

*TRANSLATION: This is an English translation of the Japanese original, prepared only for the convenience of shareholders residing outside Japan. Please note that the notes to the financial statements are abbreviated in this translation. The original Japanese version will prevail should there be any difference in the meaning between the English version and the Japanese version. ELECTRIC POWER DEVELOPMENT CO., LTD. does not guarantee the accuracy and/or the completeness of the translation and shall have no liability for any errors or omissions therein. Names of laws of Japan herein are based on those designated in the "Japanese Law Tradition Database System," a website managed by the Ministry of Justice of Japan.*



June 1, 2010

Dear Shareholder:

Masayoshi Kitamura  
President and Representative Director  
Electric Power Development Co., Ltd. (J-POWER)  
15-1, Ginza 6-chome, Chuo-ku, Tokyo  
(Securities code: 9513)

### **Notice of the 58th Ordinary General Meeting of Shareholders**

You are cordially invited to attend the 58th Ordinary General Meeting of Shareholders of Electric Power Development Co., Ltd. ("the Company"), which will be held as described hereunder.

If you are unable to attend the meeting, you may exercise your voting rights in writing or by electronic means (the Internet, etc.). Please review the appended "Reference Materials for the General Meeting of Shareholders" and exercise your voting rights no later than 5:30 p.m. on Monday, June 21, 2010, Japan time.

#### Notice

**1. Date & Time:** 10:00 a.m., Tuesday, June 22, 2010

**2. Place:** Tokyo Prince Hotel  
3-1, Shibakoen 3-chome, Minato-ku, Tokyo

**3. Agenda:**

#### **Matters to be reported:**

1. Business Report and Consolidated Financial Statements for the 58th fiscal year (from April 1, 2009 to March 31, 2010), in addition to reports on the audit of the Consolidated Financial Statements by the Accounting Auditor and the Board of Corporate Auditors
2. Non-consolidated Financial Statements for the 58th fiscal year (from April 1, 2009 to March 31, 2010)

#### **Matters to be resolved:**

- Proposal 1.** Appropriation of Surplus
- Proposal 2.** Election of Fourteen (14) Directors

#### **4. Instructions for Voting:**

**(1) Attending the General Meeting of Shareholders**

If you are intending to attend the General Meeting of Shareholders in person, please present the enclosed Exercise of Voting Rights Form to the reception desk upon your arrival.

**(2) Voting by Proxy**

If you are unable to attend the General Meeting of Shareholders in person, you may still vote by appointing a proxy who is a shareholder of the Company entitled to exercise voting rights (or if the shareholder is a corporation, an employee of the corporation). Please have your proxy submit a written document certifying the authority of proxy to the reception desk.

**(3) Voting in Writing (by mail)**

Please indicate your vote for or against each of the proposals on the enclosed Exercise of Voting Rights Form, and return the form to us.

**(4) Exercise of Voting Rights Electronically**

To exercise your voting rights via the Internet, please refer to the attached “Procedure for Exercising Voting Rights via the Internet” (abbreviated in this translation).

Shareholders participating in the ICJ’s Electric Voting Platform for institutional investors may vote using that platform.

**(5) Handling of Duplicate Votes**

If you cast multiple voting both by mail and by electronic means, the vote submitted by electronic means shall be deemed valid. If you exercise your voting rights on the same proposal more than once by the same method, the vote submitted last shall be deemed valid.

#### **5. Method to Inform Shareholders of Changes in the Reference Materials for the General Meeting of Shareholders, etc.:**

Should any amendments to the appended Reference Materials for the General Meeting of Shareholders, Business Report, Non-Consolidated Financial Statements, and Consolidated Financial Statements arise under any unavoidable circumstances, we will inform you of such amended matters by posting them on the Company website.  
(<http://www.jppower.co.jp/english>)

(Attachments)

**BUSINESS REPORT** (from April 1, 2009 to March 31, 2010)

**I. Items Regarding Status of Group Operations**

**1. Overview of Operations**

During this fiscal year, the economic situation in Japan remained difficult despite some signs of an economic recovery such as the trend of ending of the falls in corporate revenues and capital investment.

Demand for electric power declined compared to the previous fiscal year, due to such factors as the largest decrease in industrial demand for power in history, as well as low demand for cooling due to the lower than average temperatures over the months of July to September.

As a result of these circumstances, the sales volume of hydroelectric power in our wholesale electricity supply business for this fiscal year increased 9.9% year on year to 9.2 million MWh, attributable to the improved water flow rate\* since the previous year (from 88% to 96%) even though this remains at a low level. In contrast, although we began commercial operation of the New No. 2 Unit at Isogo Thermal Power Station (located in Kanagawa Prefecture; 600 MW) in July 2009, the sales volume of thermal power decreased 5.3% year on year to 46.5 million MWh, due to declines both in power demand and operating ratio caused by mechanical problems. The total sales volume of our wholesale electricity supply business, combining hydroelectric and thermal power, declined 3.1% year on year to 55.7 million MWh.

The sales volume of other electric power businesses declined 8.6% year on year to 1.4 million MWh, due to such factors as a decline in operating ratio at power stations for IPPs (independent power producers) and PPSs (power producers and suppliers). As a result, the sales volume of the overall electric power business declined 3.2% year on year to 57.2 million MWh.

Operating revenues from hydroelectric power in our wholesale electricity supply business declined during this fiscal year, mainly due to the revision of electricity rates effective from September 2009, despite the higher sales volume driven by the improved water flow rate (even though this remains at a low level). Meanwhile, revenues from thermal power declined 17.1% year on year to 584.4 billion yen, despite beginning commercial operation of the New No. 2 Unit at Isogo Thermal Power Station, but due to a decline in sales volume caused by decreased demand for electricity and lower operating ratio resulting from mechanical problems, in addition to lower unit pricing resulting from a decrease in fuel prices. Therefore, total ordinary revenues for this fiscal year, including non-operating revenues, decreased 16.0% year on year to 603.2 billion yen.

In contrast, operating expenses declined 17.3% year on year to 535.5 billion yen, due to such factors as lower fuel expenses owing to a decline in our thermal-power operating ratio and lower fuel prices. Total ordinary expenses for this fiscal year, including non-operating expenses, thus declined 17.3% year on year to 561.5 billion yen.

As a result of the above, ordinary income for the fiscal year increased 5.3% year on year to 41.6 billion yen. Further, taking into account a reversal of reserve for fluctuation in water levels and other factors, net income for the fiscal year posted a 49.8% year on year increase to 29.1 billion yen.

\* “Water flow rate” means a percentage of water inflow volume during this fiscal year against the average volume of the past water inflows. A value greater than 100% is referred to as a high water flow and less than 100% a low water flow.

## **2. Current Challenges**

### **(1) Group Efforts Considering Business Environment**

The business climate surrounding the J-POWER Group is increasingly uncertain and unpredictable. Amidst an uncertain outlook for the recovery of demand for power, which has fallen due to the global economic recession, and restrictions on supply volume of resources, there is a possibility that resource prices will skyrocket due to the strong demand from China, India, and others; additionally, the Japanese government has set a medium-term target of reducing CO<sub>2</sub> emissions by 25% from 1990 levels by the year 2020, as a national policy for mitigation of global warming. Additionally, although we have achieved solid results, including starting operations of the New No. 2 Unit at Isogo Thermal Power Station, making steady progress on construction of the Ohma Nuclear Power Station (located in Aomori Prefecture and planned to begin operations in November of 2014 with an output of 1,383 MW) and purchasing existing wind-power sites in Japan, we have also faced several issues including reductions in the operating ratio of our thermal power stations due to mechanical problems and increased maintenance costs.

Based on these circumstances, we recognize our key challenges to be lower our carbon footprint from a long-term perspective, and ensuring the reliability of our equipment while at the same time strengthening the basis of our business operations. We will carry out projects in Japan to make our wholesale electricity supply business more reliable and competitive, and develop new technologies and business models ahead of the tidal change toward lower carbon footprint. We will additionally roll these projects out globally, with a focus on Asia.

In order to achieve these goals and further improve our long-term stable growth as the entire J-POWER Group, we have adopted our “FY2010 J-POWER Group Management Plan”, which focuses on initiatives (a) to (e) below.

#### **(a) Steady Improvement of Power Generation Facilities**

Currently the J-POWER Group owns and operates domestic power generation facilities that generate approximately 17,000 MW of power, and transmission and transformation facilities that cover a distance of 2,400 km, linking all parts of Japan to a stable power supply. In addition, the grand construction project of the Ohma Nuclear Power Station, which is our first nuclear power station and will contribute to the enhancement of our business basis, has been steadily underway while placing top priority on safety. We also undertake the establishment of comprehensive management systems for this new nuclear power station. Moving on to the next step of the Ohma project, we will continue to actively work to launch further new projects for hydroelectric and thermal power station.

#### **(b) Technological Innovation and New Project Development**

Given the increased demand for taking serious measures to address global warming, it is

important for the J-POWER Group, which owns and operates several large-sized coal thermal power stations, to continuously strive for higher power generation efficiency and lower carbon footprint, aiming for the coexistence of energy and the environment.

Currently, we are taking several measures from a mid- and long-term viewpoint. The mid-term goal is to update the ageing coal thermal power station by adopting the highest level of technologies such as the ultra-supercritical pressure power generation technology\* and the mixed combustion of biomass fuel. In addition, we try to enhance the efficiency of ageing hydroelectric power stations which are free from CO<sub>2</sub> emission, for example, by upgrading all water turbine generators.

The long-term goal is to build a next-generation coal thermal power station with innovative technologies. We have set up Osaki CoolGen Corporation in Hiroshima Prefecture to implement large-scale demonstration tests for our new technologies such as “oxygen-blown integrated gasification combined cycle (oxygen-blown IGCC)” and “CO<sub>2</sub> separation & recovery technology” through cooperation with Chugoku Electric Power Co., Inc. This project is planned to start with construction commencing in March 2013, and production tests in March 2017, and an environment assessment is currently underway. We have also been actively working to develop a CO<sub>2</sub> recovery technology for our domestic sites and facilities in Australia, as well as to conduct research on CO<sub>2</sub> transport and storage technologies jointly with other related institutions.

#### **(c) Enhancing the Value of Business Assets**

In the long-term and economic perspectives, we strive to optimize the maintenance of our facilities in order to secure a stable supply of electricity, which is the fundamental operation of the J-POWER Group. Our ultimate goal is to improve the value of our business assets by enhancing both the reliability of our facilities and the competitive edge of our business.

To achieve this goal, we focus on several measures: those include capital expenditures to upgrade existing facilities such as water turbine generators, hence reducing maintenance costs over the long-term and improving the power generation efficiency; internalization of technologies within the Group; further sophistication of maintenance techniques; and improvements on the procurement of resources and equipment.

