricity.</p> <p style="text-align: center;">(Established)</p> <p>13. } (omitted)<br/>           {<br/>           22. }</p> <p><u>ARTICLE VIII (Issuance of Share Certificates)</u><br/> <u>The Company shall issue certificates of its shares.</u></p> | <p>ARTICLE II (Objectives of the Company)<br/>The Company shall operate the following lines of business:</p> <p>1. } (Same as at Present)<br/>           {<br/>           11. }</p> <p>12. <u>Power generation business and business relating to the supply of electricity, steam and other energy sources.</u></p> <p>13. <u>Business relating to the treatment and supply of water.</u></p> <p>14. } (Same as at present 13.~22.)<br/>           {<br/>           23. }</p> <p style="text-align: center;">(Deleted)</p> |

(Translation)

| Present Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>ARTICLE <u>IX</u> (Number of shares constituting One Unit, <u>non-issuance certificates indicating fractions of One Unit</u> and the additional purchase of certificates indicating fractions of One Unit)</p> <p>The number of shares which will constitute one unit of the shares of the Company (“Unit Stock”) shall be one hundred (100) shares.</p> <p><u>Notwithstanding the provision in the preceding Article, the Company shall not issue share certificates indicating Fractional Shares less than One Unit of Stock, unless the Company deems such issuance necessary.</u></p> <p>A shareholder (<u>herein including any beneficial shareholder</u>) may ask the Company to sell its shares constituting One Unit in exchange for fractions of One Unit stock, which, when added, constitute One Unit.</p> <p>ARTICLE <u>X</u> (Rights of Shareholders Holding Fractions of One Unit of Stock)<br/>A shareholder of the Company cannot exercise any rights other than those shown hereunder for his or her fractions of shares of less than One Unit of Stock:<br/>1. Rights shown in the Corporate Law, Article 189, Paragraph 2, items thereof.<br/>2. Rights to request acquisition of shares combined with acquisition claims.<br/>3. Rights to receive allotment of owner-invited shares or owner-invited Stock Acquisition Rights.<br/>4. Rights to make requests as provided for in the preceding Article, Paragraph <u>3</u>.</p> <p><u>ARTICLE XI (Denominations of Share Certificates)<br/>Denominations of share certificates to be issued by the Company shall be decided by resolution of the Board of Directors.</u></p> <p>ARTICLE <u>XII</u> (Transfer Agent)<br/>The Company shall have a transfer agent.</p> <p>The transfer agent and its office at which the Company shares are handled shall be determined by the Board of Directors, and shall be announced by public notices.</p> <p>Maintaining and custody of the register of shareholders (<u>herein including the register of beneficial shareholders</u>), the original register of Stock Acquisition Rights <u>and the lost share certificate register</u> of the Company shall be entrusted to the transfer agent, and the Company shall not implement these activities.</p> | <p>ARTICLE <u>VIII</u> (Number of shares constituting One Unit and the additional purchase of certificates indicating fractions of One Unit)</p> <p>The number of shares which will constitute one unit of the shares of the Company (“Unit Stock”) shall be one hundred (100) shares.</p> <p>(Deleted)</p> <p>A shareholder may ask the Company to sell its shares constituting One Unit in exchange for fractions of One Unit stock, which, when added, constitute One Unit.</p> <p>ARTICLE <u>IX</u> (Rights of Shareholders Holding Fractions of One Unit of Stock)<br/>A shareholder of the Company cannot exercise any rights other than those shown hereunder for his or her fractions of shares of less than One Unit of Stock:<br/>1. Rights shown in the Corporate Law, Article 189, Paragraph 2, items thereof.<br/>2. Rights to request acquisition of shares combined with acquisition claims.<br/>3. Rights to receive allotment of owner-invited shares or owner-invited Stock Acquisition Rights.<br/>4. Rights to make requests as provided for in the preceding Article, Paragraph <u>2</u>.</p> <p>(Deleted)</p> <p>ARTICLE <u>X</u> (Transfer Agent)<br/>The Company shall have a transfer agent.</p> <p>The transfer agent and its office at which the Company shares are handled shall be determined by the Board of Directors, and shall be announced by public notices.</p> <p>Maintaining and custody of the register of shareholders <u>and</u> the original register of Stock Acquisition Rights of the Company shall be entrusted to the transfer agent, and the Company shall not implement these activities.</p> |

