

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 Translation Database System," a website managed by the Ministry of Justice of Japan.



June 3, 2011

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 59th Ordinary General Meeting of Shareholders

We would like to express our heartfelt condolences to every shareholder who has been affected by the Great East Japan Earthquake occurred in March 2011.

You are cordially invited to attend the 59th 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 27, 2011, Japan time.

Notice

- 1. Date & Time:** 10:00 a.m., Tuesday, June 28, 2011
- 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 59th fiscal year (from April 1, 2010 to March 31, 2011), 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 59th fiscal year (from April 1, 2010 to March 31, 2011)

Matters to be resolved:

Proposal 1. Appropriation of Surplus

Proposal 2. Election of Thirteen (13) Directors

Proposal 3. Election of Two (2) Corporate Auditors

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, 2010 to March 31, 2011)

I. Items Regarding Status of Group Operations

1. Overview of Operations

During this fiscal year in Japan, there were signs of a recovery in capital investment and corporate revenues mainly due to factors such as external demand and the effects of economic stimulus measures taken by the government. Nevertheless, the economic situation remained difficult as observed in such factors as the high unemployment rate etc. The impact on Japan's economy by the Great East Japan Earthquake, which occurred in March this year, is also another matter of concern.

Demand for electricity rose compared to the previous fiscal year, due to such factors as steady industrial demand for power, as well as an increase in demand for cooling due to a record-breaking heat wave last summer.

Meanwhile, the Great East Japan Earthquake had a significant impact on the supply and demand of electricity in eastern Japan. As an electric power supplier, the J-POWER Group has been involved in everything it can in order to provide assistance in the tight supply-demand situation.

In these circumstances, the sales volume of hydroelectric power in our wholesale electric power business for this fiscal year increased by 11.4% year on year to 10.2 billion kWh, attributable to the abundance of water compared to the previous year (the water supply rate increased to 106% from 96%). The sales volume of thermal power increased by 16.2% year on year to 54 billion kWh, due to the smooth operation of power stations, including the New No. 2 Unit at Isogo Thermal Power Station (located in Yokohama-shi, Kanagawa Prefecture; commenced operation in July 2009). The total sales volume of our wholesale electric power business, combining hydroelectric and thermal power, rose by 15.4% year on year to 64.3 billion kWh.

The sales volume of other electric power declined by 1.1% year on year to 1.4 billion kWh, due to a decline in the load factor at power stations for PPSs (power producer and supplier), though new wind power stations have commenced their operation. The sales volume of the overall electric power business rose by 15.0% year on year to 65.8 billion kWh.

Revenues from hydroelectric power in our wholesale electric power business declined during this fiscal year, due to the revision of electricity rates effective as of September 2009, and despite a higher sales volume driven by the high water supply rate relative to the previous year. Meanwhile, revenues from thermal power stations increased due to factors such as an increase in the sales volume resulting from the smooth operation of power stations, including the New No. 2 Unit at Isogo Thermal Power Station. Sales (operating revenue) including wheeling revenue rose by 8.8% year on year to 635.9 billion yen, and total ordinary revenues for this fiscal year, including non-operating revenues, increased by 7.9% year on year to 650.9 billion yen.

Meanwhile, operating expenses rose by 5.6% year on year to 565.3 billion yen, mainly due to the increase in fuel expenses followed by the growth of sales volume of thermal power. Total ordinary expenses for this fiscal year, including non-operating expenses, thus rose by 5.9% year on year to 594.6 billion yen.

As a result of the above, ordinary income for the fiscal year increased by 35.1% year on year to 56.3 billion yen. Further, while recording gain on sales of securities as extraordinary income, loss on valuation of securities due to impairment, impairment loss on a portion of power

generation assets held by consolidated subsidiaries, and loss on liquidation of business due to the cancellation of development of IPP business at Samet Tai in Thailand as extraordinary loss, net income for the fiscal year after the deduction of income taxes decreased by 32.8% year on year to 19.5 billion yen.

2. Current Challenges

(1) Group Efforts Considering Business Environment

As a result of the Great East Japan Earthquake, social demands for the steady supply of electricity and further safety in the operation of nuclear power stations are growing strongly than ever. We will maintain and improve the reliability of our facilities for the steady supply of electricity, reaffirming the importance of facility safety and maintenance, and also will steadily enhance our facilities.

Meanwhile, our approach to lower carbon emissions in light of the global warming, and our handling of the recent tight supply-demand situation regarding energy resources resulting from the robust economic development of China, India, and other countries will remain to be issues that must continuously be addressed. In order to lower carbon emissions, the J-POWER Group aims to further improve the efficiency of coal thermal power stations and promote renewable energy. In order to steadily procure the fuel coal that is essential for sound operation of the thermal power stations, we are working to expand our acquisitions of upstream coal-mine interests and expand our supply to other companies making use of our trading scale.

Our efforts are described in details below.

(a) Efforts for the Steady Supply of Electricity Following the Great East Japan Earthquake

The Great East Japan Earthquake in March this year caused significant damage to the electric power infrastructure in eastern Japan. The J-POWER Group will steadily operate power generation facilities of the current approximately 7,000 MW existing in the service areas of Tohoku Electric Power Co., Inc. and The Tokyo Electric Power Co., Inc. in order to contribute to mitigating the tight supply-demand situation. In addition to the above, as an electric power supplier, we will take any measure possible to secure the operation and maintenance of our facilities, including delivering electricity without failure to eastern Japan from western Japan via the Sakuma Frequency Converter Station and from Hokkaido via the Hokkaido-Honshu (Kitahon) High Voltage Direct Current (HVDC) Link.

The Group will supply electricity throughout Japan, including to regions other than eastern Japan, with hydroelectric power generation facilities providing a total output of approximately 8,600 MW, coal thermal power generation facilities providing a total output of approximately 8,400 MW, and wind power generation facilities providing a total output of approximately 350 MW. We also will continue to support the steady supply of electricity in Japan through our approximately 2,400 km of transmission lines including extensive

HVDC links that connect Honshu with Hokkaido, Shikoku, and Kyushu, respectively.

(b) Maintaining and Improving the Reliability of Facilities

In order to maintain and improve the reliability of the facilities to achieve steady supply of electricity, the J-POWER Group aims to strengthen safety measures in preparation for disasters. We also aim to further enhance the maintenance of our facilities by investing management resources preferentially into the necessary measures based on the result of overall checks and reviews of maintenance systems at all of our facilities.

We believe that from a mid to long-term perspective, we need to boost the reliability and efficiency of our facilities, and we will utilize approaches including an across-the-board upgrade of facilities.

(c) Efforts regarding Ohma Nuclear Power Station Project

The Ohma Nuclear Power Station, which is currently under construction in Ohma-machi, Shimokita-gun, Aomori Prefecture (output 1,383 MW), will use uranium plutonium mixed oxide (MOX) fuel. Construction of the station began in May 2008.