#### **(d) Global Business Expansion**

We focus on the development of our overseas business to be the second driving force in the growth of the J-POWER Group, mainly in some key markets such as Thailand, China and the US. Currently, we have partnered with seven countries and regions for 39 IPP projects (including those under construction or in the planning stages), 28 of which are currently fully operational in six countries and regions (J-POWER holds about a 3,500 MW share of the power output).

We continue to work on the steady implementation of existing projects, by leveraging our extensive experience and human resources that have been accumulated from years of power generation activities in Japan. In addition, we are making every effort to further enhance our

profitability while maintaining the proper management of projects.

In addition, we strive to expand our business strategies by seeking growth potential based on our presence in the Asian market and introducing our technologies of high-efficiency power generation, thereby contributing to the development of both Asia and Japan, as well as to lower carbon footprint. We also work to develop and manage business portfolios focusing on the asset liquidity.

### **(e) Power Generation as the Core of Diversified Business**

We are aggressively seeking business diversification, embedding our power generation business as a core competence. We especially focus on businesses which can contribute to a lower carbon footprint, and will proactively expand our total wind power generating capacity in the medium term, taking into account the recent trends in public policies, as well as to enhance the use of mixed combustion of biomass fuel in our coal thermal power station.

Other than the power generation business, we are also providing services such as a wholesale electricity trading at Japan Electric Power Exchange, coal trading, coal mine development projects, construction and management of water-supply/sewage facilities, and engineering services using the dry-type desulfurization/denitrification system.

## **(2) Strengthening Fundamental Corporate Structure**

To further enhance supervisory functions, we have a corporate governance system which consists of the Board of Directors including one Outside Director, and the Board of Corporate Auditors including three Outside Corporate Auditors. In addition, in response to the revision of the Securities Listing Regulations of the Tokyo Stock Exchange, we have appointed each of all these four Outside Director/Outside Corporate Auditors as an independent director/auditor who can maintain a high independence without conflict of interest with the general shareholders. While further strengthening our governance system along with changes in the business environment, we continue to promote the “Compliance Promotion Action Program” to earn greater trust within society, to foster the integrity of our corporate culture and to raise awareness of the importance of compliance among each employee.

At the same time, we continue to take measures to maintain a comfortable working environment where every employee can work for many years as a professional without any discrimination of age or title.

We believe that these efforts are essential in order to ensure a solid basis for future growth.

\* Ultra-supercritical pressure power generation technology: A new technology to enhance the efficiency of thermal power station by applying higher steam temperature and pressure conditions than those of conventional supercritical turbines.

### 3. Capital Investment

Total Capital Investment: 112,233 million yen

#### (1) Major Facilities Completed

Power Generation Facility	Power Transmission Facility
(Thermal) New No.2 Unit at Isogo Thermal Power Station (600 MW)	—

#### (2) Major Facilities under Construction

Power Generation Facility	Power Transmission Facility
(Nuclear Power) Ohma Nuclear Power Station (1,383 MW)	(Transmission) Ohma Main-Transmission Line (500 kV, 61km in length)

### 4. Financing Activities

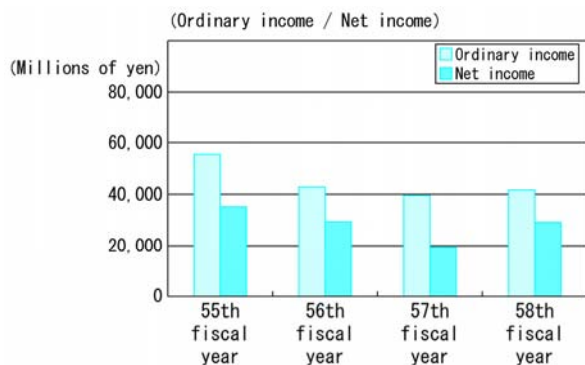
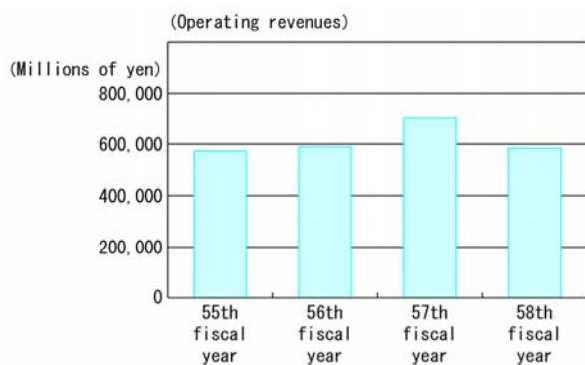
The following corporate bond issuance and long-term loans have been made in order to fund capital investment and pay down interest-bearing debt.

Category	Amount	Remarks
Corporate Bonds	60,000 million yen	Domestic straight bonds
Long-term Loans	122,794 million yen	
Total	182,794 million yen	

## 5. Trend in Assets and Profit/Loss

### (1) Trend in Assets and Profit/Loss (Consolidated)

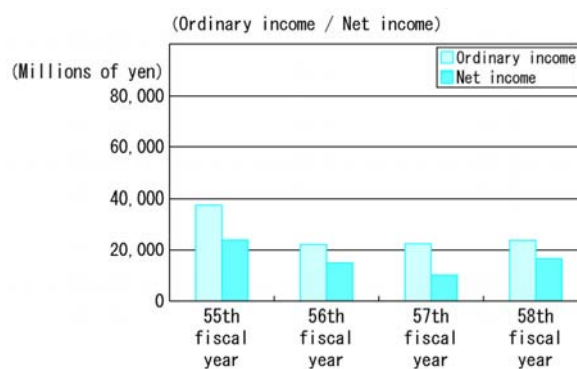
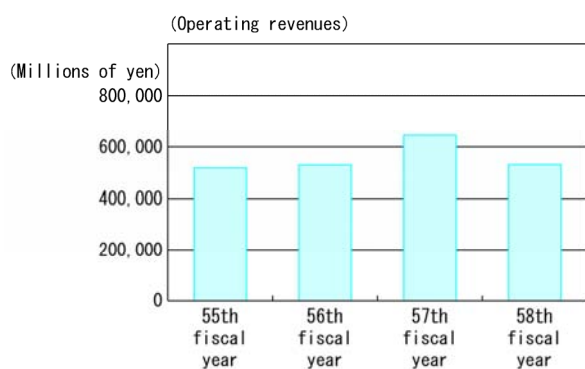
Category	55th fiscal year (FY2006)	56th fiscal year (FY2007)	57th fiscal year (FY2008)	58th fiscal year (FY2009)
Operating revenues (millions of yen)	573,277	587,780	704,936	584,484
Ordinary income (millions of yen)	55,513	42,873	39,599	41,694
Net income (millions of yen)	35,167	29,311	19,457	29,149
Earnings per share (yen)	211.14	175.99	121.65	194.26
Total assets (millions of yen)	1,999,794	2,013,131	2,005,469	2,024,080
Net assets (millions of yen)	462,654	468,118	382,112	414,981





**(2) Trend in Assets and Profit/Loss (Non-consolidated)**

Category	55th fiscal year (FY2006)	56th fiscal year (FY2007)	57th fiscal year (FY2008)	58th fiscal year (FY2009)
Operating revenues (millions of yen)	517,273	529,250	645,850	530,436
Ordinary income (millions of yen)	37,540	22,083	22,395	23,791
Net income (millions of yen)	23,897	14,761	10,026	16,372
Earnings per share (yen)	143.48	88.63	62.68	109.11
Total assets (millions of yen)	1,893,678	1,910,290	1,910,592	1,902,504
Net assets (millions of yen)	411,789	404,842	336,594	346,099



## 6. Major Areas of Operation (as of March 31, 2010)

The J-POWER Group is comprised of three business segments, centered on its main electric power business. The other segments are the “electric power-related businesses,” which complement the electric power business and contribute to its smooth and efficient operation, and “other businesses,” which utilize the management resources and expertise of the J-POWER Group.

Segment	Major Areas of Activity
Electric Power Business	Wholesale electricity supply business, other electric power businesses
Electric Power-Related Businesses	Design, installation, inspection, and repair of power generation equipment for power stations; operation of port facilities for fuel and coal ash; coal mine development; coal importing and transport; biomass fuel procurement and production; management of welfare facilities; and computer services, etc.
Other Businesses	Investment in overseas power generation; waste-fueled power generation; thermal and electric supply systems; environment-related businesses; IT communications; domestic and overseas engineering consulting; and sales of coal, etc.

A brief overview of income and expenditures (before deletion of internal transactions between segments) of each business segment is provided below.

### **(Electric Power Business)**

Sales for this fiscal year declined 18.1% year on year to 533.4 billion yen. This was due to reduced income from hydroelectric power in our wholesale electricity supply business, due to the revision of electricity rates effective from September 2009, and reduced income from thermal power station, despite beginning commercial operation of the New No. 2 Unit at Isogo Thermal Power Station, but due to a decline in sales volume caused by a decrease in operating ratio owing to lower demand for electricity and mechanical problems, and lower unit pricing due to a decrease in fuel prices.

Operating income declined 14.2% year on year to 38.2 billion yen, due to a decline in sales despite a decrease in fuel costs and other expenses.

### **(Electric Power-Related Businesses)**

Sales for this fiscal year declined 18.1% year on year, to 289.0 billion yen, despite increased sales relating to the new construction of the New No. 2 Unit at Isogo Thermal Power Station, but due to such factors as a decrease in income from coal sales by our consolidated subsidiaries.

Operating income declined 3.1% year on year to 11.2 billion yen, due to such factors as the decrease in sales.

### **(Other Businesses)**

Sales for the fiscal year declined 9.0% year on year to 33.1 billion yen, due to such factors as a decrease in income from coal sales.

Operating loss of 0.3 billion yen was posted, with a decrease of 0.6 billion yen from the operating income of the previous year, due to such factors as a decrease in sales.