(Translation)

| Present Articles of Incorporation                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Proposed Amendments                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>ARTICLE <u>XIII</u> (Handling of Shares)<br/>The procedures and the fees in connection with the handling of shares, including the entry or record in the register of shareholders, <del>the lost share certificate register</del> and the original register of Stock Acquisition Rights, and the purchase and additional purchase by the Company of fractional shares of less than One Unit stock, shall be decided by the Board of Directors taking into consideration general practices.</p> <p>ARTICLE <u>XIV</u>~ARTICLE <u>XXXVI</u><br/>(Omitted)</p> <p>(Established)</p> | <p>ARTICLE <u>XI</u> (Handling of Shares)<br/>The procedures and the fees in connection with the handling of shares, including the entry or record in the register of shareholders and the original register of Stock Acquisition Rights, and the purchase and additional purchase by the Company of fractional shares of less than One Unit stock, shall be decided by the Board of Directors taking into consideration general practices.</p> <p>ARTICLE <u>XII</u>~ARTICLE <u>XXXIV</u><br/>(Same as present ARTICLE XIV~ARTICLE XXXVI)</p> <p><u>Supplementary Provision</u><br/><u>(Transitional Measure Regarding the Lost Share Certificate Register of the Company)</u><br/><u>Maintaining and custody of the lost share certificate register of the Company shall be entrusted to the transfer agent, and the Company shall not implement these activities.</u><br/><u>This supplementary provision shall be deleted on January 6, 2010.</u></p> |

(Translation)

### 3. To Elect 15 Directors

The terms of Directors Mikio Sasaki, Yorihiro Kojima, Yukio Ueno, Takeshi Inoue, Ichiro Mizuno, Hisanori Yoshimura, Masatoshi Nishizawa, Tsuneo Iyobe, Kiyoshi Fujimura, Tatsuo Arima, Tomio Tsutsumi, Tamotsu Nomakuchi, Kunio Ito, and Kazuo Tsukuda will expire at the close of this ordinary general meeting of the shareholders.

Director Yoshiaki Katayama passed away on April 4, 2009.

Accordingly, the Board proposes the following 15 candidates for election as Directors, as detailed below. In accordance with the Articles of Incorporation, the election of

Directors shall not be conducted by cumulative voting.

| No. | Name of Nominee for Director (Date of Birth) | Job History and Representation of Other Companies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | Number of Shares Owned |
|-----|----------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 1   | <b>Mikio Sasaki</b><br>(Oct. 8, 1937)        | <p>Apr. 1960 Joined Mitsubishi Corporation (MC)</p> <p>Jun. 1992 Director, Executive Vice President, Director, Mitsubishi International Corporation (MIC)</p> <p>Apr. 1993 Director, President, Director, MIC</p> <p>Jun. 1994 Managing Director, President, Director, MIC</p> <p>Jun. 1995 Managing Director, Administration</p> <p>Apr. 1996 Managing Director, Administration [A]</p> <p>Apr. 1998 Member of the Board, President and CEO</p> <p>Apr. 2004 Chairman of the Board (Present Position)</p>                                                                                                                                                                                                                                                               | 147,264                |
| 2   | <b>Yorihiro Kojima</b><br>(Oct. 15, 1941)    | <p>May 1965 Joined MC</p> <p>Jun. 1995 Director, General Manager, Corporate Planning Office</p> <p>Feb. 1996 Director, Development &amp; Coordination</p> <p>Apr. 1997 Managing Director, Administration</p> <p>Apr. 1998 Managing Director, Administration [A]</p> <p>Apr. 1999 Managing Director, Chief Business Development and Coordination Officer, Division COO, Financial Services Div.</p> <p>Apr. 2000 Managing Director, Group CEO, New Business Initiative Group</p> <p>Apr. 2001 Executive Vice President, Director, Group CEO, New Business Initiative Group</p> <p>Jun. 2001 Member of the Board, Senior Executive Vice President, Group CEO, New Business Initiative Group</p> <p>Apr. 2004 Member of the Board, President and CEO (Present Position)</p> | 114,023                |

