IMPORTANT NOTICE

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Securities Code: 1812

June 2, 2017

To Stockholders with Voting Rights

Yoshikazu Oshimi President and Representative Director Kajima Corporation 3-1, Motoakasaka 1-chome, Minato-ku, Tokyo, Japan

NOTICE OF THE 120th ORDINARY STOCKHOLDERS' MEETING

You are cordially invited to attend the 120th 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 Wednesday, June 28, 2017.

1. Date and Time: Thursday, June 29, 2017 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 120th Fiscal Year (from April 1, 2016 to

March 31, 2017)

 $2.\ The\ Non-consolidated\ Financial\ Statements\ for\ the\ 120th\ Fiscal\ Year\ (from$

April 1, 2016 to March 31, 2017)

Proposals to be resolved:

Proposal No. 1: Appropriation of Retained Earnings

Proposal No. 2: Election of eight Directors

Proposal No. 3: Election of one Audit & Supervisory Board Member

Proposal No. 4: Revision of the amount of bonus for Directors

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 Wednesday, June 28, 2017.
- (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 p.14, and complete the exercise no later than 5:15 p.m., Japan Standard
 Time on Wednesday, June 28, 2017.
- (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 submit 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 stockholder with voting right can be appointed as a proxy.)
 - 2. As for the documents which should be provided related to this Notice of Stockholder's Meeting, the Notes for the Consolidated Financial Statements and the Notes for the Non-consolidated Financial Statements can be viewed on the Company's website (http://www.kajima.co.jp/), pursuant to the laws and regulations and the Articles of Incorporation of the Company, and are not included in the Attached Documents of this Notice. The Consolidated and Non-consolidated Financial Statements audited by the Independent Auditors and the Audit & Supervisory Board Members are those included in the Attached Documents of this Notice as well as the Notes for the Consolidated and Non-consolidated Financial Statements posted on the Company's website above.
 - 3. 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 distribute profits to stockholders in line with business performance as well as to provide stable dividends, while securing internal reserves to maintain a sound management foundation.

In consideration of the business performance in the fiscal year under review and the future business environment, the Company plans to pay a Year-end Dividend for the fiscal year and to appropriate retained earnings in the following manner.

- 1. Year-end Dividend
- (1) Type of Distribution

Cash

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

¥13.00 per common share of the Company

¥13,517,448,009 in total

As such, the dividend for the fiscal year under review will be \\$20 per share, including a \\$7 interim dividend.

(3) Effective Date of Dividend Payment June 30, 2017

- 2. Other Appropriation of Retained Earnings
- (1) Item and the Amount of Retained Earnings to be increased General reserve: ¥53.0 billion
- (2) Item and the Amount of Retained Earnings to be decreased Retained earnings carried forward: ¥53.0 billion

Proposal No. 2: Election of eight Directors

Directors, Messrs. Yoshikazu Oshimi, Naoki Atsumi, Tamiharu Tashiro, Hiroyoshi Koizumi, Koji Furukawa and Masahiro Sakane, and Ms. Kiyomi Saito will complete their term of office and Director, Mr. Hironobu Takano will resign at the closing of this Stockholders' Meeting. 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	Yoshikazu Oshimi (February 21, 1949) [Renominated]	` -	Joined the Company Executive Officer General Manager, Yokohama Branch Managing Executive Officer General Manager, Yokohama Branch Managing Executive Officer General Manager, Building Construction Management Division Senior Executive Officer General Manager, Building Construction Management Division Senior Executive Officer General Manager, Building Construction Management Division Senior Executive Officer General Manager, Kansai Branch Executive Vice President President, Representative Director (to the present) oncurrent positions) ctor, The Building & Housing Center of Japan,	15,362 shares
	[Reasons for nomination as a candidate for Director] Mr. Yoshikazu Oshimi has been serving as President, Representative Director since June supreme responsibility for the Company's business execution, after having served as Gen Manager, Yokohama Branch Office, and General Manager of Building Construction Man Division. The Company renominated him as a candidate for Director, as he has hitherto f performed his duties as Director based on his wealth of business experience and excellen record in the Company, along with his insight into management in general.			

Candidate No.	Name (Date of birth)	Career sumn	nary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
2	Naoki Atsumi (November 29, 1949) [Renominated]	July 1986 June 1995 June 1997 June 2000 June 2002 June 2005 June 2006	Joined the Company Director Responsible for Sales and Marketing Managing Director Senior Managing Director Representative Director, Executive Vice President Representative Director, Executive Vice President General Manager, Corporate Planning Division Responsible for CSR Representative Director, Executive Vice President General Manager, Corporate Planning Division Representative Director, Executive Vice President General Manager, Corporate Planning Division Representative Director, Executive Vice President (to the present)	1,977,948 shares
	having served as Direct Planning Division. The	urrently serving ctor, responsible e Company ren	te for Director] g as Representative Director, Executive Vice Pre- e for Sales and Marketing, and General Manager ominated him as a candidate for Director, as he l	, Corporate nas hitherto
	having served as Director, responsible for Sales and Marketing, and General Manager, Corporate Planning Division. The Company renominated him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into management in general.			