## 7. Major Subsidiaries (as of March 31, 2010)

Company Name	Capital (millions of yen)	Equity Share (%)	Primary Areas of Business
<b>Electric Power Business</b>			
Bay Side Energy Co., Ltd.	2,400	100	Electric power supplier
WINDTECH OGUNI CORPORATION	685	100	Wind power facilities construction and operation
Green Power Kuzumaki Co., Ltd.	490	100	Wind power facilities construction and operation
Green Power Awara Co., Ltd.	310	100	Wind power facilities construction and operation
Hamanasu Wind Power Co., Ltd.	271	100	Wind power facilities construction and operation
J-Wind TOKIO Co., Ltd.	250	100	Wind power facilities construction and operation
J-Wind TAHARA Ltd.	245	100	Wind power facilities construction and operation
Green Power Setana Co., Ltd.	100	100	Wind power facilities construction and operation
Green Power Koriyama-Nunobiki Co., Ltd.	100	100	Wind power facilities construction and operation
WINDTECH TAHARA CORPORATION	33	100	Wind power facilities construction and operation
Dream-Up Tomamae Co., Ltd.	10	100	Wind power facilities construction and operation
Green Power TOKIWA Co., Ltd.	250	95	Wind power facilities construction and operation
Yuya Wind Power Co., Ltd.	10	90	Wind power facilities construction and operation
Green Power Aso Co., Ltd.	490	81	Wind power facilities construction and operation
ITOIGAWA POWER Inc.	1,006	80	Electric power supplier
Minami Kyushu Wind Power Co., Ltd.	20	80	Wind power facilities construction and operation
Nagasaki-Shikamachi Wind Power Co., Ltd.	490	70	Wind power facilities construction and operation
Nikaho-kogen Wind Power Co., Ltd.	100	67	Wind power facilities construction and operation
Ichihara Power Co., Ltd.	600	60	Electric power supplier
J-Wind IROUZAKI Co., Ltd.	200	52	Wind power facilities construction and operation
Sarakitomanai Wind Power Co., Ltd.	30	49	Wind power facilities construction and operation
<b>Electric Power-Related Businesses</b>			
J-POWER GENEX CAPITAL Co., Ltd.	100	100	Management of IPP joint venture projects
JPec Co., Ltd.	500	100	Construction, engineering, design, consulting, and maintenance inspections for thermal and nuclear power stations; shipping of coal for thermal power station, sales of fly ash, and marine transport of coal fuel for electricity generation; environmental protection studies and planning
JPHYTEC Co., Ltd.	500	100	Engineering, design, consulting, and maintenance inspections for hydroelectric power stations and transmission & transformation facilities; real estate indemnity, land surveying, civil engineering work, general architecture, construction supervision
J-POWER EnTech Inc.	177	100	Engineering of equipment for removal of atmospheric and water pollutants
KEC Corporation	110	100	Installation and maintenance of applied electronic and communications equipment
JP Design Co., Ltd.	20	100	Design, supervision, research and consulting services for electric power facilities and other general facilities
EPDC CoalTech and Marine Co., Ltd.	20	100 (100)	Marine transport of coal ash, fly ash, etc.
J-POWER AUSTRALIA PTY. LTD.	35 (million AUD)	100	Investment in coal mine development projects in Australia
J-POWER RESOURCES Co., Ltd.	450	100	Coal imports, sales, transportation, etc.

Company Name	Capital (millions of yen)	Equity Share (%)	Primary Areas of Business
Miyazaki Wood Pellet CO., LTD.	300	98	Management and maintenance of woody pellet production facilities, procurement of forest waste, etc.
JP Business Service Corporation	450	100	Management of welfare facilities; building maintenance; administrative, labor, and accounting services; computer software development
<b>Other Businesses</b>			
J-Power Investment Netherlands B.V.	72 (million USD)	100	Management of overseas investments
J-POWER Consulting (China) Co., Ltd.	6 (million RMB)	100	Management of overseas investments, research and development activities, etc.
J-POWER North America Holdings Co., Ltd.	1 (USD)	100	Management of overseas investments
J-POWER Holdings (Thailand) Co., Ltd.	10,209 (million bahts)	100 (100)	Management of overseas investments
J-POWER Generation (Thailand) Co., Ltd.	39 (million bahts)	100 (100)	Management of overseas investments, research and development activities, etc.
J-POWER USA Investment Co., Ltd.	32 (USD)	100 (100)	Management of overseas investments
J-POWER USA Development Co., Ltd.	1 (USD)	100 (100)	Research and development of overseas investments
Omuta Plant Service Co., Ltd.	50	100	Operation and maintenance of waste-fueled power stations
FWM Investment Co., Ltd.	100	51	Management of investments for carrying out water supply business
Fresh Water Miike Co., Ltd.	47	51 (51)	Water supply and ancillary businesses
Japan Network Engineering Co., Ltd.	50	100	Telecommunications; operation and maintenance of telecommunications facilities
Kaihatsu Hiryou Co., Ltd.	450	100	Production and sales of coal ash-based fertilizer

- Notes: 1. Equity share in parentheses indicates the level of indirect holdings.  
2. The Company has 84 consolidated subsidiaries, including the major subsidiaries above, and 69 affiliates accounted for by the equity method.  
3. J-Wind TAHARA Ltd. has merged with WINDTECH TAHARA CORPORATION in April 2010.  
4. Green Power Aso Co., Ltd. has merged with WINDTECH OGUNI CORPORATION in April 2010.

## 8. Major Business Locations (as of March 31, 2010)

### (1) The Company's Major Offices and Power Stations

#### (a) Offices

Office Name		Location
Head Office		Chuo-ku, Tokyo
Regional Headquarters	Hokkaido Regional Headquarter	Sapporo, Hokkaido
	East Regional Headquarter	Kawagoe, Saitama Prefecture
	Chubu Regional Headquarter	Kasugai, Aichi Prefecture
	West Regional Headquarter	Osaka, Osaka Prefecture

#### (b) Power Stations

Sector	Power Station Name (Location)
Hydroelectric Power (Output greater than 100 MW)	Okutadami, Tagokura, Otori, Shimogo (all in Fukushima Prefecture), Okukiyotsu, Okukiyotsu #2 (both in Niigata Prefecture), Numappara (Tochigi Prefecture), Shintoyone (Aichi Prefecture), Sakuma (Shizuoka Prefecture), Miboro (Gifu Prefecture), Nagano (Fukui Prefecture), Tedorigawa #1 (Ishikawa Prefecture), Ikehara (Nara Prefecture), Sendaigawa #1 (Kagoshima Prefecture)  (45 other power stations with output below 100 MW)
Thermal Power	Isogo (Kanagawa Prefecture), Takasago (Hyogo Prefecture), Takehara (Hiroshima Prefecture), Tachibanawan (Tokushima Prefecture), Matsuura, Matsushima (both in Nagasaki Prefecture), Ishikawa Coal Thermal (Okinawa Prefecture), Onikobe Geothermal (Miyagi Prefecture)

## (2) Location of Major Subsidiaries

Company Name	Head Office Location
Bay Side Energy Co., Ltd.	Chuo-ku, Tokyo
WINDTECH OGUNI CORPORATION	Oguni-machi, Aso-gun, Kumamoto Pref.
Green Power Kuzumaki Co., Ltd.	Kuzumaki-machi, Iwate-gun, Iwate Pref.
Green Power Awara Co., Ltd.	Awara-shi, Fukui Pref.
Hamanasu Wind Power Co., Ltd.	Shimamaki-mura, Shimamaki-gun, Hokkaido
J-Wind TOKIO Co., Ltd.	Chuo-ku, Tokyo
J-Wind TAHARA Ltd.	Tahara-shi, Aichi Pref.
Green Power Setana Co., Ltd.	Setana-cho, Kudo-gun, Hokkaido
Green Power Koriyama-Nunobiki Co., Ltd.	Koriyama-shi, Fukushima Pref.
WINDTECH TAHARA CORPORATION	Tahara-shi, Aichi Pref.
Dream-Up Tomamae Co., Ltd.	Tomamae-cho, Tomamae-gun, Hokkaido
Green Power TOKIWA Co., Ltd.	Chuo-ku, Tokyo
Yuya Wind Power Co., Ltd.	Nagato-shi, Yamaguchi Pref.
Green Power Aso Co., Ltd.	Nishihara-mura, Aso-gun, Kumamoto Pref.
ITOIGAWA POWER Inc.	Itoigawa-shi, Niigata Pref.
Minami Kyushu Wind Power Co., Ltd.	Minami Osumi-cho, Kimotsuki-gun, Kagoshima Pref.
Nagasaki-Shikamachi Wind Power Co., Ltd.	Sasebo-shi, Nagasaki Pref.
Nikaho-kogen Wind Power Co., Ltd.	Nikaho-shi, Akita Pref.
Ichihara Power Co., Ltd.	Ichihara-shi, Chiba Pref.
J-Wind IROUZAKI Co., Ltd.	Chuo-ku, Tokyo
Sarakitomanai Wind Power Co., Ltd.	Wakkanai-shi, Hokkaido
J-POWER GENEX CAPITAL Co., Ltd.	Chuo-ku, Tokyo
JPec Co., Ltd.	Chuo-ku, Tokyo
JPHYTEC Co., Ltd.	Chiyoda-ku, Tokyo
J-POWER EnTech Inc.	Minato-ku, Tokyo
KEC Corporation	Bunkyo-ku, Tokyo
JP Design Co., Ltd.	Chiyoda-ku, Tokyo
EPDC CoalTech and Marine Co., Ltd.	Chuo-ku, Tokyo
J-POWER AUSTRALIA PTY. LTD.	Australia
J-POWER RESOURCES Co., Ltd.	Chuo-ku, Tokyo
Miyazaki Wood Pellet CO., LTD.	Kobayashi-shi, Miyazaki Pref.
JP Business Service Corporation	Koto-ku, Tokyo
J-Power Investment Netherlands B.V.	The Netherlands

Company Name	Head Office Location
J-Power Consulting (China) Co., Ltd.	The People's Republic of China
J-POWER North America Holdings Co., Ltd.	U.S.A.
J-POWER Holdings (Thailand) Co., Ltd.	Thailand
J-POWER Generation (Thailand) Co., Ltd.	Thailand
J-POWER USA Investment Co., Ltd.	U.S.A.
J-POWER USA Development Co., Ltd.	U.S.A.
Omuta Plant Service Co., Ltd.	Omuta-shi, Fukuoka Pref.
FWM Investment Co., Ltd.	Omuta-shi, Fukuoka Pref.
Fresh Water Miike Co., Ltd.	Omuta-shi, Fukuoka Pref.
Japan Network Engineering Co., Ltd.	Chuo-ku, Tokyo
Kaihatsu Hiryou Co., Ltd.	Takehara-shi, Hiroshima Pref.

Notes: 1. J-Wind TAHARA Ltd. has merged with WINDTECH TAHARA CORPORATION in April 2010.  
2. Green Power Aso Co., Ltd. has merged with WINDTECH OGUNI CORPORATION in April 2010.  
3. J-Wind IROUZAKI Co., Ltd. has relocated its head office to Minami Izu-cho, Kamo-gun, Shizuoka Prefecture in April 2010.

## 9. Employees (as of March 31, 2010)

### (1) Employees of the J-POWER Group

Segment	Number of Employees
Electric Power Business	2,275
Electric Power-Related Businesses	4,102
Other Businesses	324
Total	6,701

Notes: 1. The number of employees represents a number of employees at work.