We take seriously the fact that the accident at the Fukushima Nuclear Power Plant has shaken confidence in efforts to ensure the safety of nuclear power generation. The J-POWER Group will continue to appropriately reflect the necessary measures and requirements in order to further strengthen the safety based on the policies of the national government. We will work together as a group to obtain your understanding and to build a safe, trustworthy electric power station.

(d) Increasing the Efficiency of Coal Thermal Power

In order to respond to the tight supply-demand situation regarding energy resources, coal thermal power, which is an energy source with outstanding cost competitiveness and supply stability, will continue to hold an important position, and we believe that it will be essential to further boost the efficiency of coal thermal power in the future.

In order to achieve this, we aim to upgrade* No. 1 Unit and No. 2 Unit of Takehara Thermal Power Station using state-of-the-art technology in order to reduce the environmental load.

We aim for our facilities to have the highest level of efficiency and lowest level of carbon emissions in the world, and we have been working to develop oxygen-blown coal gasification technology at our Wakamatsu Research Institute (Kitakyushu-shi, Fukuoka Prefecture). In the future, we plan to carry out large-scale verification tests on oxygen-blown integrated gasification combined-cycle jointly with The Chugoku Electric Power Co., Inc. in Osakikamijima-cho, Toyota-gun, Hiroshima Prefecture.

We will utilize state-of-the-art technologies, such as the ultra supercritical pressure power generation technology already in use at facilities such as the Isogo Thermal Power Station, throughout the world and particularly in the Asian region, and we aim to contribute to lower global carbon emissions through transferring such technologies.

*We plan to upgrade the existing No. 1 Unit (250 MW) and No. 2 Unit (350 MW) at Takehara-shi, Hiroshima Prefecture, to New No. 1 Unit (600 MW).

(e) Promotion of Renewable Energy

We believe that renewable energy will play an important role in lowering carbon emissions. Therefore, with the aim of enhancing the output of our wind power generation facilities in Japan over the mid-term, we will further strengthen the foundation of our business promotion operations through measures such as integrating our multiple subsidiaries and increasing the efficiency of our operation maintenance system. We will also promote initiatives for the development of new projects. Furthermore, we are proactively using biomass fuel at our coal thermal power stations. We will move forward with efforts for the promotion of renewable energy, including promoting the business of converting sewage sludge and wood residue into fuel with the aim of achieving steady procurement of biomass fuel, and proceeding with initiatives for new sites of geothermal power stations in addition to the existing Onikobe Geothermal Power Station in Osaki-shi, Miyagi Prefecture.

(f) Toward the Steady Procurement of Coal

Recently there has been an increasing risk of tight supply-demand situation regarding fossil fuels such as LNG and coal, due to the expansion of demand in China, India, and other countries and destabilization of the situation in the Middle East, and thus prices have been in a notable increasing trend. The J-POWER Group has closely watched this situation, has diversified procurement resources including acquiring coal mine interests, and has at the same time expanded business involvement beyond procurement to sales and distribution.

In order to continue steady operation of our coal thermal power stations, we will procure stable and competitive coal by holding our own upstream interests, and we aim to supply to other companies and create synergies with overseas business.

(g) Steady Promotion of Overseas Business

Our overseas business centering on Asia accounts for approximately 3,700 MW of our current owned capacity (as of March 31, 2011), and we aim to reliably carry out the two IPP projects and seven SPP projects* that we are promoting in Thailand and other projects that are currently underway, and boost our profitability.

The J-POWER Group makes use of the various knowledge and technologies that it has accumulated in Japan and promotes its business overseas while aiming to create synergies with its business in Japan. Furthermore, we will realize package-type high-efficiency coal thermal power generation businesses in which the Group carries out everything from the construction to the operation and maintenance of high-efficiency coal thermal power stations in Asian countries. In doing so, we aim to acquire new development projects making use of our technologies and knowledge regarding coal thermal power generation, which are strengths of the Group, and this will contribute to boosting our electric supply capacity in the targeted countries and lowering carbon emissions.

*SPP (Small Power Producers) project represents the secured long-term power purchase scheme

established by the Thai government. This scheme promotes cogeneration systems, renewable energy, and so forth, and aims at reducing the import and use of fuel oil. The Electricity Generating Authority of Thailand guarantees the purchase of electricity generated from the eligible suppliers up to 90 MW of capacity.

(2) Strengthening Corporate Governance

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 two Outside Corporate Auditors (as of March 31, 2011). In addition, in response to the revision of the Securities Listing Regulations of the Tokyo Stock Exchange, we have appointed each of all Outside Directors/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 corporate 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.

3. Capital Investment

Total Capital Investment: 93,128 million yen

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

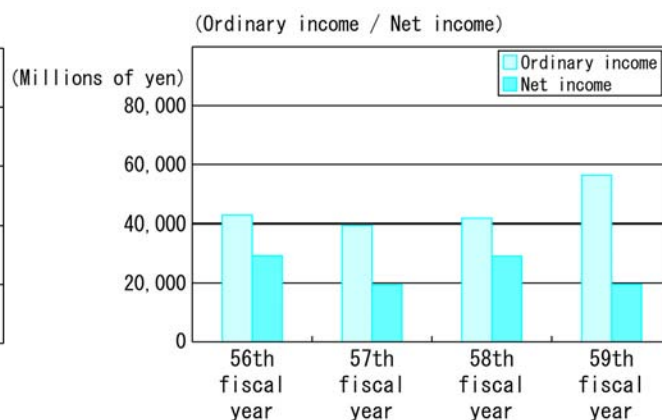
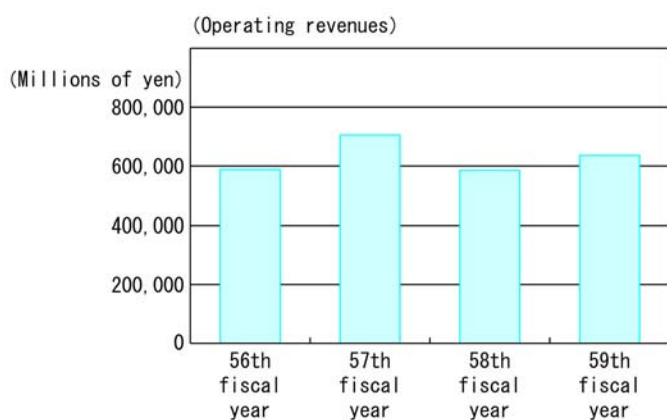
The following corporate bond issuance and long-term loans have been made in order to fund capital investment and pay down interest-bearing debt.