(Translation)

| No. | Name of Nominee for Director (Date of Birth) | Job History and Representation of Other Companies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Number of Shares Owned |
|-----|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 3   | <b>Yukio Ueno</b><br>(Jun. 20, 1945)         | Apr. 1968 Joined MC<br>Jun. 1998 Director, General Manager, President Office<br>Apr. 2000 Director, General Manager, Corporate Planning Dept.<br>Apr. 2001 Managing Director, General Manager, Corporate Planning Dept.<br>Jun. 2001 Retired as Director<br>Executive Vice President, General Manager, Corporate Planning Dept.<br>Oct. 2001 Executive Vice President, General Manager, Corporate Planning Dept.<br>Jun. 2003 Member of the Board, Executive Vice President, General Manager, Corporate Planning Dept.<br>Apr. 2004 Member of the Board, Executive Vice President, General Manager, Kansai Branch<br>Apr. 2005 Member of the Board, Senior Executive Vice President, Regional CEO for Kansai Block (Concurrently) General Manager, Kansai Branch, Regional Officer for Japan<br>Oct. 2006 Member of the Board, Senior Executive Vice President, Regional Strategy (Japan) (Concurrently) General Manager, Kansai Branch<br>Apr. 2007 Member of the Board, Senior Executive Vice President, Corporate Functional Officer (Corporate Communications, Corporate Administration and Legal), Chief Compliance Officer, Regional CEO for Japan<br>Apr. 2008 Member of the Board, Senior Executive Vice President, Corporate Functional Officer (Corporate Communications, Corporate Administration and Legal), Chief Compliance Officer, Environmental Matters & CSR<br>Apr. 2009 Member of the Board, Senior Executive Vice President, Corporate Functional Officer (Corporate Administration & Legal), Chief Compliance Officer, CSR & Environmental Affairs, IT Service Development (Present Position) | 77,800                 |
| 4   | <b>Takeshi Inoue</b><br>(Sep. 24, 1945)      | Apr. 1970 Joined MC<br>Jun. 2001 Senior Vice President, Division COO, Foods (Product) Div., Living Essentials Group<br>Apr. 2002 Executive Vice President, Group COO, Living Essentials Group<br>Apr. 2003 Executive Vice President, Group CEO, Living Essentials Group<br>Jun. 2003 Member of the Board, Executive Vice President, Group CEO, Living Essentials Group<br>Apr. 2006 Member of the Board, Senior Executive Vice President, Group CEO, Living Essentials Group<br>Apr. 2008 Member of the Board, Senior Executive Vice President, Food, Agricultural Resources & Consumer Market Strategies, Regional Strategy (Japan)<br>Apr. 2009 Member of the Board, Senior Executive Vice President, Food, Agricultural Resources & Consumer Market Strategies, Customer Relations Management, Regional Strategy (Japan) (Present Position)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | 88,900                 |

(Translation)

| <i>No.</i> | <i>Name of Nominee for Director (Date of Birth)</i> | <i>Job History and Representation of Other Companies</i>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <i>Number of Shares Owned</i> |
|------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 5          | <b>Hisanori Yoshimura</b><br>(Aug. 4, 1945)         | Apr. 1968 Joined MC<br>Jun. 2001 Senior Vice President, Div. COO, Natural Gas Business Div., Energy Business Group<br>Apr. 2003 Executive Vice President, Group COO, Energy Business Group<br>Apr. 2005 Executive Vice President, Group CEO, Energy Business Group<br>Jun. 2005 Member of the Board, Executive Vice President, Group CEO, Energy Business Group<br>Apr. 2007 Member of the Board, Senior Executive Vice President, Group CEO, Energy Business Group<br>Apr. 2008 Member of the Board, Senior Executive Vice President, Resources & Energy Strategies<br>Apr. 2009 Member of the Board, Senior Executive Vice President, Resources & Energy Strategies (Present Position) | 78,901                        |
| 6          | <b>Tsuneo Iyobe</b><br>(Apr. 28, 1949)              | Apr. 1973 Joined MC<br>Apr. 2004 Senior Vice President, Managing Director, Personnel & Corporate Administration, Corporate Secretariat, Legal<br>Apr. 2005 Senior Vice President, Corporate Functional Officer (Corporate Secretariat, Personnel & Corporate Administration, Legal)<br>Apr. 2006 Senior Vice President, President, Mitsubishi Corporation (Korea) Ltd.<br>Apr. 2008 Executive Vice President, Corporate Functional Officer (Human Resources)<br>Jun. 2008 Member of the Board, Executive Vice President, Corporate Functional Officer (Human Resources) (Present Position)                                                                                               | 25,400                        |
| 7          | <b>Kiyoshi Fujimura</b><br>(Nov. 3, 1949)           | Apr. 1972 Joined MC<br>Jun. 2003 Corporate Auditor (full time)<br>Jun. 2007 Senior Vice President, Corporate Functional Officer (CIO, CISO), Senior Assistant to BPI and Internal Control<br>Apr. 2008 Executive Vice President, Corporate Functional Officer (CIO, BPI and Internal Control)<br>Jun. 2008 Member of the Board, Executive Vice President, Corporate Functional Officer (CIO, BPI and Internal Control)<br>Apr. 2009 Member of the Board, Executive Vice President, Corporate Functional Officer (BPI & Internal Control), IT Service Development (CIO) (Present Position)                                                                                                | 15,200                        |