2. The number of temporary employees is omitted as it is less than 10% of the total.

### (2) Employees of the Company

Number of Employees	Change Since Previous FY	Average Age	Average Years of Service
2,257	+33	40.3	19.2

Notes: 1. The number of employees represents a number of employees at work, and does not include 743 employees on loan, etc.

2. The number of temporary employees is omitted as it is less than 10% of the total.

## 10. Major Lenders

Bank	Loan Balance at End of this Fiscal Year
Mizuho Corporate Bank, Ltd.	86,339 million yen
Sumitomo Mitsui Banking Corporation	78,002 million yen
Nippon Life Insurance Company	53,247 million yen
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	52,940 million yen
The Norinchukin Bank	52,640 million yen



## II. Items Regarding Shares of the Company

### 1. Shares (as of March 31, 2010)

- (1) Number of shares authorized for issue            660,000,000 shares
- (2) Number of shares issued                            166,569,600 shares  
(including 16,516,109 shares of treasury stock)
- (3) Number of shareholders                            38,263
- (4) Major shareholders (top 10 shareholders)

Shareholder Name	Number of share held (thousands)	Shareholding ratio (%)
Nippon Life Insurance Company	9,120	6.08
Japan Trustee Services Bank, Ltd. (Account in Trust)	8,456	5.64
The Master Trust Bank of Japan, Ltd. (Account in Trust)	8,276	5.52
Mizuho Corporate Bank, Ltd.	7,465	4.98
Sumitomo Mitsui Banking Corporation	4,295	2.86
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	4,140	2.76
Japan Trustee Services Bank, Ltd. (Account in Trust 9)	3,470	2.31
J-POWER Employees Shareholding Association	3,276	2.18
Daido Life Insurance Company	3,103	2.07
National Mutual Insurance Federation of Agricultural Cooperatives	2,949	1.97

Note: The above shareholding ratios are calculated excluding treasury stock.

### III. Items Regarding Directors/Corporate Auditors of the Company

#### 1. Directors and Corporate Auditors (as of March 31, 2010)

Title	Name	Roles and responsibilities of the current position and other major concurrent positions
Chairman (Representative Director)	Kiyoshi Sawabe	Company-wide compliance
President (Representative Director)	Masayoshi Kitamura	
Executive Vice-President (Representative Director)	Shinichiro Ota	<ul style="list-style-type: none"> <li>• Assistant to the president for businesses described below: Corporate Planning &amp; Administration Dept.; Accounting &amp; Finance Dept.; Power Sales Dept.; Power System Operation Dept.; International Business Management Dept.; and International Business Development Dept.</li> <li>• Department Director of International Business (delegation of administrative works)</li> <li>• Nuclear power business (matters under special assignment)</li> </ul>
Executive Vice-President (Representative Director)	Masashi Hatano	<ul style="list-style-type: none"> <li>• Assistant to the president for businesses described below: Hydropower &amp; Transmission System Dept.; Thermal Power Dept.; Nuclear Power Management Dept.; Nuclear Power Construction Dept.; Technology Development Center; and Ohma General Management Dept.</li> <li>• Department Director of Nuclear Power Business (delegation of administrative works)</li> <li>• Regional operations (central)</li> </ul>
Executive Vice-President (Representative Director)	Yasuo Maeda	<ul style="list-style-type: none"> <li>• Assistant to the president for businesses described below: Civil and Electrical Engineering Dept.; Thermal Power Engineering Dept.; and Environment &amp; Energy Business Dept.</li> <li>• Nuclear power business &amp; international power business (matters under special assignment)</li> <li>• Compliance and risk management (matters under special assignment)</li> <li>• Regional operations (central region)</li> </ul>
Executive Vice-President (Representative Director)	Yoshihiko Sakanashi	<ul style="list-style-type: none"> <li>• Assistant to the president for businesses described below: Secretarial Affairs &amp; Public Relations Dept.; Personnel &amp; Employee Relations Dept.; General Affairs Dept.; Business Planning Dept.; and Energy Business Dept.</li> <li>• Regional operations (west &amp; east region)</li> </ul>
Executive Managing Director	Minoru Hino	<ul style="list-style-type: none"> <li>• Nuclear Power Management Dept.</li> <li>• Nuclear Power Construction Dept.</li> <li>• Ohma General Management Dept.</li> <li>• Department Deputy Director of Nuclear Power Business (delegation of administrative works)</li> <li>• Thermal power business (matters under special assignment)</li> <li>• Compliance and risk management (matters under special assignment)</li> </ul>

<b>Title</b>	<b>Name</b>	<b>Roles and responsibilities of the current position and other major concurrent positions</b>
Executive Managing Director	Masaharu Fujitomi	<ul style="list-style-type: none"> <li>• Technology Development Center</li> <li>• Nuclear power business &amp; global environmental problems (matters under special assignment)</li> </ul>
Executive Managing Director	Toshifumi Watanabe	<ul style="list-style-type: none"> <li>• Accounting &amp; Finance Dept.</li> <li>• Power Sales Dept.</li> <li>• Power System Operation Dept.</li> <li>• Regional operations (central region)</li> </ul>
Executive Director	Seigo Mizunuma	<ul style="list-style-type: none"> <li>• International Business Management Dept.</li> <li>• International Business Development Dept.</li> <li>• Department Deputy Director of International Business (delegation of administrative works)</li> </ul>
Executive Director	Kiyotaka Muramatsu	<ul style="list-style-type: none"> <li>• Thermal Power Engineering Dept.</li> <li>• Thermal Power Dept.</li> <li>• Department Director of Environment &amp; Energy Business (delegation of administrative works)</li> <li>• Regional operations (west region)</li> </ul>
Executive Director	Kuniharu Takemata	<ul style="list-style-type: none"> <li>• Corporate Planning &amp; Administration Dept.</li> <li>• General Affairs Dept.</li> <li>• Personnel &amp; Employee Relations Dept.</li> </ul>
Executive Director	Hirotsada Tanou	<ul style="list-style-type: none"> <li>• Civil and Electrical Engineering Dept.</li> <li>• Hydropower &amp; Transmission System Dept.</li> <li>• Regional operations (east region)</li> </ul>
Non-Executive Director	Go Kajitani	<ul style="list-style-type: none"> <li>• Senior Partner of KAJITANI LAW OFFICES</li> <li>• Outside Corporate Auditor of NICHIAS Corporation</li> <li>• Chairman of the Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications</li> </ul>
Senior Corporate Auditor	Kanji Shimada	(Full-time)
Senior Corporate Auditor	Takashi Fujiwara	(Full-time)
Corporate Auditor	Motohito Sunamichi	(Full-time)
Corporate Auditor	Mutsutake Otsuka	• Chairman and Director of East Japan Railway Company
Corporate Auditor	Hideaki Miyahara	• Chairman and Representative Director of Toyota Tokyo Rental & Leasing Co., Ltd.

- Notes: 1. Go Kajitani, who serves as an Outside Director of the Company, was appointed by the Company as an independent director/auditor specified in the regulations of the Tokyo Stock Exchange. The Company has already submitted the notification of his appointment to the Exchange.
2. Takashi Fujiwara, Mutsutake Otsuka, and Hideaki Miyahara, who serve as Outside Corporate Auditors of the Company, were appointed by the Company as independent directors/auditors specified in the regulations of the Tokyo Stock Exchange. The Company has already submitted the notification of their appointments to the Exchange.
3. Takashi Fujiwara has a high level of knowledge in the area of finance and accounting as he had experience in the management of a stock exchange.
4. Masayuki Hori has resigned from his position as a Corporate Auditor at the end of the 57th Ordinary General Meeting of Shareholders held on June 25, 2009.
5. KAJITANI LAW OFFICES, NICHIAS Corporation, and the Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications have no special relationship with the Company.
6. East Japan Railway Company has no special relationship with the Company.
7. Toyota Tokyo Rental & Leasing Co., Ltd. has no special relationship with the Company.

## 2. Directors' and Corporate Auditors' Remuneration

Category	Number of Persons	Total Amount
Directors (Outside Directors)	18 (1)	463 million yen (7 million yen)
Corporate Auditors (Outside Corporate Auditors)	6 (3)	107 million yen (43 million yen)
Total	24	571 million yen

- Notes: 1. Per a proposal passed at the 54th Ordinary General Meeting of Shareholders on June 28, 2006, Directors' remuneration was capped at 625 million yen annually (a fixed monthly salary calculated according to position and once-yearly performance pay. Employee salaries for those also working as employees are excluded).
2. Per a proposal passed at the 54th Ordinary General Meeting of Shareholders on June 28, 2006, Corporate Auditors' remuneration was capped at 120 million yen annually (a fixed monthly salary calculated according to position).
3. Directors' remuneration includes a performance pay of 53 million yen for this fiscal year.
4. The above numbers of Directors and Corporate Auditors include four Directors and one Corporate Auditor who have resigned at the end of 57th Ordinary General Meeting of Shareholders held on June 25, 2009.
5. Other than the above remuneration, a total of 4 million yen is allocated to employee salaries for employees who serve concurrently as Directors.

## 3. Items Regarding Outside Directors/Corporate Auditors

### (1) Major Concurrent Positions of Outside Officers and Their Relationships with the Company

Details of major concurrent positions of outside Directors/Corporate Auditors and their relationships with the Company are described on page 19.

### (2) Key Activities in this Fiscal Year

Name (Title)	Key Activities
Go Kajitani (Non-Executive Director)	Has attended 10 of the 10 Board of Directors meetings since he assumed the role of a Director on and after June 25, 2009, and made comments primarily based on his distinguished knowledge and a wide range of experience as a professional lawyer.
Takashi Fujiwara (Senior Corporate Auditor)	Has attended 12 of the 12 Board of Directors meetings and 10 of the 10 Board of Corporate Auditors meetings since he assumed the role of a Corporate Auditor, and made comments primarily based on his distinguished knowledge and a wide range of experience in the management of a stock exchange.
Mutsutake Otsuka (Corporate Auditor)	Has attended 12 of the 12 Board of Directors meetings and 10 of the 10 Board of Corporate Auditors meetings since he assumed the role of a Corporate Auditor, and made comments primarily based on his distinguished knowledge and a wide range of experience as a director of a listed company.
Hideaki Miyahara (Corporate Auditor)	Has attended 12 of the 12 Board of Directors meetings and 10 of the 10 Board of Corporate Auditors meetings since he assumed the role of a Corporate Auditor, and made comments primarily based on his distinguished knowledge and a wide range of experience in the management of a listed company.