Category	Amount	Remarks
Corporate Bonds	80,000 million yen	Domestic straight bonds
Long-term Loans	49,036 million yen	
Total	129,036 million yen	

5. Trend in Assets and Profit/Loss

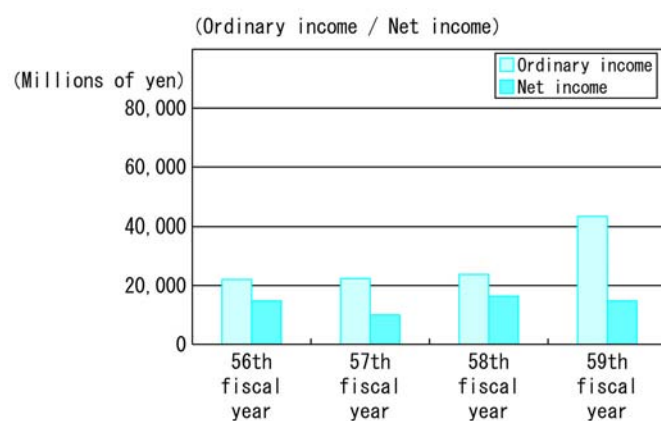
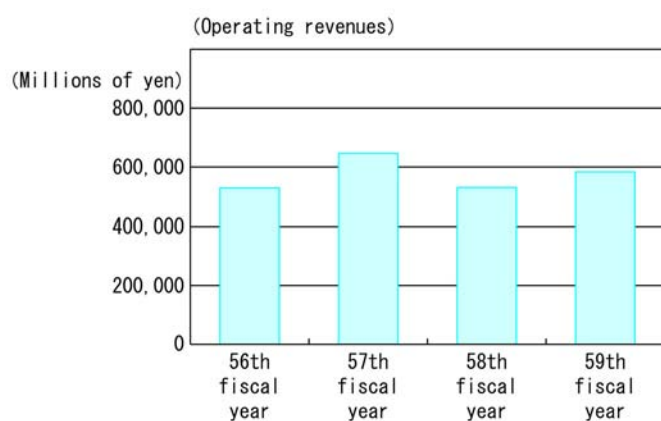
(1) Trend in Assets and Profit/Loss (Consolidated)

Category	56th fiscal year (FY2007)	57th fiscal year (FY2008)	58th fiscal year (FY2009)	59th fiscal year (FY2010)
Operating revenues (millions of yen)	587,780	704,936	584,484	635,975
Ordinary income (millions of yen)	42,873	39,599	41,694	56,322
Net income (millions of yen)	29,311	19,457	29,149	19,583
Earnings per share (yen)	175.99	121.65	194.26	130.51
Total assets (millions of yen)	2,013,131	2,005,469	2,024,080	2,012,386
Net assets (millions of yen)	468,118	382,112	414,981	414,898



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

Category	56th fiscal year (FY2007)	57th fiscal year (FY2008)	58th fiscal year (FY2009)	59th fiscal year (FY2010)
Operating revenues (millions of yen)	529,250	645,850	530,436	583,213
Ordinary income (millions of yen)	22,083	22,395	23,791	43,191
Net income (millions of yen)	14,761	10,026	16,372	14,785
Earnings per share (yen)	88.63	62.68	109.11	98.53
Total assets (millions of yen)	1,910,290	1,910,592	1,902,504	1,884,830
Net assets (millions of yen)	404,842	336,594	346,099	349,079



6. Major Areas of Operation (as of March 31, 2011)

The business of the J-POWER Group is comprised of four business segments. The “electric power business,” which consists of wholesale electric power business operated by us in the main and other electric power businesses operated by the subsidiaries and affiliates of us, such as the wind power business, the wholesale electricity supply business provided by IPPs (independent power producers) for general electric utilities, and the wholesale electricity supply business for PPSs (power producers and suppliers). The other segments are the “electric power-related businesses,” which complement the electric power business and contribute to its smooth operation, the “overseas business,” which consists of power generation business and related businesses in overseas countries, and “other businesses,” which utilize the management resources and expertise of the J-POWER Group, for example, the coal sales business.

Segment	Major Areas of Activity
Electric Power Business	Wholesale electric power 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.
Overseas Business	Investment in overseas power generation and its related businesses; overseas engineering consulting business, etc.
Other Businesses	Waste-fueled power generation; cogeneration system business; environment-related businesses; IT communications; domestic engineering consulting business; and coal sales business, etc.

A brief overview of the business results of each business segment is provided below.

(Electric Power Business)

Sales (Electric Power Business Operating Revenue) for the fiscal year increased by 54.1 billion yen year on year to 587.5 billion yen. This was due to an increase in sales volume from thermal power in our wholesale electric power business owing to the favorable operating status of power stations including the beginning of commercial operation of the New No. 2 Unit at Isogo Thermal Power Station, which more than offset the decline in income from hydroelectric power in our wholesale electric power business due to the revision of electricity rates effective as of September 2009.

Segment income increased by 19.5 billion yen year on year to 41.8 billion yen, due to an increase in sales despite an increase in fuel costs and other expenses.

(Electric Power-Related Businesses)

Sales (Other Business Operating Revenue) for the fiscal year increased by 45.6 billion yen year on year to 334.6 billion yen, due to such factors as an increase in income from coal sales by our consolidated subsidiaries.

Segment income declined by 1.0 billion yen year on year to 10.4 billion yen, due to such factors as an increase in cost of sales despite an increase in sales.

(Overseas Business)

Sales (Other Business Operating Revenue) for the fiscal year increased by 0.3 billion yen year on year to 1.8 billion yen.

Segment income declined by 1.4 billion yen year on year to 5.0 billion yen due to such factors as a decrease in equity in earnings of affiliates.

(Other Businesses)

Sales (Other Business Operating Revenue) for the fiscal year declined by 5.1 billion yen year on year to 26.1 billion yen due to such factors as a decline in telecommunication construction sales by our consolidated subsidiaries.

Other Businesses posted a segment loss of 1.5 billion yen as a result of a decline in segment income by 3.1 billion yen year on year due to such factors as a decline in sales.

7. Major Subsidiaries (as of March 31, 2011)

Company Name	Capital (millions of yen)	Equity Share (%)	Primary Areas of Business
Electric Power Business			
Bay Side Energy Co., Ltd.	2,400	100	Electric power supplier
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
J-Wind IROUZAKI Co., Ltd.	200	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
Dream-Up Tomamae Co., Ltd.	10	100	Wind power facilities construction and operation
Yuya Wind Power Co., Ltd.	10	100	Wind power facilities construction and operation
Green Power TOKIWA Co., Ltd.	450	97	Wind power facilities construction and operation
Green Power Aso Co., Ltd.	490	87	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
Sarakitomanai Wind Power Co., Ltd.	30	49	Wind power facilities construction and operation
Electric Power-Related Businesses			
J-POWER AUSTRALIA PTY. LTD.	118 (million AUD)	100	Investment in coal mine development projects in Australia
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
JP Business Service Corporation	450	100	Management of welfare facilities; building maintenance; administrative, labor, and accounting services; computer software development
J-POWER RESOURCES Co., Ltd.	450	100	Coal imports, sales, transportation, etc.
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
J-POWER GENEX CAPITAL Co., Ltd.	100	100	Management of IPP joint venture projects
JP Design Co., Ltd.	20	100	Design, supervision, research and consulting services for electric power facilities and other general facilities
Miyazaki Wood Pellet CO., LTD.	300	98	Management and maintenance of woody pellet production facilities, procurement of forest waste, etc.