(Translation)

| No. | Name of Nominee for Director (Date of Birth) | Job History and Representation of Other Companies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of Shares Owned |
|-----|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 8   | <b>Tomio Tsutsumi</b><br>(Jul. 29, 1938)     | <p>Apr. 1962 Joined the Ministry of International Trade and Industry (MITI)<br/>           Successively held the posts of Director-General, International Trade Administration Bureau, Director-General, Consumer Goods and Service Industries Bureau, Director-General, Environmental Protection and Industrial Location Bureau, Director-General, Agency of Natural Resources and Energy, Director-General, Industrial Policy Bureau, Administrative Vice-Minister of International Trade and Industry</p> <p>Aug. 1996 Retired from the Ministry of International Trade and Industry</p> <p>Jul. 1998 Deputy Governor, Japan Finance Corporation for Small Business (JFCSB)</p> <p>Jan. 1999 Governor, JFCSB (Retired in Jan. 2003)</p> <p>Mar. 2003 Corporate Advisor, MC</p> <p>Jun. 2004 Member of the Board, MC (Present Position)</p> | 12,200                 |
| 9   | <b>Tamotsu Nomakuchi</b><br>(Nov. 18, 1940)  | <p>Apr. 1965 Joined Mitsubishi Electric Corporation</p> <p>Jun. 1995 Director, Mitsubishi Electric Corporation. Successively held the posts of Executive Officer and Senior Vice President</p> <p>Apr. 2002 President, Mitsubishi Electric Corporation</p> <p>Jun. 2003 President and CEO, Mitsubishi Electric Corporation</p> <p>Apr. 2006 Chairman, Mitsubishi Electric Corporation (April 2009: Director, Mitsubishi Electric Corporation)</p> <p>Apr. 2009 President, National Institute of Advanced Industrial Science and Technology (Present Position)</p> <p>Jun. 2007 Member of the Board, MC (Present Position)</p> <p>[Representation of Other Companies]<br/>           President, National Institute of Advanced Industrial Science and Technology</p>                                                                           | 3,000                  |
| 10  | <b>Kunio Ito</b><br>(Dec. 13, 1951)          | <p>Apr. 1980 Successively held the posts of Lecturer, Assistant Professor in Hitotsubashi University's Department of Commerce</p> <p>Apr. 1992 Professor in Hitotsubashi University's Department of Commerce</p> <p>Aug. 2002 Professor in Postgraduate School of Hitotsubashi University, head of Department of Commerce</p> <p>Dec. 2004 Associate Chancellor and Director, Hitotsubashi University</p> <p>Dec. 2006 Professor of Commercial Science, Postgraduate School of Hitotsubashi University (Present Position)</p> <p>Jun. 2007 Member of the Board, MC (Present Position)</p>                                                                                                                                                                                                                                                     | -                      |

(Translation)