### **(3) Overview of Limitation of Liability Contracts**

In accordance with Article 427, Paragraph 1 of the Companies Act, the Company has entered into contracts with its Outside Director and Outside Corporate Auditors that limit their liability for damages arising from failure to perform duties. The limit of their liability under these contracts is the amount prescribed by the relevant law.

#### IV. Status of Accounting Auditors

##### 1. Name of Accounting Auditors

Ernst & Young ShinNihon LLC

##### 2. Amount of Accounting Auditor Remuneration in this Fiscal Year

Segment	Amount Paid
Amount of compensation paid in this fiscal year	85 million yen
Total amount owed to Accounting Auditor by the Company and its subsidiaries in the form of cash or other financial benefit	123 million yen

Notes: 1. According to the Auditing Agreement between the Company and its Accounting Auditor, no separation is made in auditor remuneration between auditing under the Companies Act and auditing under the Financial Instruments and Exchange Act, and since the two cannot, in fact, be distinguished, the amount noted above represents total compensation for services under both categories in the current fiscal year.

2. Of our key subsidiaries, 6 companies, including J-POWER AUSTRALIA PTY. LTD. use the accounting audit services of other audit firms.

##### 3. Non-audit Services

The Company has entrusted its Accounting Auditor to provide certain services, such as an advisory service for introducing the international accounting standards, other than those defined in Article 2, Paragraph 1 of the Certified Public Accountants Act of Japan (non-audit services).

##### 4. Policy Regarding Discharge or Non-reelection of Accounting Auditors

In addition to the discharge of Accounting Auditors by the Board of Corporate Auditors, as provided for in Article 340 of the Companies Act, the Company, at the behest of or with the consent of its Board of Corporate Auditors, may put forth a proposal at its General Meeting of Shareholders calling for the discharge or non-reelection of its Accounting Auditors if they are deemed unable to adequately perform their duties, or for other justifiable reason.

## **V. Corporate Structure and Policies**

### **1. Systems for Ensuring Appropriate Business Operations**

Basis policy regarding the systems for ensuring appropriate execution of business operations (i.e. internal control systems) resolved by the Board of Directors is as follows:

#### **(1) Systems for Ensuring Proper Execution of Business Operations by Directors and Employees as per Laws, Regulations, and the Articles of Incorporation**

In accordance with the “J-POWER Codes of Conduct for Corporate Activities” based on the “J-POWER Corporate Philosophy,” the Directors shall strive under their own initiative to set an example of honest and fair conduct in a spirit of resolute compliance with the law and an ethical outlook, and to thoroughly instill the same in their employees.

In order to further enhance the effectiveness of the supervisory function over the Board of Directors, we have established the position of Chairman who principally supervises as a Director, as well as the position of Outside Director who principally participates in the decision making for the management of the Company as a non-executive director.

In order to ensure appropriate execution of business operations, the Internal Audit Department shall, being functionally separated from other departments of the Company, independently conduct internal audit activities, and each department also conducts self-audit of the respective business operations.

In order to promote compliance in the activities of each employee, including managers, the “Compliance Code” has been formulated as a more specific criterion for assessing business activities. The Chairman shall be responsible for the company-wide compliance promotion system. The system for promoting compliance, as an organization that strives to discuss policies for promoting compliance, evaluate situations for carrying them out, and respond to issues of non-compliance throughout the Company, in addition to setting up Directors in charge of compliance who shall assist the Chairman and President and execute business operations promoting compliance, has set up the “Company-wide Compliance Action Committee” chaired by the Chairman above the “Compliance Promotion Headquarters,” which promptly and appropriately carries out business operations concerning the promotion of compliance. A “Compliance Consultation Desk” has also been established in the Internal Audit Department along with an external law office to serve as a direct point of contact for employees to seek advice on compliance issues. In addition to these aspects of our compliance system, an “Oath of Compliance” has been circulated to all Directors, Executive Officers, and employees in an effort to raise awareness of compliance issues in a handy, easy-to-read format.

In order to improve transparency and accountability of corporate activities, the “Disclosure Committee” chaired by the President has been set up to implement the timely disclosure of corporate information in a proactive, fair, and transparent manner.

In order to ensure the reliability of financial reports, we shall strive, in accordance with both internal and external laws and regulations, to maintain and implement internal control concerning financial reports for the entire J-POWER Group and to evaluate its effectiveness.

**(2) Systems for Maintaining and Managing Information Concerning the Directors' Execution of Business Operations**

Directors who execute business operations shall regularly, and whenever required, report on situations involving the execution of business operations either to meetings of the Board of Directors or the Executive Committee, record the meeting minutes thereof in accordance with both internal and external laws and regulations, and maintain and manage them appropriately. Documentation concerning the execution of other business operations shall also be appropriately drafted, maintained, and managed in accordance with internal regulations.

**(3) Regulations and Other Systems of Risk Management**

Regarding risks involved in the execution of corporate activities, we shall make thoroughgoing efforts through a mutually supervised decision-making process, discussions at all meeting bodies, and the maintenance of routine, internal regulation-based risk management systems, to raise awareness of risks and set up policies to avoid them, and also strive to minimize the impact of losses when risks occur.

**(4) Systems for Ensuring that Directors Efficiently Execute Business Operations**

The Board of Directors' meetings, in principle, shall be held once a month or when required with the attendance of all Directors and Corporate Auditors including Outside Directors and Outside Corporate Auditors, whereas the Executive Committee attended by all Directors who execute business operations, Executive Managing Officers, and full-time Corporate Auditors shall be held, in principle, once a week to discuss essential Company-wide matters relevant to the President's execution of business operations on the basis of matters raised in Board of Directors meetings and policies decided by the Board of Directors. Furthermore, meetings of Management Executing Committee composed of all Representative Directors, affiliated Directors, Executive Officers, and full-time Corporate Auditors shall, in principle, be held twice a month to discuss essential matters concerning the execution of business operations on a case-by-case basis. In addition to the allocation of functions through Board of Directors, Executive Committee and Management Executing Committee, a system of Executive Officers shall be implemented to clarify responsibilities and jurisdiction, make appropriate and prompt decisions, and conduct Company operations effectively through the creation of a system that divides responsibilities for the execution of business operations among Directors and Executive Officers.



**(5) Systems for Ensuring Appropriate Execution of Business Operations by the J-POWER Group Comprising the Company and its Subsidiaries**

Management of affiliated Companies shall strive, in its basic policy, for the comprehensive expansion of the J-POWER Group as a whole in accordance with the J-POWER Group's business plan, and also strive, in addition to the management of affiliated companies in accordance with internal regulations, to realize appropriate business operations by the J-POWER Group through the Group Management Committee. Corporate Auditors and the Internal Audit Department shall audit affiliated companies to ensure the propriety of business operations by the J-POWER Group.

**(6) Matters Concerning Employees when Corporate Auditors Request the Placement of Said Employees to Assist Business Operations; Matters Concerning the Independence of Said Employees from the Directors**

As for the Corporate Auditor personnel system, the Corporate Auditors' Office shall be set up independent of the chain of command of the Directors, and an exclusive staff shall be set up to assist audits conducted by the Corporate Auditors. Matters concerning the personnel of the Corporate Auditors' Office shall furthermore be discussed with the full-time Corporate Auditors.

**(7) Systems Whereby Directors and Employees Report to Corporate Auditors and Other Systems Involving Reports Made to Corporate Auditors**

The following shall be reported to the Corporate Auditors:

- (a) Matters with the potential to inflict significant losses on the Company
- (b) Results of audits conducted by the Internal Auditing Department
- (c) Other matters required for the Corporate Auditors to conduct their professional duties

**(8) Other Systems for Ensuring Efficient Audits by Corporate Auditors**

The Directors shall set up an environment that enables the Corporate Auditors to attend and provide advice at meetings of the Board of Directors, Executive Committee, Management Executing Committee and other such business meetings, as well as to hear about the status concerning the execution of business operations by Directors and others, and smoothly investigate all Company institutions and their major subsidiaries. The Directors shall furthermore set up an environment that enables the Corporate Auditors to maintain mutual cooperation with the Internal Audit Department and the Accounting Auditor through formulation of audit plans and reporting of their results.

## **2. Basic Policy Regarding Control of the Company**

In the more than half-century since the Company was founded in 1952 to help augment the domestic supply of electric power, it has continued to deliver low-cost, stable power, and to build and operate a nationwide infrastructure of primary transmission lines, contributing to the growth of our nation's economy and improvement in the standard of living of its citizens.

During this time, the Company has continued to hold as its corporate philosophy the mission to meet the peoples' need for energy with an uninterrupted supply, and to contribute to the sustainable growth of Japan and the world, while making the coexistence of energy and the environment the keynote of our business, working to build an attractive business with stable growth, and continuing our never-ending efforts to enhance corporate value.

Our business is primarily characterized by investment in power stations and other public infrastructure, and in recovering that investment through the long-term operation of those facilities. We believe that over the course of these long-term operations, it is through cooperation with our many stakeholders, and our ability to deliver stable growth, that we are able to maximize the corporate value of the Company.

While we hope that our shareholders will understand the unique characteristics of our business, we also believe that our shareholders should naturally be free to exercise their own will in buying or selling Company stock.

Nevertheless, when it comes to large-scale acquisition of Company shares with the intent to acquire management control, the Directors of the Company, who serve at your mandate, also believe that a response needs to be based on careful consideration, in light of corporate value, of the benefits to our shareholders collectively.

As a result, in cases where the shareholders and Directors have not been provided with sufficient time or information to properly consider such a move, or when, upon consideration, it is determined that such an attempt may inflict serious damage to the collective interests of our shareholders, and consequently to our corporate value, the Company's policy shall be to take such measures as are appropriate and permitted under the Companies Act and other relevant laws.