Company Name	Capital (millions of yen)	Equity Share (%)	Primary Areas of Business
EPDC CoalTech and Marine Co., Ltd.	20	100 (100)	Marine transport of coal ash, fly ash, etc.
Overseas Business			
J-Power Investment Netherlands B.V.	66 (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.	10,619 (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
Orange Grove Energy, L.P.	-	100 (100)	Electric power supplier
Other Businesses			
Kaihatsu Hiryou Co., Ltd.	450	100	Production and sales of coal ash-based fertilizer
Japan Network Engineering Co., Ltd.	50	100	Telecommunications; operation and maintenance of telecommunications facilities
Omuta Plant Service Co., Ltd.	50	100	Operation and maintenance of waste-fueled power stations

- Notes:
1. Equity share in parentheses indicates the level of indirect holdings.
 2. The Company has 80 consolidated subsidiaries, including the major subsidiaries as listed above, and 76 affiliates accounted for by the equity method.
 3. With regard to Orange Grove Energy, L.P., the amount of capital is unfilled as there is no concept exactly corresponding to "capital" in limited partnership (L.P.) under the laws of the United States of America.
 4. As of April 1, 2011, Green Power Setana Co., Ltd. has merged with the following seven companies: Dream-Up Tomamae Co., Ltd., Green Power Kuzumaki Co., Ltd., J-Wind TOKIO Co., Ltd., J-Wind TAHARA., Ltd., Green Power Koriyama-Nunobiki Co., Ltd., Hamanasu Wind Power Co., Ltd., and Yuya Wind Power Co., Ltd.
 5. As of April 1, 2011, Green Power Setana Co., Ltd. has changed its trade name to J-Wind Co., Ltd.

8. Major Business Locations (as of March 31, 2011)

(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-shi, Hokkaido
	East Regional Headquarter	Kawagoe-shi, Saitama Prefecture
	Chubu Regional Headquarter	Kasugai-shi, Aichi Prefecture
	West Regional Headquarter	Osaka-shi, 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
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.
J-Wind IROUZAKI Co., Ltd.	Minamiizu-cho, Kamo-gun, Shizuoka Pref.
Green Power Setana Co., Ltd.	Setana-cho, Kudo-gun, Hokkaido
Green Power Koriyama-Nunobiki Co., Ltd.	Koriyama-shi, Fukushima Pref.
Dream-Up Tomamae Co., Ltd.	Tomamae-cho, Tomamae-gun, Hokkaido
Yuya Wind Power Co., Ltd.	Nagato-shi, Yamaguchi Pref.
Green Power TOKIWA Co., Ltd.	Chuo-ku, Tokyo
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.
Sarakitomanai Wind Power Co., Ltd.	Wakkanai-shi, Hokkaido
J-POWER AUSTRALIA PTY. LTD.	Australia
JPec Co., Ltd.	Chuo-ku, Tokyo
JPHYTEC Co., Ltd.	Chiyoda-ku, Tokyo
JP Business Service Corporation	Koto-ku, Tokyo
J-POWER RESOURCES Co., Ltd.	Chuo-ku, Tokyo
J-POWER EnTech Inc.	Minato-ku, Tokyo
KEC Corporation	Bunkyo-ku, Tokyo
J-POWER GENEX CAPITAL Co., Ltd.	Chuo-ku, Tokyo
JP Design Co., Ltd.	Chiyoda-ku, Tokyo
Miyazaki Wood Pellet CO., LTD.	Kobayashi-shi, Miyazaki Pref.
EPDC CoalTech and Marine Co., Ltd.	Chuo-ku, Tokyo
J-Power Investment Netherlands B.V.	The Netherlands
J-Power Consulting (China) Co., Ltd.	The People's Republic of China
J-POWER North America Holdings Co., Ltd.	U.S.A.

Company Name	Head Office Location
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.
Orange Grove Energy, L.P.	U.S.A.
Kaihatsu Hiryou Co., Ltd.	Takehara-shi, Hiroshima Pref.
Japan Network Engineering Co., Ltd.	Chuo-ku, Tokyo
Omuta Plant Service Co., Ltd.	Omuta-shi, Fukuoka Pref.

- Notes: 1. As of April 1, 2011, Green Power Setana Co., Ltd. has merged with the following seven companies: Dream-Up Tomamae Co., Ltd., Green Power Kuzumaki Co., Ltd., J-Wind TOKIO Co., Ltd., J-Wind TAHARA., Ltd., Green Power Koriyama-Nunobiki Co., Ltd., Hamanasu Wind Power Co., Ltd., and Yuya Wind Power Co., Ltd.
2. As of April 1, 2011, Green Power Setana Co., Ltd. has changed its trade name to J-Wind Co., Ltd.

9. Employees (as of March 31, 2011)

(1) Employees of the J-POWER Group

Segment	Number of Employees
Electric Power Business	2,317
Electric Power-Related Businesses	4,117
Overseas Business	214
Other Businesses	126
Total	6,774

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
2,299	+42	40.3	19.3

Notes: 1. The number of employees represents a number of employees at work, and does not include 758 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.	85,472 million yen
Sumitomo Mitsui Banking Corporation	83,843 million yen
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	52,940 million yen
The Norinchukin Bank	51,900 million yen
Nippon Life Insurance Company	46,038 million yen

II. Items Regarding Shares of the Company

1. Shares (as of March 31, 2011)

- (1) Number of shares authorized for issue 660,000,000 shares
- (2) Number of shares issued 166,569,600 shares
(including 16,516,450 shares of treasury stock)
- (3) Number of shareholders 38,484
- (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)	7,616	5.08
Mizuho Corporate Bank, Ltd.	7,465	4.98
The Master Trust Bank of Japan, Ltd. (Account in Trust)	6,731	4.49
Sumitomo Mitsui Banking Corporation	4,295	2.86
Japan Trustee Services Bank, Ltd. (Account in Trust 9)	4,251	2.83
The Bank of Tokyo-Mitsubishi UFJ, Ltd.	3,736	2.49
J-POWER Employees Shareholding Association	3,602	2.40
National Mutual Insurance Federation of Agricultural Cooperatives	2,949	1.97
Fukoku Mutual Life Insurance Company	2,750	1.83

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, 2011)