Candidate No.	Name (Date of birth)	Career summ	ary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
3	Tamiharu Tashiro (August 21, 1948) [Renominated]	` -	Joined the Company Executive Officer General Manager, Tokyo Civil Engineering Branch, Tokyo Metropolitan Business Division Managing Executive Officer General Manager, Civil Engineering Management Division Senior Executive Officer General Manager, Civil Engineering Management Division Director, Senior Executive Officer General Manager, Civil Engineering Management Division Director, Executive Vice President General Manager, Civil Engineering Management Division Representative Director, Executive Vice President General Manager, Civil Engineering Management Division Representative Director, Executive Vice President General Manager, Civil Engineering Management Division Representative Director, Executive Vice President (to the present)	22,591 shares
	[Reasons for nominati		an Society of Civil Engineers	
	[Reasons for nomination as a candidate for Director] Mr. Tamiharu Tashiro is currently serving as Representative Director, Executive Vice President, after having served as General Manager, Tokyo Civil Engineering Branch, and General Manager, Civil Engineering Management Division. The Company renominated him as a candidate for			
Director, as he has hitherto fully performed his duties as Director based on his wealth of experience and excellent track record in the Company, along with his insight into manage general.				

Candidate No.	Name (Date of birth)		y, positions, assignments and status of other nportant concurrent positions	Number of shares of the Company held
4	Hiroyoshi Koizumi (June 5, 1949) [Renominated]	April 1973 September 1999 June 2004 April 2008 April 2010 April 2013 April 2015 June 2015	Joined the Company General Manager, Construction Department, Building Construction Technology Division, Construction Group Managing Director, Kajima Overseas Asia Pte Ltd. Executive Officer Managing Director, Kajima Overseas Asia Pte Ltd. Managing Executive Officer Managing Director, Kajima Overseas Asia Pte Ltd. Senior Executive Officer General Manager, Kajima Overseas Asia Pte Ltd. Senior Executive Officer General Manager, Building Construction Management Division Executive Vice President General Manager, Building Construction Management Division Representative Director, Executive Vice President General Manager, Building Construction Management Division (to the present)	5,000 shares
	_	ni is currently serv	ing as Representative Director, Executive Vice	
	General Manager of Building Construction Management Division, after having served as General Manager of Construction Department, Building Construction Technology Division and Managing Director of a subsidiary in Asia. The Company renominated him as a candidate for Director, as he has hitherto fully performed his duties as Director based on his wealth of business experience and excellent track record in the Company, along with his insight into management in general.			

Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions		Number of shares of the Company held
5	Ken Uchida (May 13, 1956) [New candidate]	April 1979 October 2009 July 2010 December 2012 April 2015 September 2016 April 2017	Joined the Company General Manager, Administration and Finance Department, Overseas Subsidiaries Management Division General Manager, Planning and Administration Department, Overseas Operations Division Managing Director, Kajima Europe Ltd. Executive Officer Deputy General Manager, Treasury Division General Manager of Accounting Department Executive Officer Deputy General Manager, Treasury Division General Manager of Finance Department Managing Executive Officer Deputy General Manager, Treasury Division General Manager of Finance Department Managing Executive Officer Deputy General Manager, Treasury Division General Manager of Finance Department (to the present)	14,000 shares
	[Reasons for nominati Mr. Ken Uchida is cur		for Director] Managing Executive Officer, Deputy General 1	Manager of
	Treasury Division and	General Manager	of Finance Department, after having served a Deputy General Manager of Treasury Division	s Managing
	Manager of Accounting Department. The Company considered him to be fully qualified as I and newly selected him as a candidate for Director, based on his wealth of business experient excellent track record in the Company, along with his insight into management in general.			

Candidate No.	Name (Date of birth)		y, positions, assignments and status of other apportant concurrent positions	Number of shares of the
140.	(Dute of offili)	11	inportant concurrent positions	Company held
6	Koji Furukawa (April 26, 1938) [Renominated] [Outside Director] [Independent Director]	April 1962 June 1992 June 1995 April 1999 June 2004 October 2007 December 2009 October 2012 June 2013 July 2013 April 2014 June 2015 (Important concu	Joined Mitsubishi Corporation Director, Mitsubishi Corporation Managing Director, Mitsubishi Corporation Director, Senior Executive Vice President, Mitsubishi Corporation Vice Chairman of the Board, Mitsubishi Motors Corporation Chairman and CEO, Representative Director, Japan Post Bank Co., Ltd. Chairman and CEO, Representative Director, Japan Post Network Co., Ltd. Chairman and CEO, Representative Director, Japan Post Co., Ltd. Advisor, Mitsubishi Corporation, Advisor, Mitsubishi Corporation Director of the Company (to the present)	4,000 shares
	[D	Advisor, Mitsub	pishi Corporation	

