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Notice of Resolutions of the 112th Ordinary General Meeting of Shareholders

June 29, 2016

Dear Shareholders,

We hereby inform you of the reports made and resolutions adopted at the 112th Ordinary General Meeting of Shareholders of OBAYASHI CORPORATION (hereinafter referred to as the “Corporation”) held today.

Sincerely yours,

Toru Shiraishi
President
OBAYASHI CORPORATION
2-15-2, Konan, Minato-ku, Tokyo

Details of the General Meeting of Shareholders

Matters reported:

Business Report, Consolidated Financial Statements and Non-Consolidated Financial Statements for the 112th Fiscal Year (from April 1, 2015 to March 31, 2016), as well as the audit reports of the Accounting Auditors and the Audit & Supervisory Board for Consolidated Financial Statements
The above particulars were reported.

Matters resolved:

Proposal 1: Appropriation of Surplus

Proposal 1 was approved and adopted as proposed. It was decided to pay a year-end dividend for the 112th Fiscal Year of 13 yen per share and to transfer 40 billion yen of “Retained earnings brought forward” to “General reserve.”

Proposal 2: Partial Amendment to the Articles of Incorporation

Proposal 2 was approved and adopted as proposed. The Corporation added business purposes and made partial amendments to the Articles of Incorporation.

Proposal 3: Election of Eleven (11) Directors

The following Eleven (11) Directors were elected and assumed their offices.
Takeo Obayashi, Toru Shiraishi, Shozo Harada, Nao Sugiyama, Kozaburo Tsuchiya, Makoto Kishida, Akihisa Miwa, Kenji Hasuwa, Jiro Otsuka, Shinichi Otake, Shinichi Koizumi
Messrs. Shinichi Otake and Shinichi Koizumi are Outside Directors.

Proposal 4: Election of One (1) Audit & Supervisory Board Member

Mr. Tadashi Utashiro was elected and assumed his office.

Additional information

1. Representative Directors and Directors with specific titles

At the meeting of the Board of Directors held on the same day, the following were appointed and assumed their offices.

Chairman

Representative Director Takeo Obayashi

Representative Director Toru Shiraishi

Representative Director Shozo Harada

Representative Director Nao Sugiyama

Representative Director Kozaburo Tsuchiya

2. Appointment of Standing Audit & Supervisory Board Members

On the same day, Standing Audit & Supervisory Board Members were appointed by selection from among Audit & Supervisory Board Members as follows:

Standing Audit & Supervisory Board Member Masaru Mizuno

Standing Audit & Supervisory Board Member Tadashi Utashiro (newly appointed)

Audit & Supervisory Board Member
(Outside Audit & Supervisory Board Member) Yasutaka Kakiuchi

Audit & Supervisory Board Member
(Outside Audit & Supervisory Board Member) Hiroshi Murao

Audit & Supervisory Board Member
(Outside Audit & Supervisory Board Member) Hiroshi Yokokawa

3. Payment of the year-end dividend

Please collect the payment of the year-end dividend for the 112th Fiscal Year with the enclosed “Dividend Warrant” at a nearby Japan Post Bank branch or a post office.

For shareholders who have designated a bank account transfer, please find the enclosed “Statement of Dividend” and “Dividend Transfer Notice.”

This “Statement of Dividend” also serves as “Note of Payment” to be prepared in accordance with the provisions of the Act on Special Measures Concerning Taxation. After receiving your dividends, please use this document to confirm the amount of dividends received and for your income tax return. For shareholders who receive dividends through securities company accounts by the system of dividend allotment to securities company accounts in proportion to the number of shares held, please confirm the payment at your securities companies.

“Business Report for the 112th Fiscal Year” including business results for the 112th Fiscal Year etc. is posted on our website (<http://www.obayashi.co.jp/>).