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"> • Assistant to the president for businesses described below: Corporate Planning & Administration Dept.; Accounting & Finance Dept.; Power Sales Dept.; Power System Operation Dept.; International Business Management Dept.; and International Business Development Dept. • Nuclear power business (matters under special assignment) • Department Director of International Business (delegation of administrative works)
Executive Vice-President (Representative Director)	Yasuo Maeda	<ul style="list-style-type: none"> • Assistant to the president for businesses described below: Civil and Electrical Engineering Dept.; Hydropower & Transmission System Dept.; and Environment & Energy Business Dept. • Thermal power engineering business, nuclear power business & international power business (matters under special assignment) • Compliance and risk management (matters under special assignment) • Hydroelectric power business (matters under special assignment) • Regional operations (central region)
Executive Vice-President (Representative Director)	Yoshihiko Sakanashi	<ul style="list-style-type: none"> • Assistant to the president for businesses described below: Secretarial Affairs & Public Relations Dept.; Personnel & Employee Relations Dept.; General Affairs Dept.; Business Planning Dept.; and Energy Business Dept. • Thermal power business (matters under special assignment) • Regional operations (central)
Executive Vice-President (Representative Director)	Minoru Hino	<ul style="list-style-type: none"> • Assistant to the president for businesses described below: Thermal Power Engineering Dept.; Thermal Power Dept.; Nuclear Power Management Dept.; Nuclear Power Construction Dept.; Ohma General Management Dept.; and Technology Development Center • Compliance and risk management (matters under special assignment) • Department Director of Nuclear Power Business(delegation of administrative works) • Regional operations (central, west & east region)

Title	Name	Roles and responsibilities of the current position and other major concurrent positions
Executive Managing Director	Masaharu Fujitomi	<ul style="list-style-type: none"> • Technology Development Center • Nuclear power business & global environmental problems (matters under special assignment)
Executive Managing Director	Toshifumi Watanabe	<ul style="list-style-type: none"> • Accounting & Finance Dept. • Power Sales Dept. • Power System Operation Dept. • Nuclear power business (matters under special assignment) • Department Deputy Director of Nuclear Power Business (delegation of administrative works) • Regional operations (central region)
Executive Director	Seigo Mizunuma	<ul style="list-style-type: none"> • International Business Management Dept. • International Business Development Dept. • Department Deputy Director of International Business (delegation of administrative works)
Executive Director	Kiyotaka Muramatsu	<ul style="list-style-type: none"> • Thermal Power Engineering Dept. • Thermal Power Dept. • Environment & Energy Business Dept. • Regional operations (west region)
Executive Director	Kuniharu Takemata	<ul style="list-style-type: none"> • Corporate Planning & Administration Dept. • Personnel & Employee Relations Dept. • General Affairs Dept.
Executive Director	Hirotsada Tanou	<ul style="list-style-type: none"> • Civil and Electrical Engineering Dept. • Hydropower & Transmission System Dept. • Regional operations (east region)
Executive Director	Junji Nagashima	<ul style="list-style-type: none"> • Nuclear Power Management Dept. • Nuclear Power Construction Dept. • Ohma General Management Dept. • Department Deputy Director of Nuclear Power Business (delegation of administrative works)
Non-Executive Director	Go Kajitani	<ul style="list-style-type: none"> • Attorney at Law (Senior Partner of KAJITANI LAW OFFICES) • Outside Corporate Auditor of NICHIAS Corporation • Chairman of the Central Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications
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

Notes: 1. As of November 1, 2010, the roles and responsibilities of directors have been changed as follows:

- The hydroelectric power business (matters under special assignment) has been added to the responsibilities of Yasuo Maeda, who serves as a Director of the Company; and
 - The thermal power business (matters under special assignment) has been added to the responsibilities of Yoshihiko Sakanashi, who serves as a Director of the Company.
2. Hideaki Miyahara has resigned from his position as a Corporate Auditor as of March 22, 2011. He was an Outside Corporate Auditor at the time of resignation. He also served as the Chairman and Representative Director of Toyota Tokyo Rental & Leasing Co., Ltd., but resigned from it as of June 15, 2010. Toyota Tokyo Rental & Leasing Co., Ltd. has no special relationship with the Company.
 3. 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.
 4. KAJITANI LAW OFFICES, NICHIAS Corporation, and the Central Third-Party Committee to Check Pension Records, Ministry of Internal Affairs and Communications have no special relationship with the Company.
 5. Go Kajitani, who serves as an Outside Director of the Company, assumed the office of the President of Japan

Legal Support Center as of April 10, 2011.

6. Go Kajitani, who serves as an Outside Director of the Company, intends to resign from his position at the expiration of his term as an Outside Corporate Auditor of NICHIAS Corporation as of June 29, 2011.
7. Takashi Fujiwara, who serves as an Outside Corporate Auditor of the Company, was appointed by the Company as independent director/auditor specified in the regulations of the Tokyo Stock Exchange.
8. Takashi Fujiwara, who serves as an Outside Corporate Auditor of the Company, has a high level of knowledge in the area of finance and accounting as he has had experience in the management of a stock exchange company.
9. Mutsutake Otsuka, who serves as an Outside Corporate Auditor of the Company, was appointed by the Company as independent director/auditor specified in the regulations of the Tokyo Stock Exchange.
10. East Japan Railway Company has no special relationship with the Company.
11. Mutsutake Otsuka, who serves as an Outside Corporate Auditor of the Company, assumed the office of the Vice Chairman of Nippon Keidanren as of May 26, 2011.

2. Directors' and Corporate Auditors' Remuneration

Category	Number of Persons	Total Amount
Directors (Outside Directors)	15 (1)	470 million yen (9 million yen)
Corporate Auditors (Outside Corporate Auditors)	5 (3)	109 million yen (44 million yen)
Total	20	580 million yen

- Notes: 1. The Directors' remuneration includes a performance-linked bonus of 55 million yen for this fiscal year.
2. The above numbers of Directors and Corporate Auditors include one Director who has resigned at the end of 58th Ordinary General Meeting of Shareholders held on June 22, 2010 and one Corporate Auditor who has resigned as of March 22, 2011.
3. Other than the remuneration listed above, a total of 2 million yen is allocated to Directors who serve in dual capacity as employees for their salaries corresponding to their work as employees.

3. Policy for the determination of remuneration for Directors and Corporate Auditors

The Company has established a policy for determining the amount of remuneration for Directors and Corporate Auditors as follows:

Per a proposal passed at the 54th Ordinary General Meeting of Shareholders held on June 28, 2006, the Directors' remuneration was capped at 625 million yen annually (a fixed monthly salary calculated according to position and a performance-linked bonus paid once a year. Employee salaries for Directors who serve in dual capacity as employees are excluded).

Per a proposal passed at the 54th Ordinary General Meeting of Shareholders held on June 28, 2006, the Corporate Auditors' remuneration was capped at 120 million yen annually (a fixed monthly salary calculated according to position).

Specific amounts are determined within these limits by the Board of Directors in the case of Directors' remuneration and by consultation among Corporate Auditors in the case of Corporate Auditors' remuneration.

4. 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 20 to 22.

(2) Key Activities in this Fiscal Year

Name (Title)	Key Activities
Go Kajitani (Non-Executive Director)	Has attended 12 of the 12 Board of Directors 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 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 11 of the 12 Board of Directors meetings and 9 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)	Prior to his resignation as of March 22, 2011, had attended 7 of the 11 Board of Directors meetings and 6 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	86 million yen
Total amount owed to Accounting Auditor by the Company and its subsidiaries in the form of cash or other financial benefit	157 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. Furthermore, the Directors shall, and will thoroughly instruct its employees to, resolutely and in a definitive attitude, confront anti-social forces that threaten the order and safety of the civil society.