[Reasons for nomination as a candidate for Outside Director]

Mr. Koji Furukawa has a wealth of experience and high-level expertise as corporate executive in a variety of industries, after having served in various executive posts including Director, Senior Executive Vice President, Mitsubishi Corporation, Vice Chairman of the Board, Mitsubishi Motors Corporation, Chairman and CEO, Representative Director, Japan Post Bank Co., Ltd., and Chairman and CEO, Representative Director, Japan Post Co., Ltd. The Company renominated him as a candidate for Outside Director, as he has an excellent track record in providing effective advice to the management of the Company while adequately supervising its business execution.

While the Company has business transactions with Mitsubishi Corporation in which Mr. Furukawa currently serves as Advisor, as well as Mitsubishi Motors Corporation, Japan Post Bank Co., Ltd., and Japan Post Co., Ltd. in which he served as Director, the amounts of respective transactions between the Company and each of the aforementioned companies were less than 1% of the consolidated revenues of the Company in the fiscal year under review, and did not constitute material business relationship.

Mr. Furukawa will have served as Outside Director of the Company for two years, at the conclusion of this Stockholders' Meeting.

Candidate No.	Name (Date of birth)	Career summary,	positions, assignments and status of other important concurrent positions	Number of shares of the Company held	
	Masahiro Sakane (January 7, 1941) [Renominated] [Outside Director] [Independent Director]	(Important concu Councilor, Kom Outside Directo	atsu Ltd. r, Takeda Pharmaceutical Company Limited		
	[Reasons for nomination as a candidate for Outside Director]				

[Reasons for nomination as a candidate for Outside Director]

Mr. Masahiro Sakane has a wealth of experience and high-level expertise as management of a manufacturer with global spread of business, after having served as President and Representative Director, as well as Chairman of the Board and Representative Director of Komatsu Ltd. The Company renominated him as a candidate for Outside Director, as he has an excellent track record in providing effective advice to the management of the Company while adequately supervising its business execution.

While the Company has business transaction with Komatsu, Ltd. in which Mr. Sakane currently serves as Councilor, the amount of such transaction was less than 1% of the consolidated revenues of the Company in the fiscal year under review, and did not constitute material business relationship.

Nomura Securities Co., Ltd. in which Mr. Sakane served as Outside Director from June 2008 to March 2016, received in August 2012, a business improvement order from the Financial Services Agency based on the Financial Instruments and Exchange Act, on account of inadequate control over the information on its corporate client in connection to a business involving capital increase through public offering. Mr. Sakane had consistently voiced his opinions, stressing compliance with laws and regulations at public occasions not least the Board of Directors' meetings of the company, which he followed up after the aforementioned event, by offering recommendations on the measures for preventing recurrence of this type of irregularities.

Takeda Pharmaceutical Company Limited in which Mr. Sakane has been serving since June 2014 as Outside Director, received in June 2015, a business improvement order from the Ministry of Health, Labour and Welfare based on the Law on Ensuring Quality, Efficacy and Safety of Products Including Pharmaceuticals and Medical devices, on account of the misleading advertisement with respect to some of the company's advertising materials for its hypertension medicine, targeting healthcare professionals. Mr. Sakane had consistently voiced his opinions, stressing compliance with laws and regulations at public occasions not least the Board of Directors' meetings of the company, and he is keeping up such effort after the aforementioned event, offering recommendations on the measures for preventing recurrence of this type of irregularities.

Mr. Sakane will have served as Outside Director of the Company for two years at the conclusion of this Stockholders' Meeting.

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Candidate No.	Name (Date of birth)	Career summary, positions, assignments and status of other important concurrent positions	Number of shares of the Company held
	Kiyomi Saito (Name in family register: Kiyomi Takei) (December 1, 1950)	April 1973 Joined Nikkei Inc. September 1975 Joined Sony Corporation August 1984 Joined Morgan Stanley January 1990 Executive Director, Morgan Stanley April 2000 President, JBond Co., Ltd. (currently JBond Totan Securities Co., Ltd.) June 2015 Director of the Company (to the present) (Important concurrent positions) President, JBond Totan Securities Co., Ltd. Outside Auditor, Showa Denko K. K.	3,000 shares
	[Renominated] [Outside Director] [Independent Director]		
8	Ms. Kiyomi Saito has executive, after having years as President of J. The Company renomin	on as a candidate for Outside Director] a wealth of experience and high-level expertise as entrepreneur a served as Executive Director of Morgan Stanley, and later for a Bond Co., Ltd. which she founded (present JBond Totan Securit mated her as a candidate for Outside Director, as she has an exce fective advice to the management of the Company while adequa s execution.	a number of ties Co., Ltd.). llent track
	The Company has no be serves as President.	business transaction with JBond Totan Securities Co., Ltd. in wh	nich she
	2012 and September 2 for the previous fiscal scale for a period betw aware of the aforemen	n which Ms. Saito served as Outside Director for the period betw 015, amended in September 2015 its securities reports and other year, following the discovery of improper accounting treatment een the fiscal years 2008 and 2014. Ms. Saito was neither invol- tioned improper accounting treatment, but had consistently voice	r documents of significant ved in, nor ed her