| No. | Name of Nominee for Director (Date of Birth) | Job History and Representation of Other Companies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Number of Shares Owned |
|-----|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 11  | <b>Kazuo Tsukuda</b><br>(Sep. 1, 1943)       | Apr. 1968 Joined Mitsubishi Heavy Industries, Ltd.<br>Jun. 1999 Director, Mitsubishi Heavy Industries, Ltd.<br>Apr. 2002 Managing Director, Mitsubishi Heavy Industries, Ltd.<br>Jun. 2003 President, Mitsubishi Heavy Industries, Ltd.<br>Apr. 2008 Chairman, Mitsubishi Heavy Industries, Ltd. (Present Position)<br>Jun. 2008 Member of the Board, MC (Present Position)<br><br>[Representation of Other Companies]<br>Mitsubishi Heavy Industries, Ltd.<br>Chairman                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | 3,000                  |
| 12  | <b>Ryoichi Ueda</b><br>(May 23, 1949)        | Apr. 1973 Joined MC<br>Successively held the posts of General Manager, Risk Management Dept. and Controller<br>Apr. 2003 Senior Vice President, Controller<br>Mar. 2006 Senior Vice President, Regional CEO for North America (Concurrently) President, Mitsubishi International Corporation (MIC)<br>Apr. 2006 Executive Vice President, Regional CEO for North America (Concurrently) President, MIC<br>Oct. 2006 Executive Vice President, Regional CEO for North America (Concurrently) President, MIC<br>Apr. 2008 Executive Vice President, Executive Vice President, Americas (Concurrently) President, MIC<br>Apr. 2009 Executive Vice President, Chief Financial Officer (Present Position)                                                                                                                                                                                                                                                                                                                                                                                          | 31,000                 |
| 13  | <b>Hideto Nakahara</b><br>(Nov. 17, 1950)    | Apr. 1973 Joined MC<br>Successively held the posts of General Manager, Coal and Nuclear Fuel Dept., General Manager, Ferrous Raw Materials Business Unit, Managing Director, Mitsubishi Corporation (UK) PLC<br>Apr. 2004 Senior Vice President, CEO, Mitsubishi Corporation European Headquarter (Concurrently) Chairman and Managing Director, Mitsubishi Corporation International N.V. (Concurrently) Managing Director, Mitsubishi Corporation (UK) PLC<br>Jul. 2004 Senior Vice President, Regional CEO for Europe (Concurrently) Chairman and Managing Director, Mitsubishi Corporation International N.V. (Concurrently) Managing Director, Mitsubishi Corporation (UK) PLC<br>Apr. 2006 Senior Vice President, Chief Representative for China (Concurrently) President, Mitsubishi Corporation China Co., Ltd.<br>Apr. 2007 Executive Vice President, Chief Representative for China (Concurrently) President, Mitsubishi Corporation China Co., Ltd.<br>Apr. 2009 Executive Vice President, Corporate Functional Officer (Global Strategy), Regional Development (Present Position) | 24,600                 |

(Translation)

| No. | Name of Nominee for Director (Date of Birth) | Job History and Representation of Other Companies                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Number of Shares Owned |
|-----|----------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|
| 14  | <b>Osamu Komiya</b><br>(Jan 1, 1951)         | Apr. 1973 Joined MC<br>Successively held the posts of General Manager, Power Project Development Dept., General Manager, Power Generation & Marketing, International Unit, General Manager, Power Marketing Japan Unit, General Manager, Machinery Group CEO Office<br>Apr. 2005 Senior Vice President, General Manager, Machinery Group CEO Office<br>Apr. 2007 Senior Vice President, Division COO, Ship, Aerospace & Transportation Systems Div.<br>Apr. 2009 Executive Vice President, Regional Strategy (Japan) (Concurrently) General Manager, Kansai Branch (Present Position) | 22,000                 |
| 15  | <b>Ryozo Kato</b><br>(Sep. 13, 1941)         | Apr. 1965 Joined the Ministry of Foreign Affairs Japan<br>Successively held the posts of Director-General, Asian Affairs Bureau, Director, General Affairs, Director Foreign Policy, and Ambassador to the U.S.<br>Jun. 2008 Retired from the Ministry of Foreign Affairs Japan<br>Jul. 2008 Commissioner, Nippon Professional Baseball (Present Position)<br>Aug. 2008 Corporate Advisor, MC (Present Position)                                                                                                                                                                      | —                      |

Notes:

1. Messrs. Tomio Tsutsumi, Tamotsu Nomakuchi, Kunio Ito, Kazuo Tsukuda, and Ryozo Kato fulfill the conditions for Outside Directors as stipulated in the Companies Act.

2. There is no particular conflict of interest between any of the candidates for Outside Director and the Company.

In addition, the candidates were chosen for the following reasons:

Although Messrs. Tomio Tsutsumi, Kunio Ito, and Ryozo Kato do not have previous experience as corporate managers, the Company has judged that their backgrounds are sufficient to carry out the duties of the Company's Outside Directors.