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, which is supported by two subcommittees on company-wide compliance promotion activities and on voluntary safety and security promotion activities based on safety regulations for the purpose of promptly and appropriately carrying 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 electricity, 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, 2011)

(millions of yen)

Assets	
Property, plant and equipment	1,842,658
Power plants	1,178,492
Hydroelectric power generation facilities	389,892
Thermal power generation facilities	454,823
Internal combustion power generation facilities	4,694
Power generation facilities for new energies	38,436
Transmission facilities	197,163
Transformation facilities	34,456
Communication facilities	9,539
General facilities	49,486
Other property, plant & equipment	64,920
Construction in progress	301,676
Construction and retirement in progress	301,676
Nuclear fuel	46,693
Nuclear fuel in processing	46,693
Investments and other assets	250,875
Long-term investments	181,934
Deferred tax assets	56,843
Other investments	13,292
Allowance for doubtful accounts	(1,196)
Current assets	169,727
Cash and bank deposits	37,202
Notes and accounts receivable	57,781
Short-term investments	2,346
Inventories	32,400
Deferred tax assets	5,998
Other current assets	34,006
Allowance for doubtful accounts	(9)
Total assets	2,012,386

CONSOLIDATED BALANCE SHEETS (as of March 31, 2011) *(Continued)*

(millions of yen)

Liabilities	
Long-term liabilities	1,319,146
Bond	734,898
Long-term loans	500,913
Lease obligations	1,093
Accrued employee retirement benefits	57,069
Other allowances	16
Asset retirement obligations	3,620
Deferred tax liabilities	5,869
Other long-term liabilities	15,666
Current liabilities	277,563
Current portion of long-term debt	162,958
Short-term loans	17,528
Commercial paper	11,999
Notes and accounts payable	20,112
Income and other taxes payable	21,322
Other allowances	317
Asset retirement obligations	473
Deferred tax liabilities	11
Other current liabilities	42,839
Reserves under special laws	777
Reserve for fluctuation in water levels	777
Total liabilities	1,597,487
Net Assets	
Shareholders' equity	435,760
Common stock	152,449
Capital surplus	81,849
Retained earnings	264,724
Treasury stock	(63,263)
Accumulated other comprehensive income	(19,997)
Unrealized gain on other securities	(137)
Deferred hedging gain or loss	611
Foreign currency translation adjustments	(20,471)
Minority interests	(863)
Total net assets	414,898
Total liabilities and net assets	2,012,386

CONSOLIDATED STATEMENTS OF INCOME (from April 1, 2010 to March 31, 2011)

(millions of yen)

Ordinary revenues	
Operating revenues	635,975
Electric power	584,436
Other	51,539
Non-operating revenues	14,965
Dividend income	1,499
Interest income	1,220
Equity income of affiliates	9,072
Other	3,172
Total ordinary revenues	650,941
Ordinary expenses	
Operating expenses	565,387
Electric power	509,116
Other	56,271
[Operating income	70,588]
Non-operating expenses	29,231
Interest expenses	22,371
Other	6,860
Total ordinary expenses	594,619
Ordinary income	56,322
Provision or reversal of reserve for fluctuation in water levels	42
Reserve for fluctuation in water levels	42
Extraordinary income	1,635
Gain on sales of securities	1,635
Extraordinary loss	19,176
Loss on valuation of securities	5,359
Loss on liquidation of business	4,550
Impairment loss	9,266
Income before income taxes and minority interests	38,739
Income taxes - current	20,403
Income taxes - deferred	2,459
Income before minority interests	15,876
Minority interests in income	(3,707)
Net income	19,583

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2010 to March 31, 2011)

(millions of yen)

	Shareholders' equity				
	Common stock	Capital surplus	Retained earnings	Treasury stock	Total shareholders' equity
Balance at March 31, 2010	152,449	81,849	255,643	(63,262)	426,680
Changes during the fiscal year					
Dividends on retained earnings	—	—	(10,503)	—	(10,503)
Net income	—	—	19,583	—	19,583
Acquisition of treasury stock	—	—	—	(0)	(0)
Changes in items other than shareholders' equity (net)	—	—	—	—	—
Total	—	—	9,080	(0)	9,079
Balance at March 31, 2011	152,449	81,849	264,724	(63,263)	435,760

(millions of yen)

	Accumulated other comprehensive income				Minority interests	Total net assets
	Unrealized gain on other securities	Deferred hedging gain or loss	Foreign currency translation adjustments	Total accumulated other comprehensive income		
Balance at March 31, 2010	2,960	(3,747)	(13,217)	(14,003)	2,304	414,981
Changes during the fiscal year						
Dividends on retained earnings	—	—	—	—	—	(10,503)
Net income	—	—	—	—	—	19,583
Acquisition of treasury stock	—	—	—	—	—	(0)
Changes in items other than shareholders' equity (net)	(3,098)	4,358	(7,254)	(5,993)	(3,168)	(9,162)
Total	(3,098)	4,358	(7,254)	(5,993)	(3,168)	(83)
Balance at March 31, 2011	(137)	611	(20,471)	(19,997)	(863)	414,898

(Reference)

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(from April 1, 2010 to March 31, 2011)

	(millions of yen)
Income before minority interests	15,876
Other comprehensive income	
Unrealized gain on other securities	(3,098)
Deferred gains or losses on hedges	2,507
Foreign currency translation adjustment	(5,118)
Share of other comprehensive income of associates accounted for using equity method	(210)
Total other comprehensive income	(5,920)
Comprehensive income	9,955
(Comprehensive income attributable to)	
Comprehensive income attributable to owners of the parent	13,590
Comprehensive income attributable to minority interests	(3,634)

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2011)

(millions of yen)

Assets	
Property, plant and equipment	1,768,302
Power plants	1,159,857
Hydroelectric power generation facilities	399,744
Thermal power generation facilities	462,070
Power generation facilities for new energies	1,765
Transmission facilities	200,373
Transformation facilities	35,721
Communication facilities	10,274
General facilities	49,907
Incidental business-related property, plant & equipment	2,297
Non-operating property, plant & equipment	335
Construction in progress	295,682
Construction in progress	295,449
Retirement in progress	233
Nuclear fuel	46,693
Nuclear fuel in processing	46,693
Investments and other assets	263,435
Long-term investments	62,572
Long-term investments in affiliated companies	164,876
Long-term prepaid expenses	2,480
Deferred tax assets	38,992
Allowance for doubtful accounts	(5,485)
Current assets	116,528
Cash and bank deposits	4,362
Accounts receivable	49,264
Accrued income	4,845
Inventories	28,529
Prepaid expenses	1,672
Short-term loans to affiliated companies	11,637
Deferred tax assets	3,732
Other current assets	12,604
Allowance for doubtful accounts	(121)
Total assets	1,884,830

