

IMPORTANT NOTICE

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Securities Code: 1812
June 6, 2013

To Stockholders with Voting Rights

Mitsuyoshi Nakamura
President, Representative Director
Kajima Corporation
3-1, Motoakasaka 1-chome, Minato-ku,
Tokyo, Japan

NOTICE OF THE 116th ORDINARY STOCKHOLDERS' MEETING

You are cordially invited to attend the 116th Ordinary Stockholders' Meeting of the Company. The meeting will be held as described below.

If you are unable to attend the meeting, you can exercise your voting rights by paper ballot. Please review the Reference Documents for the Stockholders' Meeting to indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the form by the end of business hours (no later than 5:15 p.m., Japan Standard Time) on Wednesday, June 26, 2013.

- 1. Date and Time:** Thursday, June 27, 2013 at 10:00 a.m., Japan Standard Time
- 2. Place:** East 21 Hall
1st floor, Hotel East 21 Tokyo
3-3, Toyo 6-chome, Koto-ku, Tokyo, Japan
- 3. Agenda of the Meeting:**
Matters to be reported:
 1. The Business Report, the Consolidated Financial Statements, and the audit results of the Consolidated Financial Statements by the Independent Auditor and the Board of Corporate Auditors for the 116th Fiscal Year (from April 1, 2012 to March 31, 2013).
 2. The Non-consolidated Financial Statements for the 116th Fiscal Year (from April 1, 2012 to March 31, 2013)**Proposals to be resolved:**
 - Proposal No. 1:** Appropriation of Retained Earnings
 - Proposal No. 2:** Election of three Directors
 - Proposal No. 3:** Election of one Corporate Auditor

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- Notes: 1. If you plan to attend the meeting, please hand in the enclosed Voting Rights Exercise Form at the reception desk when you arrive at the venue.
If you plan to exercise your voting rights by proxy at the meeting, it is required to submit a written power of attorney and your Voting Rights Exercise Form as well as the proxy's Voting Rights Exercise Form at the reception desk of the meeting. (Pursuant to the Articles of Incorporation of the Company, only one other stockholder with voting right can be appointed as a proxy.)
2. Subsequent amendments to the Attached Documents and the Reference Documents for the Stockholders' Meeting (if any) will be listed on the Company's website (<http://www.kajima.co.jp/>).

Reference Documents for the Stockholders' Meeting

Proposals and References

Proposal No. 1: Appropriation of Retained Earnings

Our basic policy for profit allocation is to provide stable dividends to stockholders in accordance with business performance while securing internal reserves to maintain a sound management foundation.

After taking into account factors such as business performance and the future business environment, the Company plans to pay a Year-end Dividend for the fiscal year under review and to appropriate Retained Earnings in the following manner.

1. Year-end Dividend

(1) Form of Distribution

Cash

(2) Allocation of Distribution per-share and Total Amounts

¥2.50 per common share of the Company

¥2,600,958,668 in total

As such, the dividend for the fiscal year under review will be ¥5 per share, including a ¥2.50 interim dividend.

(3) Effective Date of Dividend Payment

June 28, 2013

2. Other Appropriation of Retained Earnings

(1) Item and the Amount of Retained Earnings to be increased

General reserve: ¥5.0 billion

(2) Item and the Amount of Retained Earnings to be decreased

Retained earnings carried forward: ¥5.0 billion

Proposal No. 2: Election of three Directors

Directors, Messrs. Naoki Atsumi, Tamiharu Tashiro and Koichi Kajima will complete their term of office at the closing of this Stockholders' Meeting. Consequently, the Company proposes the election of three Directors.

The candidates are as follows:

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
1	Naoki Atsumi (November 29, 1949)	July 1986 Joined the Company June 1995 Director Responsible for Sales and Marketing June 1997 Managing Director Responsible for Sales and Marketing, Sales and Marketing Division, Construction Group June 2000 Senior Managing Director Responsible for Planning of Sales and Marketing, Sales and Marketing Division, Construction Group June 2002 Representative Director, Executive Vice President Responsible for Executive Office, Corporate Planning, Human Resources and Audit June 2003 Representative Director, Executive Vice President Responsible for Executive Office, Human Resources and Audit June 2005 Representative Director, Executive Vice President General Manager, Corporate Planning Division Responsible for CSR Overseeing Executive Office, Audit Department, New Business Department, Affiliated Business Department and IT Solutions Department June 2006 Representative Director, Executive Vice President General Manager, Corporate Planning Division Overseeing Executive Office, Office of CSR and IT Solutions Department April 2007 Representative Director, Executive Vice President (to the present)	1,940,948 shares

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
2	Tamiharu Tashiro (August 21, 1948)	<p>April 1971 Joined the Company</p> <p>June 2005 Executive Officer General Manager, Tokyo Civil Engineering Branch, Tokyo Metropolitan Business Division</p> <p>April 2007 Managing Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>April 2008 Senior Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>June 2009 Director, Senior Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>April 2010 Director, Executive Vice President General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>June 2010 Representative Director, Executive Vice President General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>April 2011 Representative Director, Executive Vice President (to the present)</p>	22,591 shares

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
3	*Atsushi Hattori (October 6, 1944)	<p>April 1967 Joined the Company</p> <p>June 2002 Director Deputy General Manager, Tokyo Branch</p> <p>June 2005 Managing Executive Officer Deputy General Manager, Tokyo Architectural Construction Branch, Tokyo Metropolitan Business Division</p> <p>April 2007 Managing Executive Officer Deputy General Manager, Tokyo Architectural Construction Branch</p> <p>April 2008 Senior Executive Officer General Manager, Building Construction Management Division</p> <p>April 2009 Senior Executive Officer General Manager, Tokyo Architectural Construction Branch</p> <p>April 2013 Executive Vice President General Manager, Tokyo Architectural Construction Branch (to the present)</p>	10,205 shares

Notes: 1. * denotes newly appointed candidate for the position of Director.

2. No conflict of interest exists between the Company and the above candidates for Directors.

Proposal No. 3: Election of one Corporate Auditor

Corporate Auditor, Mr. Takashi Momma will complete his term of office at the closing of this Stockholders' Meeting. Consequently, the Company proposes the election of one Corporate Auditor.

The candidate is as follows.

The Board of Corporate Auditors has consented to this Proposal No. 3.

Name (Date of birth)	Career summary, positions and status of other important concurrent positions	Number of shares of the Company held
*Atsuhiko Takata (May 10, 1953)	April 1977 Joined the Company June 2005 General Manager, Legal Department, Administration and Human Resources Division April 2006 General Manager, Legal Department April 2007 General Manager, Human Resources Department, Administration and Human Resources Division April 2013 General Manager Assistant to General Manager, Administration and Human Resources Division (to the present)	0 shares

Notes: 1. * denotes newly appointed candidate for the position of Corporate Auditor.

2. No conflict of interest exists between the Company and the above candidate for Corporate Auditor.