Toshiba Corporation in which Ms. Saito served as Outside Director for the period between June 2012 and September 2015, amended in September 2015 its securities reports and other documents for the previous fiscal year, following the discovery of improper accounting treatment of significant scale for a period between the fiscal years 2008 and 2014. Ms. Saito was neither involved in, nor aware of the aforementioned improper accounting treatment, but had consistently voiced her opinions prior to the aforementioned discovery with a view to enhancing and strengthening compliance, at public occasions not least the Board of Directors meetings of the company. After the discovery, she made recommendations on efforts to address the cause of the irregularities, and implemented preventative measures as a member of the Management Revitalization Committee of the company.

Ms. Saito will have served as Outside Director of the Company for two years at the conclusion of this Stockholders' Meeting.

Notes: 1. No conflict of interest exists between the Company and the above candidates for Directors.

- 2. Messrs. Koji Furukawa and Masahiro Sakane and Ms. Kiyomi Saito are candidates for Outside Directors. The Company has registered Messrs. Koji Furukawa and Masahiro Sakane and Ms. Kiyomi Saito to Tokyo Stock Exchange and Nagoya Stock Exchange, as independent directors based on the regulations of the respective exchange.
- 3. The company has currently entered into an agreement with Messrs. Koji Furukawa and Masahiro Sakane and Ms. Kiyomi Saito to limit their liability for damages under Article 423, Paragraph 1 of the Companies Act, based on Article 427, Paragraph 1 of the Act, to the extent of the amount specified in Article 425, Paragraph 1 of the Act when they act in good faith and are not grossly negligent in conducting their duties (limited liability agreement). The Company will continue this limited liability agreement with Messrs. Koji Furukawa and Masahiro Sakane and Ms. Kiyomi Saito when their re-elections are approved.

Proposal No. 3: Election of one Audit & Supervisory Board Member

Audit & Supervisory Board Member, Mr. Atsuhiko Takata will complete his term of office at the closing of this Stockholders' Meeting. Consequently, the Company proposes the election of one Audit & Supervisory Board Member.

The candidate is as follows.

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

Name (Date of birth)	Career sumi	mary, positions and status of other important concurrent positions	Number of shares of the Company held
Koji Fukada (August 20, 1957) [New candidate]	April 1980 April 2007 April 2013 June 2015	Joined the Company General Manager, Accounting Department, Yokohama Branch General Manager, Administration Department, Yokohama Branch General Manager, Audit Department (to the present)	14,054 shares

[Reasons for nomination as a candidate for Audit & Supervisory Board Member]

The Company considered Mr. Koji Fukada to be fully qualified as Audit & Supervisory Board Member, and newly selected him as a candidate for Audit & Supervisory Board Member, based on his considerable expertise and wealth of experience in finance and accounting, which he earned in his career in the accounting and audit-related operations of the Company, along with his excellent track record in performing adequate internal audit in his current capacity as General Manager of the Audit Department.

Note: No conflict of interest exists between the Company and the above candidate for Audit & Supervisory Board Member.

Proposal No. 4: Revision of the amount of bonus for Directors

For the purpose of bonus for Directors of the Company, partially performance-based amount is currently paid within ¥160 million annual aggregate limit of bonus for Directors, which was established separately from the remuneration for Directors, in consideration of the number of Directors (not exceeding 20 Directors), as well as the type of business each Director is engaged in, based on the approval at the 110th Ordinary Stockholders' Meeting held on June 28, 2007. Ten years on, however, the Company, having carefully reviewed changes in economic environment and increase in the duties of Directors, along with other various conditions, proposes to increase the annual aggregate limit of bonus for Directors (excluding Outside Directors) to ¥300 million, with a view to further incentivizing Directors to improve personal as well as corporate performance.

The aforementioned revision shall be enforced from the fiscal year ended March 31, 2017, subject to the approval of shareholders.

Subject to the approval of Proposal No. 2 (Election of eight Directors), number of Directors (excluding Outside Directors) will be eleven.

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 Wednesday, June 28, 2017. 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. 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.
 - 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.