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2011) *(Continued)*

(millions of yen)

Liabilities	
Long-term liabilities	1,257,747
Bond	734,898
Long-term loans	461,256
Long-term accrued liabilities	0
Lease obligations	314
Long-term accrued liabilities in affiliated companies	5,709
Accrued employee retirement benefits	45,259
Asset retirement obligations	158
Other long-term liabilities	10,149
Current liabilities	277,226
Current portion of long-term debt	159,747
Short-term loans	17,350
Commercial paper	11,999
Accounts payable	5,055
Accrued accounts	2,970
Accrued expenses	9,760
Income and other taxes payable	18,821
Deposits received	282
Short-term debt to affiliated companies	47,634
Advances received	1,034
Other current liabilities	2,569
Reserves	777
Reserve for fluctuation in water levels	777
Total liabilities	1,535,751

NON-CONSOLIDATED BALANCE SHEETS (as of March 31, 2011) *(Continued)*

(millions of yen)

Net Assets	
Shareholders' equity	348,159
Common stock	152,449
Capital surplus	81,852
Additional paid-in capital	81,852
Retained earnings	177,121
Legal reserve	6,029
Other retained earnings	171,092
Reserve for special disaster	57
Exchange-fluctuation preparation reserve	1,960
General reserve	142,861
Retained earnings carried forward	26,213
Treasury stock	(63,263)
Valuation and translation adjustments	919
Unrealized gain on other securities	(479)
Deferred hedging gain or loss	1,399
Total net assets	349,079
Total liabilities and net assets	1,884,830

NON-CONSOLIDATED STATEMENTS OF INCOME (from April 1, 2010 to March 31, 2011)

(millions of yen)

Ordinary revenues	
Operating revenues	583,213
Electric power	573,878
Electric power sales to other companies	514,640
Transmission revenues	54,343
Other electricity revenues	4,894
Incidental business revenues	9,335
Consulting business	2,200
Coal sales business	6,094
Other incidental business	1,040
Non-operating revenues	6,348
Financial revenues	4,649
Dividend income	3,403
Interest income	1,246
Non-business revenues	1,699
Gain on sale of fixed assets	82
Other	1,616
Total ordinary revenues	589,561
Ordinary expenses	
Operating expenses	520,569
Electric power	513,395
Hydroelectric power generation expenses	60,005
Thermal power generation expenses	358,156
Power production facilities for new energies	976
Power purchased from other companies	1,388
Transmission expenses	26,943
Transformation expenses	6,453
Selling expenses	1,223
Communication expenses	6,480
General and administrative expenses	44,466
Enterprise tax	7,300

NON-CONSOLIDATED STATEMENTS OF INCOME

(from April 1, 2010 to March 31, 2011) (Continued)

	(millions of yen)
Incidental business expenses	7,174
Consulting business	1,607
Coal sales business	4,677
Other incidental business	889
[Operating income	62,644]
Non-operating expenses	25,800
Financial expenses	21,627
Interest expenses	21,353
Bond issue expenses	273
Non-business expenses	4,173
Loss on sales of noncurrent assets	625
Other	3,547
Total ordinary expenses	546,370
Ordinary income	43,191
Provision or reversal of reserve for fluctuation in water levels	42
Reserve for fluctuation in water levels	42
Extraordinary income	1,635
Gain on sales of securities	1,635
Extraordinary loss	13,757
Loss on valuation of securities	6,092
Provision of allowance for doubtful accounts for subsidiaries and affiliates	4,255
Loss on liquidation of business	3,408
Income before income taxes	31,027
Income taxes	16,242
Income taxes - current	16,395
Income taxes - deferred	(153)
Net income	14,785

NON-CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(from April 1, 2010 to March 31, 2011)

(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	
Balance at March 31, 2010	152,449	81,852	81,852	6,029	53	1,960	137,861	26,935	172,839
Changes during the fiscal year									
Dividends on retained earnings	—	—	—	—	—	—	—	(10,503)	(10,503)
Net income	—	—	—	—	—	—	—	14,785	14,785
Acquisition of treasury stock	—	—	—	—	—	—	—	—	—
Provision of reserve	—	—	—	—	3	—	5,000	(5,003)	—
Changes in items other than shareholders' equity (net)	—	—	—	—	—	—	—	—	—
Total	—	—	—	—	3	—	5,000	(721)	4,281
Balance at March 31, 2011	152,449	81,852	81,852	6,029	57	1,960	142,861	26,213	177,121

(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	
Balance at March 31, 2010	(63,262)	343,879	2,634	(414)	2,220	346,099
Changes during the fiscal year						
Dividends on retained earnings	—	(10,503)	—	—	—	(10,503)
Net income	—	14,785	—	—	—	14,785
Acquisition of treasury stock	(0)	(0)	—	—	—	(0)
Provision of reserve	—	—	—	—	—	—
Changes in items other than shareholders' equity (net)	—	—	(3,114)	1,814	(1,300)	(1,300)
Total	(0)	4,280	(3,114)	1,814	(1,300)	2,980
Balance at March 31, 2011	(63,263)	348,159	(479)	1,399	919	349,079

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

Report of Independent Auditor

May 12, 2011

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, 2010 to March 31, 2011. 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.

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, 2011

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, 2010 to March 31, 2011. 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.

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 59th fiscal year, from April 1, 2010 to March 31, 2011, 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 as described in the Business Report, 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 the description of the internal control systems in the Business Report and the performance of duties by Directors.
- (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 13, 2011

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

Notes: 1. Senior Corporate Auditor Takashi Fujiwara and Corporate Auditor Mutsutake Otsuka are outside corporate auditors as stipulated in Article 2, Item 16 and Article 335, Paragraph 3 of the Companies Act.

2. As Corporate Auditor Hideaki Miyahara resigned his office as of March 22, 2011, his name and seal does not appear on this Audit Report.

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 surrounding the Company during this fiscal year is increasingly uncertain due to the Great East Japan Earthquake occurred in March this year. Nonetheless, we continue to enhance the competitiveness of the wholesale electric power business, our core operation, as well as to enhance new business areas, 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 59th 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 59th fiscal year:

(1) Distribution of dividends

35 yen per share of common stock of the Company

Total amount: 5,251,860,250 yen

(2) Effective date of the distribution

June 29, 2011

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 Thirteen (13) Directors

The term of appointment for all fourteen (14) Directors expires as of the end of this meeting.

