



Takefuji Corporation  
15-1 Nishi-Shinjuku 8-Chome, Shinjuku-Ku, Tokyo, 163-8654, Japan

### Translation

The following is an English translation of the notice of Resolutions adopted at the 41<sup>st</sup> Ordinary General Meeting of shareholders of Takefuji Corporation held on June 27, 2008. Takefuji Corporation provides this translation for your reference and convenience only and without any warranty as to its accuracy or otherwise.

On June 27, 2008

To: Our Shareholders:

Takefuji Corporation  
15-1 Nishi-Shinjuku 8-Chome, Shinjuku-ku, Tokyo, Japan  
Akira Kiyokawa  
Representative Director & President

Notice of Resolutions adopted at the 41<sup>st</sup> Ordinary General meeting of shareholders  
This is to inform you that at the 41<sup>st</sup> Ordinary General Meeting of Shareholders of Takefuji Corporation (the "Company") held today on June 27, 2008, reports were given and resolutions were made as follows:

#### Reports:

1. A report on the Business Reports, the Consolidated Financial Statements with respect to the 41<sup>st</sup> Business Period from April 1, 2007 to March 31, 2008, and report on the results of audit conducted on the Consolidated Financial Statements by the external Auditors and the Board of Corporate Auditors were made.
2. A report on the non-consolidated balance sheet and non-consolidated income statement for the 41<sup>st</sup> fiscal year from April 1, 2007 to March 31, 2008 were made.

#### Resolutions:

Proposition No.1: Approval of Proposed Appropriation of the retained earnings for the 41<sup>st</sup> fiscal year

It was resolved that the proposal be approved as proposed. It was decided to distribute year-end dividends of 90 yen per share and effective date of payment will be on June 30, 2008.

Proposition No.2: Partial revision of the Articles of Incorporation

It was resolved that the proposal be approved as proposed. Details of changes are as follows:

- (1) In order to prepare for business development in future, changes and additional



purpose for the Article of Incorporation were approved.

- (2) The new proposal, by the decision of the Board of Directors to exempt liability of directors when the requirements defined under laws and ordinances on limitation of liability for the purpose of enabling directors to fully perform their expected duties and to conclude an agreement with outside directors determining the limitation of liabilities defined under laws and ordinances was approved in its original forms..
- (3) The new proposal, by the decision of the Board of Directors to exempt liability of auditors when the requirements defined under laws and ordinances on limitation of liability for the purpose of enabling auditors to fully perform their expected duties and to conclude an agreement with outside auditors determining the limitation of liabilities defined under laws and ordinances was approved in its original forms..

**Proposition No.3: Appointment of thirteen directors on board**

This proposal was approved in its original form. It was resolved that nine directors, Taketeru Takei, Katsunori Aita, Kengo Sato, Tsunefumi Shindo, Satoru Shishido, Mikio Yamamoto, Akiko Hokazono, Shigefumi Nakamura and Akiyuki Nagase be re-elected as Directors and four directors, Mr. Akira Kiyokawa, Mr. Junichi Yoshida, Mr. Tadashi Tojo and Mr. Shigeo Sato be newly elected as Directors. All of the abovementioned directors have taken office. Mr. Akiyuki Nagase is outside director stipulated in item 15, Article 2 of the Company Law.

**Proposition No.4: Appointment of one corporate substitute auditor**

This proposal was approved in its original form. Yuichi Omori was elected and assumed office as corporate substitute auditor. Yuichi Omori is substitute for outside auditor within the meaning of item 16, article 2 of Company law.

**Proposition No.5: Offer of retirement benefits for retired director**

This proposal was approved in its original form. In appreciation of his service to the company while in office, the company will offer retirement benefits to retired director Mr. Hikaru Kondo, within the ranges stipulated by company standards, entrusting the determination of the specific amounts, timing and methods to the board of directors.

**Proposition No.6: Determination of stock option compensation for directors and details of the compensation**



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This new proposal was approved in its original form to issue stock acquisition rights within the limit of 20 million yen per year to directors of the Company (excluding outside directors) as stock option compensation to the maximum number of share purchase warrants of 3,000 per year (The number of shares to be issued or transferred per share purchase warrant shall be 10 shares.)

Representative Directors were elected and assumed office at the Board of Directors meeting held after the conclusion of this General Shareholders' Meeting.

Representative Director Akira Kiyokawa ( Newly elected )

Representative Director Taketeru Takei ( Re-elected )

#### Announcement of year-end dividend

We would like to proceed for the distribution of year-end dividend of 90 yen per share for 41<sup>st</sup> fiscal year as detailed below.

1. Confirmation will be required for the enclosed documents, which are 'the statement for dividend' and 'the confirmation of the account for transferring dividend', if shareholders would like to specify the Bank accounts or the Postal Saving Account for the dividend to be transferred.
2. For shareholders who do not specify the Bank Account or Postal Account for the dividend, we would like to advise to visit nearby post office or Japan Post Bank with this announcement and notice of payment of dividend during the period from June 30, 2008 to July 31, 2008.