- (1) Mr. Tomio Tsutsumi has been nominated based on his experience holding important positions, including the Administrative Vice Minister of International Trade and Industry and the President of the Japan Finance Corporation for Small Business. Mr. Tsutsumi can offer an objective and specialized perspective backed by his expert knowledge of social and economic trends, thereby helping to ensure levels of decision-making and management oversight appropriate to the Board of Directors. Mr. Tsutsumi will have served on the Board as an Outside Director for five years as of the close of this ordinary general meeting of shareholders.
- (2) Mr. Tamotsu Nomakuchi has been nominated based on the solid experience gained during his long career as a corporate manager. Mr. Nomakuchi would make an important contribution with his hands-on knowledge, thereby enabling the Board to make sound decisions and oversee operations in a suitable manner. Mr. Nomakuchi will have served on the Board as an Outside Director for two years as of the close of this ordinary general meeting of shareholders.
- (3) Mr. Kunio Ito has been nominated based on his expert knowledge of social and economic trends garnered over a long career as a university professor (accounting and business administration) and outside executive at other companies. Mr. Ito would offer an objective and professional perspective, thereby enabling the Board to make sound decisions and oversee operations in a suitable manner. Mr. Ito will have served on the Board as an Outside Director for two years as of the close of this ordinary general meeting of shareholders.
- (4) Mr. Kazuo Tsukuda has been nominated based on the solid experience gained during his long career as a corporate manager. Mr. Tsukuda would make an important contribution with his hands-on knowledge, thereby enabling the Board to make sound decisions and oversee operations in a suitable manner. Mr. Tsukuda will have served on the Board as an Outside Director for one year as of the close of this ordinary general meeting of shareholders.
- (5) Mr. Ryozo Kato has been nominated based on his career, particularly at the Ministry of Foreign Affairs, where he has held key posts. Mr. Kato can provide an objective and specialized perspective backed by his extensive insight regarding global conditions, thereby helping to ensure levels of decision-making and management oversight appropriate to the Board of Directors.

Mr. Kato was appointed as a Corporate Advisor of the Company in August 2008 and receives remuneration in

(Translation)

this capacity.

3. Mr. Tamotsu Nomakuchi was serving as a director of Mitsubishi Electric Corporation when it was charged with allegedly breaching the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade regarding tendering for construction of water treatment and electrical facilities in Hokkaido.
4. Mr. Kunio Ito was serving as an Outside Auditor of Tokio Marine & Nichido Fire Insurance Co., Ltd. in November 2005 when it received an administrative order from the Financial Services Agency (to submit a business improvement plan) regarding failure to pay insurance claims on incidental expenses. Furthermore, in March 2007, Tokio Marine & Nichido Fire Insurance Co., Ltd. received administrative orders from the Financial Services Agency (to partially suspend operations and submit a business improvement plan) regarding improper nonpayment of insurance claims for third-sector products. Although this also occurred while Mr. Kunio Ito was serving for the company as an Outside Auditor, he had no prior knowledge of it. After the incident became public, Mr. Ito followed up by receiving reports of the results of internal investigations and making recommendations on preventive measures as an Outside Corporate Auditor at the meetings of both the board of Directors and the board of Auditors.
5. Mr. Kazuo Tsukuda was serving as a director of Mitsubishi Heavy Industries, Ltd. when it was charged with allegedly breaching the Act on Prohibition of Private Monopolization and Maintenance of Fair regarding tendering for public works projects such as steel bridge projects.
6. The Company has concluded an agreement with Messrs. Tomio Tsutsumi, Tamotsu Nomakuchi, Kunio Ito and Kazuo Tsukuda regarding limits to their liability according to Article 423, Paragraph 1 of the Companies Act. According to the agreement, the maximum liability amount of each is the higher of ¥10 million or the minimum stipulated by law. If this proposal is approved, the Company will continue its agreement with all four directors. In addition, the Company plans to conclude the same agreement with Mr. Ryozo Kato.

(Translation)

#### **4. To Grant Bonuses to Directors**

The Board proposes paying bonuses of ¥250 million to the 10 Directors (excluding Outside Directors) as of March 31, 2009 in consideration of consolidated net income for the fiscal year ended March 31, 2009.

(For further information on the policy on remuneration for Directors and Corporate Auditors, please refer to the reference material on page 17.)

#### **5. To Grant Stock Acquisition Rights as Stock Options**

The Board proposes that stock acquisition rights (*Shinkabu-Yoyaku-Ken*) be granted to Directors (excluding Outside Directors) as Director's remuneration for the purpose of distributing stock options, as detailed below, in order to provide further incentive and motivation to improve the Company's performance and further align Directors' interests with those of shareholders.

Subject to approval of Resolution 3., 10 Directors will be eligible to receive stock options (hereinafter "Eligible Persons").

(For further information on the policy on remuneration for Directors and Corporate Auditors, please refer to the reference material on page 17.)

1. Class and number of shares to be issued for the purpose of issuing stock options:  
Up to 341,800 shares of the Company's common stock per year
  
2. Total number of stock options to be issued:  
Up to 3,418 per year

The number of shares to be issued per stock option (hereinafter "Number of Shares Granted per Option") shall be 100.

Regarding the Number of Shares Granted per Option, if it is appropriate to adjust the number of shares, for example in the event of a stock split (including a free distribution of the Company's common stock) or the consolidation of its common stock, the Company will carry out such adjustment as is deemed necessary.

