

[Translation]

Securities Code: 6361  
June 26, 2009

**To Our Shareholders**

Natsunosuke Yago  
President and Representative Director  
EBARA CORPORATION  
11-1, Haneda Asahi-cho, Ohta-ku, Tokyo  
Japan

**Notice of the Resolution of the 144th Ordinary General Meeting of Shareholders**

We hereby inform you of the matters reported and resolutions adopted by the 144th Ordinary General Meeting of Shareholders of EBARA CORPORATION held today.

**Matters reported:**

- 1. The Business Report and the Consolidated Financial Statements for the 144th Fiscal Year (from April 1, 2008, to March 31, 2009) and the Report of the Results of the Audits of the Consolidated Financial Statements by the Accounting Auditors and the Board of Corporate Auditors**  
The contents of the above Business Report and the Consolidated Financial Statements and the Results of the Audits were reported.
- 2. The Financial Statements for the 144th Fiscal Year (from April 1, 2008, to March 31, 2009)**  
The contents of the above Financial Statements were reported.

**Matters resolved:**

- Proposal 1: Amendments to the Articles of Incorporation**  
This item was approved and resolved as originally proposed.  
Details of the amendments are as described below.

(Underlined parts are amendments.)

| Before Amendments   | After Amendments  |
|---|---|
| CHAPTER 2 SHARES  | CHAPTER 2 SHARES  |
| <u>ARTICLE 7 (Issuance of Share Certificates)</u>   | [Deleted provision]   |
| <u>The Company shall issue share certificates representing the shares.</u>  |   |
| ARTICLE 8 (Acquisition of Treasury Shares)  | ARTICLE 7 (Acquisition of Treasury Shares)                                |
| [Text omitted]  | [No amendment]  |
| ARTICLE 9 (Number of Shares Constituting One Unit and <u>Non-issuance of Share Certificates Representing Shares of Less Than One Unit</u> ) | ARTICLE 8 (Number of Shares Constituting One Unit)                        |
| The number of shares constituting one unit shall be 1,000 (one thousand).   | The number of shares constituting one unit shall be 1,000 (one thousand). |

| Before Amendments   | After Amendments  |
|---|---|
| <p data-bbox="172 210 782 371"><u>2. The Company does not issue share certificates representing shares of less than one unit notwithstanding the provision of Article 7 unless otherwise provided for in the Share Handling Regulations.</u></p> <p data-bbox="164 405 766 465">ARTICLE <u>10</u> (Rights with Respect to Shares of Less Than One Unit)</p> <p data-bbox="225 499 775 658">The shareholders of the Company (<u>hereinafter includes beneficial shareholders</u>) may not exercise any rights other than those specified below with respect to the shares of less than one unit held by them:</p> <ol data-bbox="277 663 780 1077" style="list-style-type: none"> <li>(1) The right specified in each item of Article 189, Paragraph 2 of the Company Law;</li> <li>(2) The right to make a request pursuant to the provisions of Article 166, Paragraph 1 of the Company Law;</li> <li>(3) The right to receive the allotment of shares or stock acquisition rights that the Company offers in proportion to the number of the shares held by the shareholders; and</li> <li>(4) Right to make a request prescribed in the following Article.</li> </ol> <p data-bbox="164 1111 767 1171">ARTICLE <u>11</u> (Additional Purchase of Shares of Less than One Unit)</p> <p data-bbox="392 1205 557 1238" style="text-align: center;">[Text omitted]</p> <p data-bbox="164 1272 660 1332">ARTICLE <u>12</u> (Administrator of Register of Shareholders)</p> <p data-bbox="225 1366 756 1426">The Company shall designate an administrator of register of shareholders.</p> <ol data-bbox="196 1460 780 1910" style="list-style-type: none"> <li>2. The administrator of register of shareholders and its place of business shall be determined by a resolution of the Board of Directors of the Company and shall be announced publicly.</li> <li>3. All matters pertaining to the register of shareholders (<u>hereinafter includes the register of beneficial shareholders</u>), registry of stock acquisition rights <u>and register of lost share certificates</u> of the Company, such as preparation and maintenance thereof in the place of business, shall be entrusted to the administrator of register of shareholders, so that the Company itself does not handle any of these matters.</li> </ol> <p data-bbox="164 1944 574 1977">ARTICLE <u>13</u> through ARTICLE <u>44</u></p> <p data-bbox="392 2011 557 2045" style="text-align: center;">[Text omitted]</p> | <p data-bbox="1011 210 1235 244" style="text-align: center;">[Deleted provision]</p> <p data-bbox="807 405 1398 465">ARTICLE <u>9</u> (Rights with Respect to Shares of Less Than One Unit)</p> <p data-bbox="868 499 1422 624">The shareholders of the Company may not exercise any rights other than those specified below with respect to the shares of less than one unit held by them:</p> <ol data-bbox="920 629 1426 1043" style="list-style-type: none"> <li>(1) The right specified in each item of Article 189, Paragraph 2 of the Company Law;</li> <li>(2) The right to make a request pursuant to the provisions of Article 166, Paragraph 1 of the Company Law;</li> <li>(3) The right to receive the allotment of shares or stock acquisition rights that the Company offers in proportion to the number of the shares held by the shareholders; and</li> <li>(4) Right to make a request prescribed in the following Article.</li> </ol> <p data-bbox="807 1111 1414 1171">ARTICLE <u>10</u> (Additional Purchase of Shares of Less than One Unit)</p> <p data-bbox="1019 1205 1216 1238" style="text-align: center;">[No amendment]</p> <p data-bbox="807 1272 1303 1332">ARTICLE <u>11</u> (Administrator of Register of Shareholders)</p> <p data-bbox="868 1366 1402 1426">The Company shall designate an administrator of register of shareholders.</p> <ol data-bbox="839 1460 1426 1843" style="list-style-type: none"> <li>2. The administrator of register of shareholders and its place of business shall be determined by a resolution of the Board of Directors of the Company and shall be announced publicly.</li> <li>3. All matters pertaining to the register of shareholders <u>and</u> registry of stock acquisition rights of the Company, such as preparation and maintenance thereof in the place of business, shall be entrusted to the administrator of register of shareholders, so that the Company itself does not handle any of these matters.</li> </ol> <p data-bbox="807 1944 1217 1977">ARTICLE <u>12</u> through ARTICLE <u>43</u></p> <p data-bbox="1019 2011 1216 2045" style="text-align: center;">[No amendment]</p> |