**CONSOLIDATED BALANCE SHEETS (As of March 31, 2010)**

(millions of yen)

<b>Assets</b>	
<b>Property, plant and equipment</b>	1,879,804
<b>Power plants</b>	1,226,640
Hydroelectric power generation facilities	403,329
Thermal power generation facilities	482,045
Internal combustion power generation facilities	11,764
Power generation facilities for new energies	24,334
Transmission facilities	207,948
Transformation facilities	35,089
Communication facilities	9,339
General facilities	52,789
<b>Other property, plant &amp; equipment</b>	49,619
<b>Construction in progress</b>	309,740
Construction and retirement in progress	309,740
<b>Nuclear fuel</b>	38,688
Nuclear fuel in processing	38,688
<b>Investments and other assets</b>	255,115
Long-term investments	195,414
Deferred tax assets	57,207
Other investments	2,964
Allowance for doubtful accounts	(471)
<b>Current assets</b>	144,276
Cash and bank deposits	38,749
Notes and accounts receivable	47,003
Short-term investments	2,253
Inventories	25,717
Deferred tax assets	5,560
Other current assets	24,995
Allowance for doubtful accounts	(2)
<b>Total assets</b>	2,024,080

**CONSOLIDATED BALANCE SHEETS (As of March 31, 2010) (Continued)**

(millions of yen)

<b>Liabilities</b>	
<b>Long-term liabilities</b>	1,346,526
Bond	689,883
Long-term loans	580,925
Lease obligations	811
Accrued employee retirement benefits	57,855
Other allowances	1,111
Deferred tax liabilities	3,459
Other long-term liabilities	12,479
<b>Current liabilities</b>	261,837
Current portion of long-term debt	142,923
Short-term loans	13,327
Commercial paper	24,998
Notes and accounts payable	14,804
Income and other taxes payable	7,952
Other allowances	855
Deferred tax liabilities	5
Other current liabilities	56,970
<b>Reserves under special laws</b>	734
Reserve for fluctuation in water levels	734
<b>Total liabilities</b>	1,609,099
<b>Net Assets</b>	
<b>Shareholders' equity</b>	426,680
Common stock	152,449
Capital surplus	81,849
Retained earnings	255,643
Treasury stock	(63,262)
<b>Valuation and translation adjustments</b>	(14,003)
Unrealized gain on other securities	2,960
Deferred hedging gain or loss	(3,747)
Foreign currency translation adjustments	(13,217)
<b>Minority interests</b>	2,304
<b>Total net assets</b>	414,981
<b>Total liabilities and net assets</b>	2,024,080

**CONSOLIDATED STATEMENTS OF INCOME** (from April 1, 2009 to March 31, 2010)

(millions of yen)

<b>Ordinary revenues</b>	
<b>Operating revenues</b>	584,484
Electric power	530,289
Other	54,194
<b>Non-operating revenues</b>	18,734
Dividend income	1,406
Interest income	581
Equity income of affiliates	11,722
Other	5,024
<b>Total ordinary revenues</b>	603,218
<b>Ordinary expenses</b>	
<b>Operating expenses</b>	535,544
Electric power	478,644
Other	56,899
[Operating income	48,939]
<b>Non-operating expenses</b>	25,979
Interest expenses	23,085
Other	2,894
<b>Total ordinary expenses</b>	561,524
<b>Ordinary income</b>	41,694
<b>Provision or reversal of reserve for fluctuation in water levels</b>	(411)
Reversal of reserve for fluctuation in water levels	(411)
<b>Income before income taxes and minority interests</b>	42,105
Income taxes - current	11,270
Income taxes - deferred	1,883
Minority interests in income	(197)
<b>Net income</b>	29,149

## CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2009 to March 31, 2010)

(millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
<b>Balance at March 31, 2009</b>	152,449	81,849	236,998	(63,260)	408,036
<b>Changes during the fiscal year</b>					
Dividends on retained earnings	—	—	(10,503)	—	(10,503)
Net income	—	—	29,149	—	29,149
Acquisition of treasury stock	—	—	—	(1)	(1)
Changes in items other than shareholders' equity (net)	—	—	—	—	—
<b>Total</b>	—	—	18,645	(1)	18,643
<b>Balance at March 31, 2010</b>	152,449	81,849	255,643	(63,262)	426,680

(millions of yen)

	Valuation and translation adjustments				Minority interests	Total net assets
	Unrealized gain on other securities	Deferred hedging gain or loss	Foreign currency translation adjustments	Total valuation and translation adjustments		
<b>Balance at March 31, 2009</b>	(404)	(6,285)	(21,217)	(27,908)	1,984	382,112
<b>Changes during the fiscal year</b>						
Dividends on retained earnings	—	—	—	—	—	(10,503)
Net income	—	—	—	—	—	29,149
Acquisition of treasury stock	—	—	—	—	—	(1)
Changes in items other than shareholders' equity (net)	3,365	2,538	8,000	13,904	320	14,225
<b>Total</b>	3,365	2,538	8,000	13,904	320	32,869
<b>Balance at March 31, 2010</b>	2,960	(3,747)	(13,217)	(14,003)	2,304	414,981

**NON-CONSOLIDATED BALANCE SHEETS (As of March 31, 2010)**

(millions of yen)

<b>Assets</b>	
<b>Property, plant and equipment</b>	1,808,678
<b>Power plants</b>	1,215,919
Hydroelectric power generation facilities	413,221
Thermal power generation facilities	489,556
Power generation facilities for new energies	2,084
Transmission facilities	211,312
Transformation facilities	36,360
Communication facilities	10,121
General facilities	53,261
<b>Incidental business-related property, plant &amp; equipment</b>	2,070
<b>Non-operating property, plant &amp; equipment</b>	248
<b>Construction in progress</b>	287,204
Construction in progress	286,540
Retirement in progress	664
<b>Nuclear fuel</b>	38,688
Nuclear fuel in processing	38,688
<b>Investments and other assets</b>	264,546
Long-term investments	72,083
Long-term investments in affiliated companies	152,399
Long-term prepaid expenses	1,824
Deferred tax assets	39,079
Allowance for doubtful accounts	(840)
<b>Current assets</b>	93,826
Cash and bank deposits	5,151
Accounts receivable	39,848
Accrued income	4,870
Inventories	19,087
Prepaid expenses	1,219
Short-term loans to affiliated companies	9,516
Deferred tax assets	2,993
Other current assets	11,138
<b>Total assets</b>	1,902,504

**NON-CONSOLIDATED BALANCE SHEETS** (As of March 31, 2010) *(Continued)*

(millions of yen)

<b>Liabilities</b>	
<b>Long-term liabilities</b>	1,302,695
Bond	689,883
Long-term loans	550,955
Long-term accrued liabilities	1
Lease obligations	218
Long-term accrued liabilities in affiliated companies	4,887
Accrued employee retirement benefits	46,351
Other long-term liabilities	10,396
<b>Current liabilities</b>	252,974
Current portion of long-term debt	136,703
Short-term loans	12,750
Commercial paper	24,998
Accounts payable	4,452
Accrued accounts	9,892
Accrued expenses	10,407
Income and other taxes payable	3,790
Deposits received	278
Short-term debt to affiliated companies	47,298
Advances received	583
Other current liabilities	1,818
<b>Reserves</b>	734
Reserve for fluctuation in water levels	734
<b>Total liabilities</b>	1,556,404



**NON-CONSOLIDATED BALANCE SHEETS** (As of March 31, 2010) *(Continued)*

(millions of yen)

<b>Net Assets</b>	
<b>Shareholders' equity</b>	343,879
<b>Common stock</b>	152,449
<b>Capital surplus</b>	81,852
Additional paid-in capital	81,852
<b>Retained earnings</b>	172,839
Legal reserve	6,029
Other retained earnings	166,810
Reserve for special disaster	53
Exchange-fluctuation preparation reserve	1,960
General reserve	137,861
Retained earnings carried forward	26,935
<b>Treasury stock</b>	(63,262)
<b>Valuation and translation adjustments</b>	2,220
Unrealized gain on other securities	2,634
Deferred hedging gain or loss	(414)
<b>Total net assets</b>	346,099
<b>Total liabilities and net assets</b>	1,902,504

**NON-CONSOLIDATED STATEMENTS OF INCOME** (from April 1, 2009 to March 31, 2010)

(millions of yen)

<b>Ordinary revenues</b>	
<b>Operating revenues</b>	530,436
<b>Electric power</b>	518,682
Electric power sales to other companies	458,688
Transmission revenues	54,402
Other electricity revenues	5,591
<b>Incidental business revenues</b>	11,753
Consulting business	2,136
Coal sales business	7,905
Other incidental business	1,711
<b>Non-operating revenues</b>	6,463
<b>Financial revenues</b>	3,547
Dividend income	2,346
Interest income	1,200
<b>Non-business revenues</b>	2,916
Gain on sale of fixed assets	600
Other	2,316
<b>Total ordinary revenues</b>	536,899
<b>Ordinary expenses</b>	
<b>Operating expenses</b>	489,531
<b>Electric power</b>	479,085
Hydroelectric power generation expenses	60,904
Thermal power generation expenses	319,569
Power production facilities for new energies	802
Power purchased from other companies	15
Transmission expenses	27,523
Transformation expenses	6,785
Selling expenses	1,225
Communication expenses	6,275
General and administrative expenses	49,349
Enterprise tax	6,634

**NON-CONSOLIDATED STATEMENTS OF INCOME****(from April 1, 2009 to March 31, 2010) (Continued)**

	(millions of yen)
<b>Incidental business expenses</b>	10,446
Consulting business	1,546
Coal sales business	7,424
Other incidental business	1,475
[Operating income	40,904]
<b>Non-operating expenses</b>	23,576
<b>Financial expenses</b>	22,175
Interest expenses	21,967
Bond issue expenses	207
<b>Non-business expenses</b>	1,400
Other	1,400
<b>Total ordinary expenses</b>	513,107
<b>Ordinary income</b>	23,791
<b>Provision or reversal of reserve for fluctuation in water levels</b>	(411)
Reversal of reserve for fluctuation in water levels	(411)
<b>Income before income taxes</b>	24,203
<b>Income taxes</b>	7,831
Income taxes - current	6,660
Income taxes - deferred	1,170
<b>Net income</b>	16,372

## NON-CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2009 to March 31, 2010)

(millions of yen)

	Common stock	Shareholders' equity							
		Capital surplus		Retained earnings					
		Additional paid-in capital	Total capital surplus	Legal reserve	Other retained earnings				Total retained earnings
					Reserve for special disaster	Exchange-fluctuation preparation reserve	General reserve	Retained earnings carried forward	
<b>Balance at March 31, 2009</b>	152,449	81,852	81,852	6,029	50	1,960	137,861	21,070	166,971
<b>Changes during the fiscal year</b>									
Dividends on retained earnings	—	—	—	—	—	—	—	(10,503)	(10,503)
Net income	—	—	—	—	—	—	—	16,372	16,372
Acquisition of treasury stock	—	—	—	—	—	—	—	—	—
Provision of reserve	—	—	—	—	3	—	—	(3)	—
Changes in items other than shareholders' equity (net)	—	—	—	—	—	—	—	—	—
<b>Total</b>	—	—	—	—	3	—	—	5,865	5,868
<b>Balance at March 31, 2010</b>	152,449	81,852	81,852	6,029	53	1,960	137,861	26,935	172,839

(millions of yen)

	Shareholders' equity		Valuation and translation adjustments			Total net assets
	Treasury stock	Total shareholders' equity	Unrealized gain on other securities	Deferred hedging gain or loss	Total valuation and translation adjustments	
<b>Balance at March 31, 2009</b>	(63,260)	338,012	(1,214)	(203)	(1,417)	336,594
<b>Changes during the fiscal year</b>						
Dividends on retained earnings	—	(10,503)	—	—	—	(10,503)
Net income	—	16,372	—	—	—	16,372
Acquisition of treasury stock	(1)	(1)	—	—	—	(1)
Provision of reserve	—	—	—	—	—	—
Changes in items other than shareholders' equity (net)	—	—	3,849	(211)	3,638	3,638
<b>Total</b>	(1)	5,867	3,849	(211)	3,638	9,505
<b>Balance at March 31, 2010</b>	(63,262)	343,879	2,634	(414)	2,220	346,099

**THE AUDIT REPORT OF THE INDEPENDENT AUDITOR**  
**CONCERNING THE CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Auditor

May 12, 2010

To the Board of Directors  
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC  
Akira Chiba (seal)  
Designated Limited Partner  
Certified Public Accountant  
Kenji Deguchi (seal)  
Designated Limited Partner  
Certified Public Accountant

In accordance with the provisions of Article 444, Paragraph 4 of the Companies Act, we have audited the consolidated financial statements of Electric Power Development Co., Ltd (the “Company”), for this fiscal year, from April 1, 2009 to March 31, 2010. These statements consist of the consolidated balance sheets, the consolidated statements of income, the consolidated statement of changes in shareholders’ equity, and notes on significant accounting policies used in preparation of the consolidated financial statements. These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an independent opinion regarding these financial statements based on our audit as independent auditor.