3. Total amount payable upon exercise of stock options:

The total amount payable upon exercise of one stock option shall be determined by multiplying the price payable per share that can be granted owing to the exercise of stock options (hereinafter "Exercise Price") by the Number of Shares Granted per Option. The Exercise Price shall be ¥1.

(Translation)

4. Stock option exercise period:

June 25, 2009 to June 24, 2039

5. Restrictions applicable to transfer of stock options:

Approval is required by resolution of the Company's Board of Directors for the transfer of stock options.

6. Conditions applicable to exercise of stock options:

- (1) An Eligible Person may exercise his/her stock options commencing June 25, 2011 or the day after losing his/her position as both director and executive officer of the Company, whichever is earlier.
- (2) An Eligible Person may not exercise his/her stock options following the tenth anniversary of the day after losing his/her position as both director and executive officer of the Company.
- (3) Other conditions applicable to exercise shall be determined by the Board of Directors.

7. Fair value of the stock options to be issued:

The fair value of the stock options shall be calculated using the Black-Scholes Model based on the average Closing Price of the Company's stock between January and March 2009 (¥1,251). The total fair value of the 3,418 stock options to be issued in 2009 amounts to approximately ¥319 million.

The Company's Board of Directors has also decided to issue up to 10,802 stock options of the same class (with 1,080,200 shares under option) per year to a total of 89 Executive Officers and Senior Vice Presidents ("riji") who do not serve concurrently as Directors of the Company.

(Translation)

***6. To Approve Reserved Retirement Remuneration for Directors***

In the interest of improving transparency in respect of Directors' and Corporate Auditors' remuneration, retirement bonuses were abolished for Outside Directors and Outside Corporate Auditors at the close of the 2005 Ordinary General Meeting of Shareholders and then for full-time Corporate Auditors at the close of the 2007 Ordinary General Meeting of Shareholders.

At the close of the 2007 Ordinary General Meeting of Shareholders, the Company abolished the previous retirement bonuses system for Executive Directors and has established a new system called the "Reserved System for Retirement Remuneration" whereby a certain amount is now reserved as specified by a resolution of the Ordinary General Meeting of Shareholders every year as Directors' remuneration for the performance of duties of each Executive Director over the past year. This remuneration is separate from monthly remuneration and will be paid in full upon retirement.

Accordingly, the Board proposes approving total reserved retirement remuneration for the 10 eligible Executive Directors for the performance of duties of each Executive Director for the period from July 1, 2008 to June 30, 2009 of ¥129.1 million, to be paid to each Director upon retirement.

For further information regarding the 10 eligible Executive Directors, please refer to page 21 to 24 of the attached document titled "Report for the Fiscal Year Ended March 31, 2009."

(For further information on the policy on remuneration for Directors and Corporate Auditors, please refer to the reference material on the next page.)

(Translation)

[Reference] Policy on Remuneration for Directors and Corporate Auditors

The remuneration system for Company Directors, as outlined below, has been designed in order to provide further incentive and motivation to improve the Company's performance and further align the Directors' interests with those of the shareholders by strengthening the link with business results.

Remuneration for Outside Directors and Corporate Auditors is limited to a monthly remuneration only.

| Remuneration Structure |                                  | Directors' and Corporate Auditors' Remuneration in Report for Fiscal Year Ended March 31, 2009 |           |                    |           |       |                                                                                                                                                                                                                                                                                                                                                                                                  | Details of Remuneration |
|------------------------|----------------------------------|------------------------------------------------------------------------------------------------|-----------|--------------------|-----------|-------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
|                        |                                  | Number*                                                                                        |           | Amount (¥ million) |           |       |                                                                                                                                                                                                                                                                                                                                                                                                  |                         |
|                        |                                  | Execu- tive                                                                                    | Outsi- de | Execu- tive        | Outsi- de |       |                                                                                                                                                                                                                                                                                                                                                                                                  |                         |
| Directors              | Monthly Remuneration             | 17                                                                                             | 6         | 752                | 114       | 866   | Monthly remuneration up to ¥120 million (as approved at the 2006 Ordinary General Meeting of Shareholders).                                                                                                                                                                                                                                                                                      |                         |
|                        | Reserved Retirement Remuneration | 10                                                                                             | —         | 129                | —         | 129   | System whereby a certain amount is reserved as specified by a resolution of the Ordinary General Meeting of Shareholders every year as Directors' remuneration for the performance of duties of each Executive Director over the past year. This remuneration is paid in full upon retirement.                                                                                                   |                         |
|                        | Bonuses                          | 10                                                                                             | —         | 250                | —         | 250   | Determined on the basis of consolidated operating results and other factors.                                                                                                                                                                                                                                                                                                                     |                         |
|                        | Stock Options                    | 17                                                                                             | —         | **<br>419          | —         | 419   | The Company grants stock options as remuneration in order to further align Directors' interests with those of shareholders. Incumbent Directors can purchase Company shares by exercising stock options two years after allotment. However, they cannot sell shares during their terms until their shareholdings reach a certain level in accordance with the Company's shareholding guidelines. |                         |
|                        | Total                            | 17                                                                                             | 6         | 1,551              | 114       | 1,665 |                                                                                                                                                                                                                                                                                                                                                                                                  |                         |
| Corporate Auditors     | Monthly Remuneration             | 2                                                                                              | 5         | 124                | 37        | 161   | Monthly Compensation up to ¥15 million (as approved at the 2007 Ordinary General Meeting of Shareholders).                                                                                                                                                                                                                                                                                       |                         |
|                        | Total                            | 19                                                                                             | 11        | 1,675              | 151       | 1,826 |                                                                                                                                                                                                                                                                                                                                                                                                  |                         |