| Before Amendments             | After Amendments   |
|-------------------------------|--|
| [Newly established provision] | <p data-bbox="810 210 1220 241"><u>SUPPLEMENTARY PROVISIONS</u></p> <p data-bbox="810 275 1428 499"><u>ARTICLE 1 All matters pertaining to the register of lost share certificates such as preparation and maintenance thereof in the place of business shall be entrusted to the administrator of register of shareholders, so that the Company itself does not handle any of these matters.</u></p> <p data-bbox="810 533 1428 689"><u>ARTICLE 2 The preceding Article and this Article shall remain in effect until January 5, 2010. The preceding Article and this Article shall be deleted as of January 6, 2010.</u></p> |

**Proposal 2: Election of Eleven (11) Directors**

This item was approved and resolved as originally proposed. Ten (10) directors, namely, Natsunosuke Yago, Masayoshi Hirose, Atsuo Suzuki, Kozo Nakao, Itaru Shirasawa, Akihiro Ushitora, Tetsuji Fujimoto, Akira Itoh, Tetsuya Yamamoto, and Seiichi Ochiai were reelected and assumed the office of Director. One (1) director, namely, Manabu Tsujimura was newly elected and assumed the office of Director.

**Proposal 3: Presentation of Retirement Bonus to a Retiring Director and Payment of Retirement Bonuses Following the Abolition of the Practice of Paying Retirement Bonuses to Directors and Corporate Auditors**

This item was approved and resolved as originally proposed. It was decided to present appropriate amounts of retirement bonuses to retiring Director Hiroshi Kamiya as compensation for services rendered during his tenure, in accordance with the Company's internal standards. It was also decided that the actual amount, timing and method of the presentation be left to the Board of Directors.

Further, the practice of paying retirement bonuses to directors and corporate auditors was abolished at the conclusion of the 144th Ordinary General Meeting of Shareholders. Accordingly, it was decided that the payments equivalent to retirement bonuses be made to the eight (8) directors in office, namely, Natsunosuke Yago, Masayoshi Hirose, Atsuo Suzuki, Kozo Nakao, Itaru Shirasawa, Akihiro Ushitora, Tetsuji Fujimoto, and Akira Itoh, and the five (5) corporate auditors in office, namely, Michihisa Hozumi, Yasuo Watarai, Seigoh Hirayama, Yoshio Omori, and Yoshihiro Machida within the extent of a reasonable amount in accordance with the established standards of the Company. It was also decided that determination of the actual amount, the timing and method of payment, etc., be left to the Board of Directors in respect of the directors and to the consultation of corporate auditors in respect of the corporate auditors.

**Proposal 4: Offering Remuneration to Directors under the Share-Based Payment Stock Option Program**

This item was approved and resolved as originally proposed. It was decided that the stock acquisition rights worth up to ¥290 million in total be granted as a share-based payment stock option to the directors, excluding external directors, who will be in the office of director during all or a part of the period from the conclusion of the 144th Ordinary General Meeting of Shareholders until the end of the last fiscal year ending within two (2) years from said meeting.

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At the meeting of the Board of Directors held after the closing of the Ordinary General Meeting of Shareholders, a Representative Director was elected as follows and assumed the office.

President and Representative Director

Natsunosuke Yago (Reappointed)