We conducted our audit in accordance with generally accepted auditing standards in Japan. Those audit standards require that we obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used, the methods of application thereof, and estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material aspects, the financial results of operations of the Company and its consolidated subsidiaries for the period covered by the aforesaid financial statements in conformity with the generally accepted accounting principles in Japan.

**Additional Information:**

As stated in Changes to Accounting Policies, the Company previously charged actuarial differences in relation to provisions for retirement benefits to expenses from the fiscal year in which they occurred. However, from the fiscal year under review, they are charged to expenses from the fiscal year following the year of occurrence.

Our firm and engagement partners have no interests in the Company required to be disclosed pursuant to the relevant provisions of the Certified Public Accountants Act of Japan.

**THE AUDIT REPORT OF THE INDEPENDENT AUDITOR**  
**CONCERNING THE NON-CONSOLIDATED FINANCIAL STATEMENTS**

Report of Independent Auditor

May 12, 2010

To the Board of Directors  
Electric Power Development Co., Ltd.

Ernst & Young ShinNihon LLC  
Akira Chiba (seal)  
Designated Limited Partner  
Certified Public Accountant  
Kenji Deguchi (seal)  
Designated Limited Partner  
Certified Public Accountant

In accordance with the provision of Article 436, Paragraph 2 (1) of the Companies Act, we have audited the non-consolidated financial statements of Electric Power Development Co., Ltd (the “Company”), for this fiscal year, from April 1, 2009 to March 31, 2010. These statements consist of the non-consolidated balance sheets, the non-consolidated statements of income, the non-consolidated statement of changes in shareholders’ equity, notes on significant accounting policies used in preparation of the non-consolidated financial statements and supplemental statements. These non-consolidated financial statements and supplemental statements are the responsibility of the Company’s management. Our responsibility is to express an independent opinion regarding these financial statements and supplemental statements based on our audit as independent auditor.

We conducted our audit in accordance with generally accepted auditing standards in Japan. Those audit standards require that we obtain reasonable assurance about whether the non-consolidated financial statements and supplemental statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the non-consolidated financial statements and supplemental statements. An audit also includes assessing the accounting principles used, the methods of application thereof, and estimates made by management, as well as evaluating the overall presentation of the non-consolidated financial statements and supplemental statements. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the non-consolidated financial statements and supplemental statements referred to above present fairly, in all material aspects, the financial results of operations of the Company for the period covered by the aforesaid financial statements in conformity with the generally accepted accounting principles in Japan.

**Additional Information:**

As stated in Changes to Accounting Policies, the Company previously charged actuarial differences in relation to provisions for retirement benefits to expenses from the fiscal year in which they occurred. However, from the fiscal year under review, they are charged to expenses from the fiscal year following the year of occurrence.

Our firm and engagement partners have no interests in the Company required to be disclosed pursuant to the relevant provisions of the Certified Public Accountants Act of Japan.

## **REPORT OF THE BOARD OF CORPORATE AUDITORS**

### **Audit Report**

The Board of Corporate Auditors hereby reports as follows regarding the performance of duties by the Directors of the Electric Power Development Co., Ltd. (the “Company”) during its 58<sup>th</sup> fiscal year, from April 1, 2009 to March 31, 2010, based on reports prepared by each Corporate Auditor and subsequent deliberations of the Board of Corporate Auditors.

#### 1. Method of the audits by the individual Corporate Auditors and the Board of Corporate Auditors; content of audits

In addition to receiving reports on the progress in and results of audits by the individual Corporate Auditors, based on the Board of Corporate Auditors’ policies and audit plans, the Board of Corporate Auditors also received reports on business performance from the Directors and the Accounting Auditors, and requested explanations from them as necessary.

In accordance with the auditing standards, policies, and plans set forth by the Board of Corporate Auditors, each of the Corporate Auditors worked to communicate with the Directors, the Internal Audit Department, and other employees in collecting information and establishing an appropriate audit environment. Corporate Auditors also participated in meetings of the Board of Directors and other key meetings, received reports from the Directors and other employees regarding the performance of their duties, and when necessary, requested explanations of those reports. Corporate Auditors also reviewed key decision documents, and conducted surveys of the operations and assets of both the head office and other local offices.

Further, Corporate Auditors were responsible for monitoring and verifying the status of various corporate structures, including those necessary to ensure compliance by Directors with relevant laws and the Articles of Incorporation, and those needed for ensuring the fair performance of the Company’s operations as a public corporation, namely decisions by the Board of Directors regarding the establishment of systems as set forth in Article 100, Paragraphs 1 and 3 of the Ordinance for Enforcement of the Companies Act (the internal control system).

Additional consideration was given to the policies set forth in Article 118, Item 3 (1) of the Ordinance for Enforcement of the Companies Act, as noted in the Business Reports, based on the status of deliberations at the meeting of Board of Directors and other key meetings.

Regarding subsidiaries, Corporate Auditors worked to communicate with the Board of Directors, Corporate Auditors, and other parties at those subsidiaries, and when necessary conduct hearings with them regarding the status of their performance of duties, including surveys of operations and assets of those subsidiaries.

Based on the above methods, Corporate Auditors examined the Business Report regarding the fiscal year under review.

Further, while also monitoring and reviewing the audit of the Accounting Auditor to ensure they maintained an independent position and conducted their audits fairly, Corporate Auditors received reports from them regarding the performance of their duties, and when necessary, asked for further explanation regarding those reports.

Corporate Auditors also received notice from the Accounting Auditor in accordance with “the system for ensuring appropriate execution of their duties” (as enumerated in each Item of Article 131 of the Company Accounting Regulation Ordinance) in compliance with the “Quality Control Standards Relating to Auditing” (adopted by the Business Accounting Deliberations Council in October 28, 2005), and, where necessary, Corporate Auditors requested further explanation regarding that notice.

Based on the above methods, Corporate Auditors proceeded to review the non-consolidated financial statements (consist of the non-consolidated balance sheets, the non-consolidated statements of income, the non-consolidated statement of changes in shareholders’ equity, and notes on significant accounting policies used in preparation of the non-consolidated financial

statements) with supplemental statements, and the consolidated financial statements (consist of the consolidated balance sheets, the consolidated statements of income, the consolidated statement of changes in shareholders' equity, and notes on significant accounting policies used in preparation of the consolidated financial statements) for the fiscal year under review.

## 2. Audit Results

### (1) Results of Audit of Business Reports, etc.

- (i) The Board of Corporate Auditors confirms that the Business Reports conformed to the applicable laws and the Articles of Incorporation, and that they accurately present the situation of the Company.
- (ii) With respect to the performance of the Directors, the Board of Corporate Auditors confirmed that there has been no improper act committed, nor important violation of applicable law or the Articles of Incorporation.
- (iii) The Board of Corporate Auditors confirmed that decisions by the Board of Directors regarding the Company's internal control systems to be fair and adequate, and found no areas that require mention regarding their performance of duties with respect regarding the internal control systems.
- (iv) The Board of Corporate Auditors confirmed no items that need to be pointed out regarding the Basic Policy Regarding Control of the Company, noted in the Business Report.

### (2) Results of Audit of Non-consolidated Financial Statements and Supplemental Statements

The Board of Corporate Auditors confirms that the methods used and results achieved by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be fair and adequate.

### (3) Results of Audit of Consolidated Financial Statements

The Board of Corporate Auditors confirms that the methods used and results achieved by the Accounting Auditor, Ernst & Young ShinNihon LLC, to be fair and adequate.

May 14, 2010

Board of Corporate Auditors  
Electric Power Development Co., Ltd.

Kanji Shimada (seal)  
Senior Corporate Auditor (Full-time)

Takashi Fujiwara (seal)  
Senior Corporate Auditor (Full-time)

Motohito Sunamichi (seal)  
Corporate Auditor (Full-time)

Mutsutake Otsuka (seal)  
Corporate Auditor

Hideaki Miyahara (seal)  
Corporate Auditor

Note: Senior Corporate Auditor Takashi Fujiwara, Corporate Auditor Mutsutake Otsuka and Corporate Auditor Hideaki Miyahara are outside corporate auditors as stipulated in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.



## REFERENCE MATERIALS FOR THE GENERAL MEETING OF SHAREHOLDERS

### Proposals and Reference Information

#### Proposal 1: Appropriation of Surplus

The most notable feature of our business model is to gain investment returns from long-term business operations focused on the construction and operation of power stations. We expect to continue applying an appropriate level of retained earnings towards business investments that will lead to new growth, while, recognizing that our financial position requires reinforcement, also working to further build equity capital.

Taking into consideration this business feature, we focus on the importance of stable dividends and strive to return more profits to shareholders by continuously improving our corporate value and fostering the growth of the Company.

The business environment during this fiscal year still remained challenging, due mainly to deteriorating demand for electricity inside and outside Japan, lower operating ratio at thermal power station caused by mechanical problems, and much higher maintenance expenses. Nonetheless, we continue to enhance the competitiveness of the wholesale electricity supply business, our core operation, as well as to improve the reliability of our facilities and further strengthen our business basis. Furthermore, we try to explore new business opportunities aiming to lower carbon footprint, thereby achieving higher and sustainable profitability.

