

IMPORTANT NOTICE

This document has been translated from a part of the Japanese original for reference purposes only. In the event of any discrepancy between this translated document and the Japanese original, the original shall prevail. The Company assumes no responsibility for this translation or for direct, indirect or any other forms of damages arising from the translation.

Securities Code: 1812
June 5, 2014

To Stockholders with Voting Rights

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

NOTICE OF THE 117th ORDINARY STOCKHOLDERS' MEETING

You are cordially invited to attend the 117th 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, or via the Internet. Please review the Reference Documents for the Stockholders' Meeting to complete the exercise of your voting rights in accordance with the guidance hereinafter no later than 5:15 p.m., Japan Standard Time on Thursday, June 26, 2014.

1. Date and Time: Friday, June 27, 2014 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 Audit & Supervisory Board for the 117th Fiscal Year (from April 1, 2013 to March 31, 2014).
 2. The Non-consolidated Financial Statements for the 117th Fiscal Year (from April 1, 2013 to March 31, 2014)

Proposals to be resolved:

- Proposal No. 1:** Appropriation of Retained Earnings
Proposal No. 2: Election of eight Directors
Proposal No. 3: Election of two Audit & Supervisory Board Members

4. Guide for exercise of voting rights:

(1) Exercise of voting rights by paper ballot

Please indicate your votes for or against each of the proposals on the enclosed Voting Rights Exercise Form and return the form so that it reaches us no later than 5:15 p.m., Japan Standard Time on Thursday, June 26, 2014.

(2) Exercise of voting rights via the Internet

If you wish to exercise your voting rights via the Internet, please review the “Guidance for Exercise of Voting Rights via the Internet” on pp.9-10, and complete the exercise no later than 5:15 p.m., Japan Standard Time on Thursday, June 26, 2014.

(3) If you exercise your voting rights both by paper ballot and through the Internet, the exercise through the Internet shall be deemed to be effective. If you exercise your voting rights more than once through the Internet, the last vote shall be deemed to be effective.

-
- 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 in the following manner.

(1) Form of Distribution

Cash

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

¥2.50 per common share of the Company

¥2,600,003,468 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 30, 2014

Proposal No. 2: Election of eight Directors

Directors, Messrs. Mitsuyoshi Nakamura, Hiroshi Kaneko, Takashi Hinago, Hiroshi Ishikawa, Hironobu Takano, Nobuyuki Hiraizumi and Shoichi Kajima will complete their term of office at the closing of this Stockholders' Meeting. Director, Mr. Atsushi Hattori resigned from his office on March 31, 2014.

Consequently, the Company proposes the election of eight 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	Mitsuyoshi Nakamura (March 15, 1943)	<p>April 1965 Joined the Company June 1996 Director General Manager, Public Relations Office June 1999 Managing Director Responsible for Sales and Marketing, Sales and Marketing Division, Construction Group October 2000 Managing Director Responsible for Sales and Marketing, Sales and Marketing Division June 2002 Senior Managing Director General Manager, Sales and Marketing Division and General Manager, Kansai Sales and Marketing Division June 2005 President, Representative Director (to the present)</p> <p>(Important concurrent positions) Chairman, Japan Federation of Construction Contractors</p>	12,070 shares
2	Hiroshi Kaneko (May 2, 1941)	<p>April 1967 Joined the Company June 2000 Director Deputy General Manager, Corporate Planning Division and General Manager, Building Construction Planning Department June 2002 Managing Director General Manager, Building Construction Planning Department June 2003 Senior Managing Director General Manager, Building Construction Management Division June 2005 Director, Senior Executive Officer General Manager, Building Construction Management Division April 2008 Director, Executive Vice President June 2008 Representative Director, Executive Vice President (to the present)</p>	12,360 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	Takashi Hinago (August 10, 1945)	<p>April 1968 Joined the Company</p> <p>June 2003 Director Deputy General Manager, Sales and Marketing Division</p> <p>June 2005 Executive Officer Deputy General Manager, Sales and Marketing Division</p> <p>April 2006 Managing Executive Officer Deputy General Manager, Sales and Marketing Division</p> <p>April 2007 Managing Executive Officer General Manager, Sales and Marketing Division</p> <p>April 2008 Senior Executive Officer General Manager, Sales and Marketing Division</p> <p>April 2011 Executive Vice President General Manager, Sales and Marketing Division</p> <p>June 2012 Director, Executive Vice President General Manager, Sales and Marketing Division (to the present)</p>	15,000 shares
4	Hiroshi Ishikawa (March 9, 1959)	<p>July 1989 Joined the Company</p> <p>June 2000 Director Deputy General Manager, Sales and Marketing Division, Construction Group; and Corporate Planning Division</p> <p>June 2002 Managing Director Responsible for Sales and Marketing</p> <p>June 2004 Senior Managing Director Responsible for Sales and Marketing</p> <p>June 2005 Director, Senior Executive Officer General Manager, Sales and Marketing Division</p> <p>April 2007 Director, Senior Executive Officer Responsible for Sales and Marketing (to the present)</p>	1,909,573 shares
5	Hironobu Takano (January 28, 1949)	<p>April 1972 Joined the Company</p> <p>September 1998 General Manager, Accounting Department, Treasury Division</p> <p>April 2008 Executive Officer Deputy General Manager, Treasury Division and General Manager, Accounting Department</p> <p>November 2010 Executive Officer General Manager, Treasury Division</p> <p>April 2011 Managing Executive Officer General Manager, Treasury Division</p> <p>April 2012 Senior Executive Officer General Manager, Treasury Division</p> <p>June 2012 Director, Senior Executive Officer General Manager, Treasury Division (to the present)</p>	3,000 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
6	Nobuyuki Hiraizumi (March 28, 1958)	<p>April 1984 Joined the Company</p> <p>April 2004 Senior Manager, Planning Department, Sales and Marketing Division; Office of Life Cycle Management, Building Construction Management Division; Asset Management Service Department, Real Estate Development Division; and Engineering & Risk Services Corporation</p> <p>August 2005 Principal Economist, Research Department, Policy Research Institute, Ministry of Finance</p> <p>August 2007 Senior Manager, Asset Management Service Department, Real Estate Development Division</p> <p>August 2009 Retired from the Company</p> <p>September 2009 Advisor, AVANT ASSOCIATES, INC.</p> <p>June 2012 Director of the Company (to the present)</p>	2,820,136 shares
7	Shoichi Kajima (August 12, 1930)	<p>April 1953 Director of the Company</p> <p>March 1959 Executive Vice President, Representative Director</p> <p>February 1978 Vice Chairman, Representative Director</p> <p>February 1984 President, Representative Director</p> <p>June 1990 Co-Chairman and CEO, Representative Director</p> <p>June 1994 Director, Senior Advisor (to the present)</p>	31,585,422 shares
8	*Masayasu Kayano (February 12, 1951)	<p>April 1974 Joined the Company</p> <p>June 2001 Secretary Senior Manager, Executive Office</p> <p>April 2007 Executive Officer General Manager, Tokyo Civil Engineering Branch</p> <p>April 2009 Managing Executive Officer General Manager, Tokyo Civil Engineering Branch</p> <p>April 2011 Managing Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>April 2012 Senior Executive Officer General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department</p> <p>April 2014 Executive Vice President General Manager, Civil Engineering Management Division Overseeing Machinery and Electrical Engineering Department (to the present)</p>	7,220 shares