(Figures less than one million yen are rounded down)

\*The above numbers of people include 8 Directors (including 1 Outside Director) and 2 Outside Corporate Auditors who resigned at the close of the 2008 Ordinary General Meeting of Shareholders held on June 25, 2008. Furthermore, there were 15

(Translation)

Directors (including 5 Outside Directors) and 5 Corporate Auditors (including 3 Outside Corporate Auditors) as of March 31, 2009.

\*\*The amount expensed in the fiscal year ended March 31, 2009 relating to previously issued stock options for 17 Executive Directors (“Ordinary Stock Options” issued in the fiscal year ended March 31, 2007, “Stock Options with Exercise Price of ¥1 per share” issued in the fiscal years ended March 31, 2008 and 2009).

(Translation)

## **Procedures for Exercising Voting Rights via the Internet**

If you are exercising your voting rights via the Internet, please read the following first.

If you are attending the meeting, you do not need to vote by mail or via the Internet.

### **1. About the Internet Voting Website**

- (1) You can exercise your voting rights via the Internet only by accessing our Internet voting website (<http://www.evotep.jp/>) from a computer or a mobile phone (i-mode, EZweb, or Yahoo! Keitai). (Please note that the site cannot be accessed between 2 a.m. and 5 a.m. daily).

\* i-mode, EZweb, and Yahoo! are trademarks or registered trademarks of NTT DOCOMO, INC., KDDI Corporation, and U.S. Yahoo! Inc., respectively.

- (2) Depending on your settings, if your Internet connection is secured by a firewall or anti-virus software, or if you are using a proxy server, you may not be able to properly access our website to exercise your voting rights.
- (3) If you are exercising your voting rights from a mobile phone, please use either i-mode, EZweb, or Yahoo! Keitai. Please note that the website is not compatible with mobile phones that are not SSL-enabled or cannot send and receive the mobile phone's terminal ID information.
- (4) The website will accept your votes until 5:30 p.m. on Tuesday, June 23, 2009. We advise you to exercise your voting rights as early as possible. Please contact the help desk if you have any questions.

### **2. How to Exercise Your Voting Rights via the Internet**

- (1) At the Internet voting website (<http://www.evotep.jp/>), please enter your login ID and temporary password shown on the bottom right of the voting form. Please cast your vote by following the directions on the screen.
- (2) To avoid unauthorized access ("spoofing") and tampering, the website will ask you to set a new password once you log on to the website.
- (3) We will send you a new login ID and a temporary password for every shareholders' meeting.

### **3. How We Process Multiple Votes**

- (1) If you exercise your voting rights by both mail and via the Internet, then the vote you enter via the Internet will count as valid.
- (2) If you exercise your voting rights multiple times via the Internet, then the last vote you enter will count as valid. If you exercise your voting rights multiple times both by mobile phone and via the Internet, then the last vote you enter will count as valid.

### **4. Fees For Accessing the Internet Voting Website**

The shareholder will pay all fees arising from accessing the Internet voting website (dial-up

(Translation)

connection fees, telephone charges, etc.), as well as packet communication fees and other mobile phone charges when accessing the website using a mobile phone.

For technical inquiries concerning the Internet voting system, please contact:

Mitsubishi UFJ Trust and Banking Corporation  
Stock Transfer Agency Department (Help Desk)  
Phone: 0120-173-027 (toll-free within Japan)  
Hours: 9:00-21:00