With these in mind, we strive to provide a stable, positive return to our shareholders, and propose an annual dividend of 70 yen per share for the 58th fiscal year. As we have already paid an interim dividend of 35 yen per share in November last year, we propose an additional 35 yen per share for the year-end dividend.

Therefore, we propose the appropriation of retained earnings for the fiscal year as follows:

#### 1. Items relating to the year-end dividend for the 58th fiscal year:

##### (1) Distribution of dividends

35 yen per share of common stock of the Company

Total amount: 5,251,872,185 yen

##### (2) Effective date of the distribution

June 23, 2010

#### 2. Other items relating to the appropriation of retained earnings

##### (1) Increased retained earnings

General reserve: 5,000,000,000 yen

##### (2) Decreased retained earnings

Retained earnings carried forward: 5,000,000,000 yen

## Proposal 2: Election of Fourteen (14) Directors

The term of appointment for all fourteen (14) Directors expires as of the end of this meeting. Therefore, we propose the election of fourteen (14) Directors.

The candidates of Directors are as follows:

Candidate Number	Name (Date of Birth)	Brief Personal History, Status of Major Concurrent Positions, and Duties and Responsibilities as a Director of the Company	Number of Shares of the Company Held
1	Kiyoshi Sawabe (September 11, 1946)	<p>July 1969      Joined the Company</p> <p>June 1998      Department Director of General Affairs Dept.</p> <p>June 2001      Executive Director</p> <p>June 2004      Executive Managing Director</p> <p>June 2005      Executive Vice President and Representative Director</p> <p>June 2009      Chairman and Representative Director (current position)</p>	9,020 shares
2	Masayoshi Kitamura (May 11, 1947)	<p>April 1972      Joined the Company</p> <p>June 2000      Department Director of Corporate Planning &amp; Administration Dept.</p> <p>June 2001      Executive Director, Department Director of Corporate Planning &amp; Administration Dept.</p> <p>April 2002      Executive Director</p> <p>June 2004      Executive Managing Director</p> <p>June 2007      Executive Vice President and Representative Director</p> <p>June 2009      President and Representative Director (current position)</p>	13,340 shares
3	Shinichiro Ota (May 13, 1946)	<p>July 1969      Joined the Ministry of International Trade and Industry</p> <p>July 2002      Commissioner of the Japan Patent Office</p> <p>September 2003      Advisor to Sompo Japan Inc.</p> <p>June 2005      Executive Vice President and Representative Director of the Company (current position)</p>	9,800 shares
4	Yasuo Maeda (January 31, 1951)	<p>April 1974      Joined the Company</p> <p>October 2002      Executive Officer, Department Director of Engineering Dept.</p> <p>June 2004      Executive Director, Executive Officer and Department Director of Engineering Dept.</p> <p>June 2006      Executive Managing Director</p> <p>June 2009      Executive Vice President and Representative Director (current position)</p>	7,680 shares
5	Yoshihiko Sakanashi (November 12, 1953)	<p>April 1976      Joined the Company</p> <p>July 2001      Office Director of Business Development Strategy Office</p> <p>October 2002      Executive Officer, Department Director of Business Planning Dept.</p> <p>June 2004      Executive Director</p> <p>June 2007      Executive Managing Director</p> <p>June 2009      Executive Vice President and Representative Director (current position)</p>	6,840 shares

<b>Candidate Number</b>	<b>Name (Date of Birth)</b>	<b>Brief Personal History, Status of Major Concurrent Positions, and Duties and Responsibilities as a Director of the Company</b>	<b>Number of Shares of the Company Held</b>
6	Minoru Hino (November 11, 1947)	<p>April 1971      Joined the Company</p> <p>June 2000      Department Director of Nuclear Power Dept.</p> <p>April 2002      Executive Officer, Department Director of Nuclear Power Dept.</p> <p>June 2004      Executive Officer, Special Advisor</p> <p>June 2006      Executive Director</p> <p>June 2007      Executive Managing Director (current position)</p>	7,700 shares
7	Masaharu Fujitomi (October 17, 1949)	<p>April 1973      Joined the Ministry of International Trade and Industry</p> <p>September 1999      Deputy Director-General of the Agency for Natural Resources and Energy</p> <p>January 2001      Deputy Director-General of Nuclear and Industrial Safety Agency, the Ministry of Economy, Trade and Industry</p> <p>October 2002      Director of the Institute of Energy Economics, Japan</p> <p>June 2003      Managing Director of the Institute of Energy Economics, Japan</p> <p>June 2006      Executive Director of the Company</p> <p>June 2008      Executive Managing Director (current position)</p>	8,100 shares
8	Toshifumi Watanabe (March 10, 1955)	<p>April 1977      Joined the Company</p> <p>April 2002      Department Director of Corporate Planning &amp; Administration Dept. and Office Director of Privatization Office, Corporate Planning &amp; Administration Dept.</p> <p>October 2002      Department Director of Corporate Planning &amp; Administration Dept. and Office Director of Privatization Office, Corporate Planning &amp; Administration Dept.</p> <p>June 2004      Department Director of Corporate Planning &amp; Administration Dept.</p> <p>June 2006      Executive Director</p> <p>June 2009      Executive Managing Director (current position)</p>	6,700 shares
9	Seigo Mizunuma (May 1, 1953)	<p>April 1978      Joined the Company</p> <p>June 2004      Executive Officer, Department Director of International Activities Dept.</p> <p>June 2007      Executive Managing Officer, Department Director of International Power Business Management Dept.</p> <p>July 2008      Executive Managing Officer</p> <p>June 2009      Executive Director (current position)</p>	4,300 shares

<b>Candidate Number</b>	<b>Name (Date of Birth)</b>	<b>Brief Personal History, Status of Major Concurrent Positions, and Duties and Responsibilities as a Director of the Company</b>		<b>Number of Shares of the Company Held</b>
10	Kiyotaka Muramatsu (February 26, 1954)	April 1976	Joined the Company	4,420 shares
		June 2005	Director of Technology Development Center	
		June 2006	Executive Officer, Director of Technology Development Center	
		June 2007	Executive Managing Officer, Director of Technology Development Center	
		June 2008	Executive Managing Officer, Department Director of Environment & Energy Business Dept.	
		June 2009	Executive Director, Department Director of Environment & Energy Business Dept. (current position)	
11	Kuniharu Takemata (September 29, 1954)	April 1978	Joined the Company	6,000 shares
		June 2004	Department Director of Business Planning Dept.	
		June 2006	Executive Officer, Department Director of Business Planning Dept.	
		July 2006	Executive Officer, Department Director of Corporate Planning & Administration Dept.	
		June 2007	Executive Managing Officer, Department Director of Corporate Planning & Administration Dept.	
		June 2009	Executive Director (current position)	
12	Hirotsada Tanou (August 10, 1954)	April 1978	Joined the Company	9,600 shares
		July 2006	Department Director of Hydropower & Transmission System Dept.	
		June 2007	Executive Officer, Department Director of Hydropower & Transmission System Dept.	
		June 2009	Executive Director (current position)	
13 *	Junji Nagashima (September 5, 1952)	April 1978	Joined the Company	4,500 shares
		April 2006	Department Director of Nuclear Power Dept.	
		June 2007	Executive Officer, Department Director of Nuclear Power Dept.	
		May 2008	Executive Officer, Department Director of Nuclear Power Construction Dept.	
		June 2009	Executive Managing Officer, Department Director of Nuclear Power Construction Dept. (current position)	

Candidate Number	Name (Date of Birth)	Brief Personal History, Status of Major Concurrent Positions, and Duties and Responsibilities as a Director of the Company	Number of Shares of the Company Held
14	Go Kajitani (November 22, 1936)	<p>April 1967 Registered as an attorney at Law (Dai-ichi Tokyo Bar Association) Joined KAJITANI LAW OFFICES</p> <p>April 1998 President of Dai-ichi Tokyo Bar Association, Vice President of Japan Federation of Bar Associations</p> <p>April 1999 Senior Partner of KAJITANI LAW OFFICES (current position)</p> <p>June 2003 Outside Corporate Auditor, NICHIAS Corporation (current position)</p> <p>April 2004 President of Japan Federation of Bar Associations</p> <p>June 2007 Chairman of the Central Third-Party Committee to Check Pension Records, the Ministry of Internal Affairs and Communications (current position)</p> <p>June 2009 Outside Non-Executive Director of the Company (current position)</p>	0 share

Notes:

1. There is no conflict of interest between any of the Director candidates and the Company.
2. An asterisk (\*) indicates that the person is a new candidate.
3. Of the Director candidates in positions of responsibilities at the Company as its Directors, the responsibilities of Kiyoshi Sawabe, Masayoshi Kitamura, Shinichiro Ota, Yasuo Maeda, Yoshihiko Sakanashi, Minoru Hino, Masaharu Fujitomi, Toshifumi Watanabe, Seigo Mizunuma, Kiyotaka Muramatsu, Kuniharu Takemata, Hirotada Tanou, and Go Kajitani are as described on pages 18-19.
4. Go Kajitani is an Outside Director candidate. We have appointed him as an independent director specified by the Tokyo Stock Exchange and submitted the notification of his appointment to the Exchange.
  - (1) With his distinguished knowledge as an attorney and abundant experience in the legal profession, we endorse his election as an Outside Director. Although he lacks experience in the management of a company other than as an Outside Director/Outside Corporate Auditor, for the aforementioned reasons, the Company judged that he would be able to appropriately execute the duties of Outside Director.
  - (2) NICHIAS Corporation, where Mr. Kajitani is serving concurrently as Outside Corporate Auditor, received a cease and desist and surcharge payment order from the Japan Fair Trade Commission in May 2007 relating to violations to the Antimonopoly Act involving some of the construction material sold by that company (interior calcium silicate boards). Mr. Kajitani offered his advice during this period including for fact-finding investigations and expressed his opinion on measures to prevent reoccurrences. In October 2007, it was discovered that the company unfairly acquired ministerial certification for the fire resistance and quasi-fire resistance of construction materials it manufactures and sells (some ceiling material for home awnings and fire resistant partition walls). During this period, Mr. Kajitani offered guidance and advice on measures to discover causes and prevent reoccurrences and expressed his opinion on ways to strengthen the compliance system as well as on organizational efforts to restore trust.
  - (3) Mr. Kajitani currently serves as an Outside Director of the Company, and his term of office will be one year as of the end of this General Meeting of Shareholders.
  - (4) The Company has entered into a contract with him that limits his liability for damages arising from failure to perform duties in accordance with Article 427, Paragraph 1 of the Companies Act. The limit under that contract will be the amount prescribed by the relevant laws. If the candidate is elected, it is planned to continue the limited liability agreement referred to above.