- Notes: 1. * denotes newly appointed candidate for the position of Director.
2. The Company engages in construction works under contracts with Mr. Shoichi Kajima, a candidate for Director.
3. No conflict of interest exists between the Company and the above candidates for Directors other than the person mentioned in Note 2 above.

Proposal No. 3: Election of two Audit & Supervisory Board Members

Audit & Supervisory Board Members, Messrs. Kinro Nakamura and Kuniyoshi Hama will complete their term of office at the closing of this Stockholders' Meeting. Consequently, the Company proposes the election of two Audit & Supervisory Board Members.

The candidates are as follows.

The Audit & Supervisory Board has consented to this Proposal No. 3.

Candidate No.	Name (Date of birth)	Career summary, positions and status of other important concurrent positions	Number of shares of the Company held
1	Kinro Nakamura (June 24, 1949)	<p>April 1972 Joined the Sumitomo Bank, Limited</p> <p>April 2001 General Manager of Ningyocho Corporate Business Office, Sumitomo Mitsui Banking Corporation</p> <p>June 2002 Corporate Auditor, Sumitomo Mitsui Banking Corporation</p> <p>June 2003 Managing Director, Sumitomo Mitsui Card Company, Limited</p> <p>October 2003 Managing Executive Officer, Sumitomo Mitsui Card Company, Limited</p> <p>June 2006 Audit & Supervisory Board Member of the Company (to the present)</p>	3,000 shares
2	*Kimio Kodama (January 24, 1937)	<p>April 1963 Registered as Lawyer</p> <p>August 1981 Member, Central Construction Work Disputes Committee, Ministry of Construction</p> <p>June 1994 Corporate Auditor, Mitsui Mining Co., Ltd.</p> <p>April 1995 President, Daiichi Tokyo Bar Association Vice President, Japan Federation of Bar Associations</p> <p>April 1998 Director, Housing Loan Guarantee Corporation</p> <p>October 1999 Supervisor, Urban Development Corporation</p> <p>May 2005 Supervisory Director, Kenedix Realty Investment Corporation</p> <p>July 2008 Member, Tokyo Metropolitan Public Safety Commission (to the present)</p> <p>(Important concurrent positions) Lawyer (HANZOMON SOGO LAW OFFICE) Director, Kyoritsu Women's Educational Institution Outside Audit & Supervisory Board Member, JS Corporation</p>	2,000 shares

Notes: 1. * denotes newly appointed candidate for the position of Audit & Supervisory Board Member.

2. No conflict of interest exists between the Company and the above candidates for Audit & Supervisory Board Members.

3. Messrs. Kinro Nakamura and Kimio Kodama are candidates for Outside Audit & Supervisory Board Members. The Company has registered Mr. Nakamura as Independent Auditor with the Tokyo Stock Exchange and the Nagoya Stock Exchange. Mr. Kodama is a candidate for Independent Auditor as well.