Accordingly, we propose the election of thirteen (13) 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>	11,520 shares
2	Masayoshi Kitamura (May 11, 1947)	<p>April 1972 Joined the Company</p> <p>June 2000 Department Director of Corporate Planning & Administration Dept.</p> <p>June 2001 Executive Director, Department Director of Corporate Planning & 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>	16,340 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 Insurance Inc.</p> <p>June 2005 Executive Vice President and Representative Director of the Company (current position)</p>	13,200 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>	9,180 shares

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
5	Yoshihiko Sakanashi (November 12, 1953)	April 1976	Joined the Company	8,340 shares
		July 2001	Office Director of Business Development Strategy Office	
		October 2002	Executive Officer, Department Director of Business Planning Dept.	
		June 2004	Executive Director	
		June 2007	Executive Managing Director	
		June 2009	Executive Vice President and Representative Director (current position)	
6	Minoru Hino (November 11, 1947)	April 1971	Joined the Company	10,300 shares
		June 2000	Department Director of Nuclear Power Dept.	
		April 2002	Executive Officer, Department Director of Nuclear Power Dept.	
		June 2004	Executive Officer, Special Advisor	
		June 2006	Executive Director	
		June 2007	Executive Managing Director	
		June 2010	Executive Vice President and Representative Director (current position)	
7	Toshifumi Watanabe (March 10, 1955)	April 1977	Joined the Company	8,100 shares
		April 2002	Department Director of Corporate Planning & Administration Dept. and Office Director of Privatization Office, Corporate Planning & Administration Dept.	
		October 2002	Department Director of Corporate Planning & Administration Dept. and Office Director of Privatization Office, Corporate Planning & Administration Dept.	
		June 2004	Department Director of Corporate Planning & Administration Dept.	
		June 2006	Executive Director	
		June 2009	Executive Managing Director (current position)	
8	Seigo Mizunuma (May 1, 1953)	April 1978	Joined the Company	5,900 shares
		June 2004	Executive Officer, Department Director of International Activities Dept.	
		June 2007	Executive Managing Officer, Department Director of International Power Business Management Dept.	
		July 2008	Executive Managing Officer	
		June 2009	Executive Director (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
9	Kiyotaka Muramatsu (February 26, 1954)	April 1976	Joined the Company	6,220 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.	
		June 2010	Executive Director (current position)	
10	Kuniharu Takemata (September 29, 1954)	April 1978	Joined the Company	8,000 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)	
11	Hirotsada Tanou (August 10, 1954)	April 1978	Joined the Company	11,100 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)	
12	Junji Nagashima (September 5, 1952)	April 1978	Joined the Company	5,900 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.	
		June 2010	Executive Director (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
13	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> <p>April 2011 President of Japan Legal Support Center (current position)</p>	0 shares

Notes:

1. There is no conflict of interest between any of the Director candidates and the Company.
2. Of the Director candidates in positions of responsibilities at the Company as its Directors, the duties and responsibilities of Messrs. Kiyoshi Sawabe, Masayoshi Kitamura, Shinichiro Ota, Yasuo Maeda, Yoshihiko Sakanashi, Minoru Hino, Toshifumi Watanabe, Seigo Mizunuma, Kiyotaka Muramatsu, Kuniharu Takemata, Hirotada Tanou, Junji Nagashima, and Go Kajitani are as described on pages 20-22.
3. Mr. Go Kajitani is an Outside Director candidate. We have appointed him as an independent director/auditor specified by the Tokyo Stock 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.
 - (3) Mr. Kajitani intends to resign his position as an Outside Corporate Auditor of NICHIAS Corporation as of June 29, 2011.
 - (4) Mr. Kajitani currently serves as an Outside Director of the Company, and his term of office will be two years as of the end of this General Meeting of Shareholders.
 - (5) 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.

Proposal 3: Election of Two (2) Corporate Auditors

The term of Corporate Auditor, Mr. Mutsutake Otsuka shall expire as of the end of this meeting. Corporate Auditor, Mr. Hideaki Miyahara resigned as of March 22, 2011.

Accordingly, we propose the election of two (2) Corporate Auditors.

The Board of Corporate Auditors has approved this proposal.

The candidates of Corporate Auditors are as follows:

Candidate Number	Name (Date of Birth)	Brief Personal History, Status of Major Concurrent Positions, and Duties as a Corporate Auditor of the Company	Number of Shares of the Company Held
1	Mutsutake Otsuka (January 5, 1943)	<p>April 1965 Joined Japanese National Railways</p> <p>April 1987 Joined East Japan Railway Company, General Manager of Finance Department</p> <p>June 1990 Director and General Manager of Personnel Department of East Japan Railway Company</p> <p>June 1992 Executive Director and General Manager of Personnel Department of East Japan Railway Company</p> <p>June 1997 Executive Vice President and Representative Director and Director General of Corporate Planning Headquarters of East Japan Railway Company</p> <p>June 2000 President and Representative Director of East Japan Railway Company</p> <p>April 2006 Chairman and Director of East Japan Railway Company (current position)</p> <p>June 2007 Corporate Auditor of the Company (current position)</p> <p>May 2011 Vice Chairman of Nippon Keidanren (current position)</p>	0 shares
2 *	Kiyoshi Nakanishi (April 2, 1945)	<p>April 1970 Joined Toyota Motor Co., Ltd. (currently TOYOTA MOTOR CORPORATION)</p> <p>January 1997 General Manager of No.3 Engine Technical Department of No.4 Development Center of TOYOTA MOTOR CORPORATION</p> <p>June 2000 Director of TOYOTA MOTOR CORPORATION</p> <p>June 2003 Managing Officer of TOYOTA MOTOR CORPORATION</p> <p>June 2004 Adviser of TOYOTA MOTOR CORPORATION</p> <p>June 2004 Representative Director of Research of GENESIS RESEARCH INSTITUTE, INC.</p> <p>June 2010 Adviser of GENESIS RESEARCH INSTITUTE, INC. (current position)</p> <p>June 2010 Adviser of Toyota Central R&D Labs., Inc. (current position)</p> <p>June 2010 Corporate Auditor of TOYOTA TECHNOCRAFT Co., LTD. (current position)</p>	0 shares

Notes:

1. There is no conflict of interest between any of the Corporate Auditor candidates and the Company.
2. An asterisk (*) indicates that the person is a new candidate.

3. Mr. Mutsutake Otsuka is an Outside Corporate Auditor candidate. We have appointed him as an independent director/auditor specified by the Tokyo Stock Exchange.
 - (1) With his distinguished knowledge and experience as a director of a listed company, we expect him to contribute to observe the Company's management intensively and endorse his election as an Outside Corporate Auditor.
 - (2) East Japan Railway Company, at which he serves concurrently as a director, received administrative sanction in March 2009 under the River Act, on the basis, among others, that the company's Shinanogawa Power Station took more water than the maximum amount permitted.
 - (3) Mr. Otsuka currently serves as an Outside Corporate Auditor of the Company, and his term of office will be four years 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 above limited liability agreement.
4. Mr. Kiyoshi Nakanishi is an Outside Corporate Auditor candidate. If he is elected, the Company intends to appoint him as an independent director/auditor specified by the Tokyo Stock Exchange.
 - (1) With his distinguished knowledge and experience as directors of listed companies, we expect him to contribute to observe the Company's management intensively and endorse his election as an Outside Corporate Auditor.
 - (2) If he is elected, the Company intends to enter 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.

END OF DOCUMENT