4. The Company proposes the election of Mr. Kinro Nakamura as Outside Audit & Supervisory Board Member as we believe that he will properly fulfill the role as Outside Audit & Supervisory Board Member with his abundance of experience and expertise developed at financial institutions and insight gained as a corporate auditor, etc. at other companies.

5. The Company proposes the election of Mr. Kimio Kodama as Outside Audit & Supervisory Board Member as we believe that he will properly fulfill the role as Outside Audit & Supervisory Board Member with his professional knowledge as a lawyer, as well as extensive experience and deep insight as a member of the bar.

6. The term of office of Mr. Kinro Nakamura as the Company's Outside Audit & Supervisory Board Member will be eight years at the closing of this Stockholders' Meeting.
7. In order for Outside Audit & Supervisory Board Members to fully perform their duties, the Company stipulates in its Articles of Incorporation that it may conclude an agreement with each Audit & Supervisory Board Member to limit the liability for damages under Article 423, Paragraph 1 of the Companies Act to the extent of the amount specified in Article 425, Paragraph 1 of the Act when they act in good faith and is not grossly negligent in conducting their duties (limited liability agreement). The Company has currently entered into the limited liability agreement with all of the Outside Audit & Supervisory Board Members. The Company will renew the agreement with Mr. Kinro Nakamura when his reelection is approved, and will enter into the agreement with Mr. Kimio Kodama when his election is approved.

Guidance for Exercise of Voting Rights via the Internet

If you wish to exercise your voting rights for this Stockholders' Meeting via the Internet, please be aware of the following matters prior to the exercise:

1. Website for exercise of voting rights

You can exercise your voting rights via the Internet only through the Company's designated website below. There is no site available designated for mobile phones.

Address of website for exercise of voting rights <http://www.web54.net>

2. Handling of exercise of voting rights

- (1) If you wish to exercise your voting rights via the Internet, please follow the instructions on the screen and enter your votes for or against each of the proposals using "voting rights exercise code" and "password" printed on the enclosed Voting Rights Exercise Form.
- (2) You will be able to exercise your voting rights until 5:15 p.m., Japan Standard Time on Thursday, June 26, 2014. Your exercise at the earliest opportunity is advised.
- (3) If you exercise your voting rights both by paper ballot and through the Internet, the exercise through the Internet shall be deemed to be effective. If you exercise your voting rights more than once through the Internet, the last vote shall be deemed to be effective.
- (4) Fees for internet providers and carriers (connection charges, etc.) associated with using the website for exercise of voting rights would be at your own expense.

3. Handling of password and voting rights exercise code

- (1) The password is important information used to verify whether the person voting is a legitimate stockholder. Please handle it as carefully as you do your seals and PINs.
- (2) The password will be disabled when inputted incorrectly for a certain number of times. If you wish to have a new password issued, please follow the instructions on the screen.
- (3) The voting rights exercise code printed on the Voting Rights Exercise Form shall be valid only for this Stockholders' Meeting.

4. System requirements

Before exercising your voting rights via the Internet, please make sure that your system meets the following requirements:

- (1) Screen resolution is 800 x 600 (SVGA) or higher.
- (2) The following applications have been installed:
 - 1) Web browser: Microsoft® Internet Explorer Ver.5.01 SP2 or newer
 - 2) PDF file browser: Adobe® Acrobat® Reader® Ver.4.0 or newer; or Adobe® Reader® Ver.6.0 or newer
 - * Internet Explorer is either a registered trademark, trademark or a product name of Microsoft Corporation in the United States and/or other countries. Adobe® Acrobat® Reader® and Adobe® Reader® are either registered trademarks, trademarks or product names of Adobe Systems Incorporated in the United States and/or other countries.
 - * These software products are distributed for free at the websites of respective companies.
- (3) Make sure to disable (or turn off temporarily) "pop-up blocker" of your web browser or add-in tools, etc. and enable "cookies" of the website in your privacy settings.
- (4) In case you cannot access the above website, please check the settings of firewall, proxy server or security software that may be causing a restriction in the Internet access.

5. Contact information regarding the operation of your personal computer, etc.

- (1) If you have any questions regarding the operation of your personal computer, etc. to exercise your voting rights on the website, please contact the following for assistance:

Hotline of Stock Transfer Agency Web Support, Sumitomo Mitsui Trust Bank
0120-652-031 (Operating hours: 9:00 a.m. to 9:00 p.m., Japan Standard Time)
- (2) For any other inquiries, please contact the following for assistance:
 - 1) Stockholder with an account with securities companies:

Please contact the securities company which you hold an account at.
 - 2) Stockholder without an account with securities companies (stockholder with a special account):

Stock Transfer Agency Business Center, Sumitomo Mitsui Trust Bank
0120-782-031 (Operating hours: 9:00 a.m. to 5:00 p.m., Japan Standard Time, except for weekends and holidays)

*** For institutional investors**

In addition to the method to exercise your voting rights via the Internet as described above, the “Online Proxy Voting Platform” operated by ICJ Incorporated will be available by applying in advance.